0001213900-25-005606S-1 Quantum Computing Inc. 20250122025012217302617302717302 7 0 0001213900-25-005606 S-1 101 20250122 20250122 Quantum Computing Inc. 0001758009 7372 824533053 DE 1231 S-1 33 333-284416 25546978 5 MARINE VIEW PLZ, SUITE 214 HOBOKEN NJ 07030 703-436-2161 5 MARINE VIEW PLZ, SUITE 214 HOBOKEN NJ 07030 S-1 1 ea0228261-s1_quantum.htm REGISTRATION STATEMENT As filed with the U.S. Securities and Exchange Commission on January 22, 2025 Registration No. 333-Â Â Â

services. Â Our Strategy Â QCiâ€™s strategy is to provide a range of accessible and affordable quantum machines to commercial and government markets. Our proprietary technology is central to our strategy because we believe that it enables us to leverage the advantages of size, weight, power and cost (over competing cryogenic products to drive market adoption and volume of sales. Â In addition to cloud-based access to our quantum computers, we offer on premises installation of our EQC product, which is rack-mountable and compatible with standard server room infrastructure requiring no need for special cooling, shielding, or power considerations. The Company believes the EQCâ€™s small rack-mountable size and low-energy consumption provides a substantial competitive edge as compared to superconducting, cryogenic quantum systems offered by competitors that are also designed to solve optimization problems. Â 2 Â Â We believe that the practical benefits to the customer of QCiâ€™s core offerings are: Â â—Powerful performance in speed and quality of solution for large complex optimization problems Â â—Plug and play compatibility with existing IT infrastructure Â â—Low power consumption - normal operation under 80 watts Â â—Scalability with potential for migration to nanophotonic system-on-a-chip designs Â â—High precision for sensing applications Â Market Opportunity Â Despite enormous growth in the capabilities of conventional computers and silicon microprocessors, some of the worldâ€™s most important computational problems are still considered impractical to solve in a reasonable period of time. Quantum computing represents a potential alternative approach to solving those problems because quantum computers apply the properties of quantum physics to operate in a fundamentally different way. Conventional computer chips use binary bits (ones and zeros) to represent information. Quantum computers utilize qubits (quantum bits), which leverage some of the properties of quantum physics, namely superposition and entanglement, to process computations that would be intractably difficult using conventional computers. Â While quantum-based computers will not replace conventional computers in most applications, they are ideally suited to run optimization algorithms, as well as to calculate certain sensing, imaging, and cybersecurity problems that are beyond the reach of general silicon-based computing today. The Company believes that quantum solutions have the potential to bring order of magnitude advances in the fields of medicine, engineering, autonomous vehicles, and cybersecurity and that the demand for quantum computing in these market sectors will likely outpace and outperform the general-purpose computing market in the near- to mid-term and into the foreseeable future. Â Our core technology offers practical, cost-effective solutions that materially advance the adoption of quantum machines across several market segments including: Â 1.Quantum Computing Â 2.Quantum Intelligence (Artificial Intelligence and Machine Learning) Â 3.Remote Sensing Â 4.Imaging Â 5.Cybersecurity Â Products and Products in DevelopmentÂ Â The Company believes it is well-positioned in the marketplace due to the Companyâ€™s core technology in integrated photonics that allows QCi to offer a suite of quantum machines and solutions to the market today with a robust technology roadmap for the future. The merger with QPhoton has broadened the Companyâ€™s technology portfolio and enables us to develop a group of closely related products to EQC, based on our common core photonic technology. Â TFLN Optical Chips Â We believe that TFLN optical integrated circuits (â€œTFLN Optical Chipsâ€) will ultimately provide the greatest scalability and performance advantages for quantum information processing, sensing and imaging. The Company is developing proprietary chip designs and is completing a dedicated chip fabrication facility to develop and produce TFLN Optical Chips for quantum information processing and other single photon detection and sensing applications. Â 3 Â Â Quantum Computing Â Entropy Quantum Computer Â The core of QCiâ€™s hardware offering is the EQC, which leverages the principle of open quantum systems, meaning that the EQC does not need to be isolated from the outside world in order to function. The EQC differs from the more common gate-model architectures by using the entropy in the environment as a useful source of energy rather than isolating from the entropy as a source of noise. As a result, the EQC can operate in normal server room environments with a high degree of stability. The EQC works by encoding a problem into a photonic signal and then carefully modulating the loss of energy in the system, iterating until the system reaches the ground state (or optimal configuration) solution. The non-linear coupling of an optical feedback loop in the system enables full connectivity among all of the variables of a complex problem. Â QCi launched a new EQC device during the first quarter of 2024 (Dirac-3) and plans to release a series of additional EQC products in the coming months and years. This planned evolution of technology and product enhancements will involve improving the size and capacity of the EQC machines, as well as speed, scalability and performance fidelity. The EQC is available both as a cloud-based subscription service, similar to other quantum machines, as well as an affordable on premises solution. Â Qatalyst Â QCiâ€™s evolution into quantum hardware computing was enabled by the prior creation of its Qatalyst software. The Qatalyst development platform was QCiâ€™s answer to the broader industryâ€™s current approach to quantum software development, which relies on highly trained scientists working with software development kits (â€œSDKsâ€) at the circuit level, instead of a high-level language. Using an SDK requires deep level quantum expertise to create quantum workflows. Qatalyst is not a tool kit, rather, a complete platform. Qatalyst enables developers to create and execute quantum-ready applications on conventional computers as well as multiple quantum computers. Users can call upon the same Qatalyst APIs (Application Programming Interfaces) on conventional computers to achieve optimization performance advantages using our cloud-based solution. We originally designed Qatalyst to facilitate access to multiple quantum processing units including Rigetti, Oxford Quantum Circuits and IonQ, QuEra, and Xanadu via the Amazon Web Services (â€œAWSâ€) cloud-based Braket service. Qatalyst is now the interface to QCiâ€™s own EQC systems. Â Â Quantum Intelligence (Artificial Intelligence and Machine Learning) Â Reservoir Computer Â Launched in June 2023, our first reservoir computing product is an edge device that is FPGA-based and optimized for recurrent neural network applications. â€œCompute at the edgeâ€ means to process, measure and analyze data locally (at the device) vs. over a network where data must be sent over the internet or through some cloud service. QCiâ€™s Reservoir Computer (â€œRCâ€) is a standalone box that can be plugged into a local computer or server without having to connect over the internet. The RC hardware systemâ€™s advantages over the more traditional software approaches to reservoir computing include significantly faster processing speeds, 80% - 95% less energy consumption, portability (size of power bank), affordability, and requiring significantly shorter training time for models. The RC delivers superior performance in time dependent tasks, such as chaotic time series prediction, unstructured financial model prediction, natural language processing and weather forecasting. Being deployed as a â€œcompute at the edgeâ€ device, which provides the advantage of allowing data analysis to occur at the data collection point, thereby reducing latency and dependency on network connections and providing more real-time processing of data. To date, the market for reservoir computing has been limited due to computing cost and technical implementation complexities, which the RC is designed to address. We anticipate that future generations of the RC will introduce greater speed of performance and scalability. This will enable the RC to participate in the large language model training and other applications. While technology challenges do remain in scaling this technology, this is one of the focus areas for QCi to gain significant share in the artificial intelligence / Machine Learning hardware market. Â Remote Sensing Â LiDAR Applications Â QCiâ€™s Quantum LiDAR uses patented methodologies that leverage the selective use of quantum spatial-temporal modes to maximize the signal-to-noise ratio of weak signals in a high noise background. This technology advancement allows QCi systems to see through dense fog and provide image fidelity at great distances with very high resolution in difficult environments such as snow, ice, and water. The practical benefits on payload and signal to noise enhancement can be used to produce LiDAR systems that are greatly enhanced in their ability to measure at improved resolution and distances from aircraft, drones and even satellites. Â 4 Â Â Quantum Photonic Vibrometer Â Launched July 2023, QCiâ€™s Photonic Vibrometer is a proprietary, instrument for remote vibration detection, sensing, and inspection. This device offers advanced sensitivity, speed, and resolution, capable of discerning for the first time, highly obscured and non-line-of-sight objects. The Photonic Vibrometer measures the vibration frequency of a remote target by utilizing fast-gated single photon counting to directly detect returning photons whose wavefunctions are dynamically modulated as they are reflected off the target. By counting photons at a megahertz rate, important properties such as material composition and mechanical integrity can be determined within seconds and, depending on detection distance, with microwatt to milliwatt optical power. Working at an eye-safe wavelength, the system can accurately characterize the vibration spectra of solid or liquid targets with vibration amplitude as small as 100 nanometers. The Photonic Vibrometer can also remotely sense through obscured media or around corners where there is no line of sight, implying new capabilities in remote sensing, voice recognition, and ex vivo diagnostics. Â We expect subsequent photonic vibrometer versions, which are currently under development, to reach significantly greater distances, minimize device footprint and weight, and optimize data gathering in increasingly challenging environmental conditions (for example, underground, underwater and at high altitudes affixed to a drone, plane or space-based platforms). Â Imaging Â Optical Imaging Â By leveraging the ability to count single photons, a key to the EQC, and filter their associated wave functions precisely, we can perform optical imaging through otherwise opaque and dense materials. Quantum imaging has the potential to be a powerful supplement to currently available computerized tomography (CAT Scan) imaging applications, where tissue damage from high energy radiation needs to be avoided. We have built and are currently testing a prototype quantum imaging system. Â Cybersecurity Â Quantum Networks and Quantum Authentication Â QCi has developed a system to address one of the major challenges in cybersecurity, authentication of users on a network, which is currently facilitated by the distribution of â€œprivate keysâ€ by a trusted third party. This approach is inherently insecure as keys are bundled and travel with the encrypted data, making it susceptible to harvest-and-decrypt-later vulnerability. QCi has developed a quantum authentication technology and methodology that eliminates the need for trust of third-party involvement in key distribution. Our approach uses a combination of a high-powered laser and a patented detection methodology deeply rooted in the fundamental principles of quantum mechanics, resulting in what we believe will be an unbreakable basis for private network communication. Â Recent Developments Â January 2025 Offerings Â On January 7, 2025, the Company entered into securities purchase agreements (the â€œPurchase Agreementsâ€) pursuant to which the Company agreed to issue to the purchasers in a private placement (the â€œPlacementâ€), an aggregate of 8,163,266 shares (the â€œPIPE Sharesâ€) of the Companyâ€™s common stock, at a purchase price of $12.25 per share. The Placement was closed on January 9, 2025. Â 5 Â Â Pursuant to the Purchase Agreements, the Company has agreed not to issue, enter into any agreement to issue, or announce the issuance or proposed issuance of any shares of Common Stock or Common Stock equivalents, or file any registration statement or any amendment or supplement thereto, for a period of 75 days after the closing date of the Placement, subject to certain customary exceptions, without the consent of the purchasers and the Placement Agent. Â The Company also entered into a Placement Agency Agreement (the â€œPlacement Agency Agreementâ€) with Titan Partners Group LLC, a division of American Capital Partners, LLC (the â€œPlacement Agentâ€), dated January 7, 2025, pursuant to which the Placement Agent acted as the exclusive placement agent for the Company in connection with the Placement. The Company paid the Placement Agent a cash fee of 6% of the gross proceeds from the Placement and issued to the Placement Agent (or its designees) 326,531 five-year warrants (representing 4% of the securities sold in the Placement), which will be exercisable beginning on July 6, 2025, and have an initial exercise price per share of Common Stock of $14.0875 (the â€œPlacement Agent Warrantsâ€). In addition, the Company reimbursed the Placement Agent $105,000 of its legal fees and expenses, plus $7,500 for escrow agent fees, in connection with the Placement. Â December 2024 Offerings Â On December 10, 2024, the Company entered into securities purchase agreements with institutional investors for the purchase and sale of 1,540,000 shares of common stock at a purchase price of $5.00 per share, pursuant to a registered direct offering (the â€œRDOâ€). In a concurrent private placement, on the same day, the Company entered into the Purchase Agreements for the purchase and sale of an additional 8,460,000 shares of its common stock at the same price (the â€œDecember PIPEâ€). The offerings closed on December 12, 2024, and the Company received aggregate gross proceeds of $50 million from the offerings. Â The Company also entered into a placement agency agreement with Titan Partners Group LLC, a division of American Capital Partners, LLC, dated December 10, 2024, pursuant to which the placement agent acted as the exclusive placement agent for the Company in connection with the offering. The Company paid the Placement Agent a cash fee of 7% of the gross proceeds from the Offerings and to issue to the placement agent (or its designees) 500,000 five-year warrants (representing 5% of the securities sold in the offerings), which will be exercisable beginning on June 8, 2025, and have an initial exercise price per share of Common Stock of $5.75. In addition, the Company reimbursed the placement agent $100,000 of its fees and expenses in connection with the offerings. Â The shares issued in the December PIPE and issuable upon exercise of the warrants issued to the placement agent in connection with the December PIPE were registered on a registration statement on Form S-1 (File No. 333-283955) which was declared effective by the Securities and Exchange Commission on January 6, 2025. Â November 2024 Registered Direct Offering Â On November 18, 2024, the Company closed a registered direct offering of an aggregate of 16,000,000 shares of the Common Stock, at a purchase price of $2.50 per share, resulting in gross proceeds of $40 million, before deducting placement agent commissions and other offering expenses. In connection with the registered direct offering, on November 18, 2024, the Company filed with the SEC a prospectus supplement to the base prospectus included in the Companyâ€™s Registration Statement on Form S-3 (File No. 333-268064), originally filed with the SEC on October 28, 2022. Â 6 Â Â THE OFFERING Â This prospectus relates to the offer and sale from time to time of up to 8,489,797 shares of Common Stock by the Selling Stockholders. Â Common Stock offered by the Selling Stockholders: Â 8,489,797 shares of Common Stock. Â Â Â Â Common Stock outstanding prior to this offering (1) Â 137,175,764 shares of Common Stock (inclusive of the PIPE Shares) Â Â Â Â Common stock to be outstanding after the offering (1) Â 137,502,295 shares of Common Stock, assuming the Placement Agent exercises the Placement Agent Warrants. Â Â Â Use of proceeds Â We will not receive any proceeds from the sale of common stock by the Selling Stockholders. All of the net proceeds from the sale of our common stock will go to the Selling Stockholders as described below in the sections entitled â€œSelling Stockholdersâ€ and â€œPlan of Distributionâ€. We have agreed to bear the expenses relating to the registration of the common stock for the Selling Stockholders.Â Â We will receive up to approximately $4.6 million in gross proceeds if the Placement Agent Warrants are exercised in full. Â Â Â Risk factors Â Investing in our securities is highly speculative and involves a high degree of risk. You should carefully consider the information set forth in the â€œRisk Factorsâ€ section beginning on page 8 Â before deciding to invest in our securities.Â Â Â Â Trading symbol Â Our common stock is currently quoted on the Nasdaq Capital Market under the trading symbol â€œQUBTâ€. Â (1) The number of shares of our Common Stock outstanding prior to and to be outstanding immediately after this offering, as set forth in the table above, is based on 137,175,764 shares outstanding as of January 21, 2025, assumes no exercise of the Placement Agent Warrants prior to this offering and excludes: Â â—12,949,449 shares of our common stock issuable upon the exercise of stock options outstanding as of January 21, 2025, at a weighted average exercise price of $2.34 per share; and Â â—3,772,763 shares of our common stock issuable upon exercise of warrants outstanding as of January 21, 2025, at a weighted average exercise price of $2.60 per share. Â 7 Â Â RISK FACTORS Â Investing in our securities involves a great deal of risk. Careful consideration should be made of the following factors as well as other information included in this prospectus before deciding to purchase our securities. There are many risks that affect our business and results of operations, some of which are beyond our control. Our business, financial condition or operating results could be materially harmed by any of these risks. This could cause the trading price of our securities to decline, and you may lose all or part of your investment. Additional risks that we do not yet know of or that we currently think are immaterial may also affect our business and results of operations. Â Risks Related to Our Financial Condition and Status as an Early-Stage Company Â We are in our early stages and have a limited operating history, which makes it difficult to forecast the future results of our operations. Â QCi was formed in 2018 and merged with QPhoton in June 2022. As a result of our limited operating history, our ability to accurately forecast our future results of operations is limited and subject to a number of uncertainties, including our ability to plan for and model future growth. Our ability to generate revenues will largely be dependent on our ability to develop and produce a suite of products based on quantum photonic technologies, with steadily increasing capabilities. Our technical roadmap may not be realized as quickly as hoped, or even at all. As a result, our historical results should not be considered indicative of our future performance. Further, in future periods, our growth could slow or decline for a number of reasons, including but not limited to slowing demand for our quantum products and services, increased competition, changes to technology, our inability to scale up our technology, a decrease in the growth of the market, or our failure, for any reason, to continue to take advantage of growth opportunities. Furthermore, the accompanying consolidated financial statements have been prepared assuming that we will continue as a going concern. We have not emerged from the development stage and may be unable to raise further equity. These factors, among others, that raise substantial doubt about our ability to continue as a going concern may be partially or fully mitigated by the net proceeds received by the Company in conjunction with the sale of these PIPE Shares. Our financial statements do not include any adjustments that might result from the outcome of this uncertainty or from the sale of the PIPE Shares. Â We have also encountered, and will continue to encounter, risks and uncertainties frequently experienced by growing companies in rapidly changing industries. If our assumptions regarding these risks and uncertainties and our future growth are incorrect or change, or if we do not address these risks successfully, our operating and financial results could differ materially from our expectations, and our business could suffer. Our success as a business ultimately relies upon fundamental research and development breakthroughs in the coming years. There is no certainty these research and development milestones will be achieved as quickly as hoped, or even at all. Â We have a history of operating losses and expect to incur significant expenses and continuing losses for the foreseeable future. Â We incurred net losses each year since 2018 and we believe that we will continue to incur operating and net losses each quarter until at least the time we begin generating significant revenue from our products and services, which may never occur. Even with significant production, we may never become profitable from the sale of our products and services. Â We expect to incur significantly higher losses in future periods as we continue to incur significant expenses in connection with the

design, development and manufacturing of our quantum computers and other products and services, and as we expand our research and development activities, invest in manufacturing capabilities, build up inventories of components for our quantum computers and other products, increase our sales and marketing activities, develop our infrastructure, and increase our general and administrative functions to support our growing operations. We may find that these efforts are more expensive than we currently anticipate or that these efforts may not result in revenues, which would further increase our losses. If we are unable to achieve and/or sustain profitability, or if we are unable to achieve the growth that we expect from these investments, it could have a material adverse effect on our business, financial condition or results of operations. Our business model is unproven and may never allow us to cover our costs. Â 8 Â Â We have a history of accumulated deficits, recurring losses and negative cash flows from operating activities. We may be unable to achieve or sustain profitability or remain a going concern. Â We are an early-stage company and we have not generated any material revenues to offset our operating expenses. If we are unable to generate significant revenues in future periods, we will not be able to achieve profitability, and if we should achieve, to maintain profitability. Beyond this, we may incur significant losses in the future for a number of reasons including other risks described in this document, and we may encounter unforeseen expenses, difficulties, complications, delays and other unknown events. Accordingly, we may not ever achieve profitability. We incurred negative cash flows from operating activities and recurring net losses in fiscal years 2023 and 2022. As of December 31, 2023, and 2022, our accumulated deficit was $131.9 million and $104.1 million, respectively. These factors, among others, that raise substantial doubt about our ability to continue as a going concern may be partially or fully mitigated by the net proceeds received by the Company in conjunction with the sale of these PIPE Shares. Â We may not be able to scale our business quickly enough to meet customer and market demand, which could result in lower profitability or cause us to fail to execute on our business strategies. Â In order to grow our business, we will need to continually evolve and scale our business and operations to meet customer and market demand. However, commercial demand for quantum computing products and services may never develop. There are significant technological challenges associated with developing, producing, marketing and selling products and services in the high-performance computing industry, including our products and services, and we may not be able to resolve all of the difficulties that may arise in a timely or cost-effective manner, or at all. We may not be able to cost effectively manage production at a scale or quality consistent with customer demand in a timely or economical manner. Â Our ability to scale is dependent also upon components that we must source from multiple countries, including China. Shortages or supply interruptions in any of these components will adversely impact our ability to generate revenues. Deterioration in the political relationship between the U.S. and China result in loss of access to suppliers of key components with little or no warning, which would adversely affect our ability to develop and manufacture our products. We are actively searching for alternative suppliers outside of China, but there is no assurance that we can locate comparable components at reasonable prices within the desired timeframes. Â If large-scale development of our quantum computers other products commences, they may contain defects in design and manufacture that may cause them to not perform as expected or that may require repair and design changes. Our quantum computers are inherently complex and incorporate technology and components that may have not been used for computing products and that may contain defects and errors, particularly when first introduced. We have a limited frame of reference from which to evaluate the long-term performance of our computers. There can be no assurance that we will be able to detect and fix any defects in our quantum computers in a timely manner that does not disrupt our services to our customers. If our technology fails to perform as expected, customers may seek out a competitor or turn away from quantum computing entirely, each of which could adversely affect our sales and brand and could adversely affect our business, prospects and results of operations. If defects in our technology lead to erroneous outputs, third parties relying on those outputs may draw from them erroneous conclusions, creating a risk that we will be liable to those third parties. Â If we cannot evolve and scale our business and operations effectively, we may not be able to execute our business strategies in a cost-effective manner and our business, financial condition, profitability and results of operations could be adversely affected. Â Even if the market in which we compete achieves its anticipated growth levels, our business could fail to grow at similar rates, if at all. Â Our success will depend upon our ability to expand, scale our operations, and increase our sales and support capability. Even if the market in which we compete meets the size estimates and growth forecasted, our business could fail to grow at similar rates, if at all. Â Our growth is dependent upon our ability to successfully expand our products and services, retain customers, bring in new customers and retain critical talent. Unforeseen issues associated with scaling up and constructing quantum computing technology at commercially viable levels could negatively impact our business, financial condition and results of operations. Â 9 Â Â Our growth is dependent upon our ability to successfully market and sell our quantum computers and quantum computing products and services. We do not have experience with the large-scale production and sale of quantum computing technology. Our growth and long-term success will depend upon the development of our sales and production capabilities. Â Moreover, because of our advanced technology, our customers will require particular support and service functions, some of which are not currently available and may never be available. If we experience delays in adding such support capacity or servicing our customers efficiently, or experience unforeseen issues with the reliability of our technology, we could overburden our servicing and support capabilities. Similarly, increasing the number of our products and services would require us to rapidly increase the availability of these services. Failure to adequately support and service our customers may inhibit our growth and ability to expand. Â There is no assurance that we will be able to ramp our business to meet our sales, manufacturing, installation, servicing and quantum computing targets, that expected growth levels will prove accurate or that the pace of growth will continue at the current rate. Failure of QCi to grow at rates similar to that of the broader quantum computing industry may adversely affect our operating results and ability to effectively compete within the industry. Â We may not manage growth effectively. Â Our failure to manage growth effectively could harm our business, results of operations and financial condition. We anticipate that a period of significant expansion will be required to address potential growth. This expansion will place a significant strain on our management, operational and financial resources. Expansion will require significant cash investments and management resources and there is no guarantee that they will generate additional sales of our products or services, or that we will be able to avoid cost overruns or be able to hire additional personnel to support us. In addition, we will also need to ensure our compliance with regulatory requirements in various jurisdictions applicable to the sale, installation and servicing of our products. To manage the growth of our operations and personnel, we must establish and maintain appropriate and scalable operational and financial systems, procedures and controls and a qualified finance, administrative and operations staff. We may be unable to acquire the necessary capabilities and personnel required to manage growth or to identify, manage and exploit potential strategic relationships and market opportunities. Â We will require a significant amount of cash for expenditures as we invest in ongoing research and development and business operations and may need additional capital sooner than planned to pursue our business objectives and respond to business opportunities, challenges or unforeseen circumstances, and we cannot be sure that additional financing will be available. If we are unable to raise additional funding when needed, we may be required to delay, limit or substantially reduce our development efforts. Â Our business and future plans for expansion are capital-intensive, and we will require additional capital for equipment and facilities for hardware manufacturing and optical chip fabrication. The specific timing of cash inflows and outflows may fluctuate substantially from period to period. We will require a significant amount of cash for expenditures as we invest in ongoing research and development and business operations. Our operating plan may change because of factors currently unknown, and we may need to seek additional funds sooner than planned, through public or private equity or debt financings or other sources. Such financings may result in dilution to stockholders, issuance of securities with priority as to liquidation and dividend and other rights more favorable than those of our common stock, imposition of debt covenants and repayment obligations or other restrictions that may adversely affect our business. Any funds we raise may not be sufficient to enable us to continue to implement our long-term business strategy. Further, our ability to raise additional capital may be adversely impacted by worsening global economic conditions and disruptions to and volatility in the credit and financial markets in the United States and worldwide resulting from disruptions in access to bank deposits or lending commitments due to bank failures, the military conflict between Russia and Ukraine and the related sanctions imposed against Russia, and the state of war between Israel, Hezbollah and Hamas and the related risk of a larger regional conflict. In addition, we may seek additional capital due to favorable market conditions or strategic considerations even if we believe that we have sufficient funds for current or future operating plans. Â There can be no assurance that financing will be available to us on favorable terms, or at all. The inability to obtain financing when needed may make it more difficult for us to operate our business or implement our growth plans and we may be required to delay, limit or substantially reduce our quantum computing development efforts. Our ability to raise additional capital through the sale of securities could be significantly impacted by the resale of our securities by holders of our securities, which could result in a significant decline in the trading price of our securities and potentially hinder our ability to raise capital on terms that are acceptable to us or at all. Â 10 Â Â Failure to identify errors in the quantitative models we utilize to manage our business could adversely impact product performance and client relationships. Â We employ various quantitative models to manage our business. Any errors in the underlying models or model assumptions could have unanticipated and adverse consequences on our business and reputation. Â Our ability to use net operating loss carryforwards and other tax attributes may be limited in connection with the QPhoton Merger or other ownership changes. Â We have incurred losses during our history, do not expect to become profitable in the near future and may never achieve profitability. To the extent that we continue to generate taxable losses, unused losses will carry forward to offset future taxable income, if any, until such unused losses expire, if at all. Â Under current law, U.S. federal net operating loss carryforwards generated in taxable periods beginning after December 31, 2017, may be carried forward indefinitely, but the deductibility of such net operating loss carryforwards in taxable years beginning after December 31, 2020, is limited to 80% of taxable income, or less. It is uncertain if and to what extent various states will conform to the current law. Â In addition, our net operating loss carryforwards are subject to review and possible adjustment by the IRS, and state tax authorities. Under Sections 382 and 383 of the Internal Revenue Code of 1986, as amended (the â€œCodeâ€), our federal net operating loss carryforwards and other tax attributes will become subject to an annual limitation in the event of certain cumulative changes in the ownership of the Company. An â€œownership changeâ€ pursuant to Section 382 of the Code generally occurs if one or more stockholders or groups of stockholders who own at least 5% of a companyâ€™s stock increase their ownership by more than 50 percentage points over their lowest ownership percentage within a rolling three-year period. Similar rules apply under state tax laws. Our ability to utilize our federal net operating loss carryforwards and other tax attributes to offset future taxable income or tax liabilities may be limited as a result of ownership changes, including potential changes in connection with the QPhoton Merger or other transactions. Similar rules may apply under state tax laws. Â If we earn taxable income, such limitations could result in increased future income tax liability and our future cash flows could be adversely affected. We have recorded a valuation allowance related to our net operating loss carryforwards and other deferred tax assets due to the uncertainty of the ultimate realization of the future benefits of those assets. Â Risks Related to Our Business and Industry Â We have not produced any of our products at volume and we face significant barriers in our attempts to develop and manufacture our products, including the need to invent and develop new technology. If we cannot successfully overcome those barriers, our business will be negatively impacted and could fail. Â Producing quantum computers, sensors and networks is a difficult undertaking. There are significant engineering challenges that we must overcome. We face significant challenges in completing development of our quantum computers and other products, and in producing in sufficient volumes. Even if we complete development and achieve volume production of our products, if the cost, accuracy, performance characteristics or other specifications fall short of our expectations, our business, financial condition and results of operations would be adversely affected. Â The performance capabilities of our products will depend on the development and production of TFLN Optical Chips to achieve scale, performance and cost. There is significant development and intellectual property risk in the specification, design and development of TFLN Optical Chips and our plans could be impacted by lack of funding, competition or even unknown core technology factors intrinsic to the work. This would limit the ability of QCi to scale its growth to expected levels over the longer term and the Company could lose momentum. Â 11 Â Â We may be unable to reduce the production cost sufficiently, which may prevent us from pricing our quantum systems competitively. Â Our revenue projections are dependent on the cost per manufactured system decreasing over the next several years as our quantum computers advance. These cost projections are based on economies of scale due to demand for our products and services, technological innovation and negotiations with third-party parts suppliers. If these cost savings do not materialize, the production cost may be higher than projected, making our quantum computing products and services less competitive than those offered by our competitors, which could have a material adverse effect on our business, financial condition or results of operations. Â If our products and services fail to deliver customer value to a broader range of customers than classical approaches, our business, financial condition and future prospects may be harmed. Â â€œQuantum advantageâ€ refers to the moment when a quantum computer can compute faster than existing classical computers, while quantum supremacy is achieved once quantum computers are powerful enough to complete calculations that traditional supercomputers cannot perform at all. Broad quantum advantage is when quantum advantage is seen in many applications and developers prefer quantum computers to a traditional computer. No current quantum computers have reached a broad quantum advantage and they may never reach such advantage. While achieving a broad quantum advantage will be critical to the success of any quantum computing company, including us, it would not necessarily lead to commercial viability of the technology that accomplished such advantage, nor would it mean that such system could outperform classical computers in tasks other than the one used to determine a quantum advantage. As quantum computing technology continues to mature, broad quantum advantage, and quantum supremacy, may take years or decades to be realized, if it ever is. If we cannot develop quantum computers that have quantum advantage, customers may not continue to purchase our products and services. If other companiesâ€™ quantum computers reach a broad quantum advantage prior to the time we reach such capabilities, it could lead to a loss of customers. If any of these events occur, it could have a material adverse effect on our business, financial condition or results of operations. Â The quantum computing industry is competitive and we may not be successful in competing in this industry or establishing and maintaining confidence in our long-term business prospects among current and future partners and customers. Â Since the merger with QPhoton, our business strategy has broadened to include the manufacture of several lines of hardware in addition to the underlying software. As a result, the markets in which we now operate are rapidly evolving and highly competitive. As the marketplace continues to mature and new technologies and competitors enter, we expect competition to intensify. Our current competitors include: Â â—large, well-established tech companies that generally compete across our products, including IBM, Quantinuum, Google, Microsoft and Amazon; Â â—large research organizations funded by sovereign nations such as China, Russia, Canada, Australia and the United Kingdom, and those in the European Union; additional countries may decide to fund quantum computing programs in the future; Â â—less-established public and private companies with competing technology, including IonQ, Rigetti Computing, PsiQuantum, Xanadu and D-Wave Quantum, and companies located outside the United States; and Â â—new or emerging entrants seeking to develop competing technologies. Â We compete based on various factors, including technology, price, performance, multi-cloud availability, brand recognition and reputation, customer support and differentiated capabilities, including ease of administration and use, scalability and reliability, data governance and security. Many of our competitors have substantially greater brand recognition, customer relationships, and financial, technical and other resources than we do, including an experienced sales force and sophisticated supply chain management. They may be able to respond more effectively than us to new or changing opportunities, technologies, standards, customer requirements and buying practices. In addition, many countries are focused on developing quantum computing solutions either in the private or public sector and may subsidize quantum computers, which may make it difficult for us to compete. Many of these competitors do not face the same challenges we do in growing our business. In addition, other competitors might be able to compete with us by bundling their other products in a way that does not allow us to offer a competitive solution. Â 12 Â Â Further, the industry might recognize the intrinsic advantages of optical integrated circuits in information processing applications and our competitors could shift to a more direct competitive approach using similar technologies, even with strong intellectual property protection. Â Additionally, we must be able to achieve our objectives in a timely manner lest quantum computing lose ground to competitors, including competing technologies. Because there are a large number of market participants, including certain sovereign nations, focused on developing quantum computing technology, we must dedicate significant resources to achieving any technical objectives on the timelines established by our management team. Any failure to achieve objectives in a timely manner could adversely affect our business, operating results and financial condition. Â For all of these reasons, competition may negatively impact our ability to maintain and grow consumption of our platform or put downward pressure on our prices and gross margins, any of which could materially harm our reputation, business, results of operations, and financial condition. Â We rely on access to high-performance third-party classical computing through public clouds and high-performance computing centers to deliver quantum products and services to customers. We may not be able to maintain connectivity with these resources, which could make it harder for us to reach customers or deliver products and services in a cost-effective manner. Â Our products and services may from time to time incorporate high-performance classical computing through public clouds to provide services to end users and our partners. These public cloud services are predominantly on AWS at the present time. Â Any material change in our contractual and other business relationships with AWS or other cloud providers could result in reduced use of our products and services, increased expenses,

including service credit obligations, and harm our brand and reputation, any of which could have a material adverse effect on our business, financial condition and results of operations. Â Further, if our contractual and other business relationships with our partners are terminated or suspended, either by our partner or by us, or suffer a material change to which we are unable to adapt, such as the elimination of services or features on which we depend, we would be unable to provide our quantum computing products and services business at the same scale and would experience significant delays and incur additional expense in transitioning customers to a different public cloud provider. Â We depend on certain suppliers to source products. Failure to maintain our relationship with any of these suppliers, or a failure to replace any of these suppliers, could have a material adverse effect on our business, financial position, results of operations and cash flows. Â We buy our products and supplies from companies that manufacture and source products from the United States and abroad. Our ability to develop and maintain relationships with qualified suppliers who can satisfy our standards for quality and delivery in a timely and efficient manner is a significant challenge. Any failure to maintain our relationship with any of our largest suppliers, or a failure to replace any such supplier that is lost, could have a material adverse effect on our business, financial position, results of operations and cash flows. Â 13 Â Â We may be required to replace a supplier if their products do not meet our quality or safety standards, or if the United States government imposes restrictions on trade with certain countries, such as China. In addition, our suppliers could discontinue selling products at any time for reasons that may or may not be in our control or the suppliersâ€™ control, including shortages of raw materials, environmental and social supply chain issues, pandemic, labor disputes or weather conditions. Disruptions in transportation lines or the ongoing military conflict between Russia and Ukraine, the state of war between Israel, Hezbollah and Hamas, or an invasion of Taiwan by China, may also cause global supply chain issues that affect us or our suppliers. We generally have multiple sources of supply, however, in some cases, materials are provided by a single supplier. The loss of, or substantial decrease in the availability of, products from our suppliers, or the loss of a key supplier, temporarily or permanently, could result in a material shortage of products, which could lead to price escalations that we may be unable to offset by our prices to our customers. When supply chain issues are later resolved and prices return to normal levels, we may be required to reduce the prices at which we sell our products to our customers in order to remain competitive. In addition, even where these risks do not materialize, we may incur costs as we prepare contingency plans to address such risks. Our operating results and inventory levels could suffer if we are unable to promptly replace a supplier who is unwilling or unable to satisfy our requirements with a supplier providing similar products. In addition, our suppliersâ€™ ability to deliver products may also be affected by raw material and commodity cost volatility or financing constraints caused by credit market conditions, which could materially and negatively impact our net sales and operating costs, at least until alternate sources of supply are arranged. Any delay or unavailability of key products required for our development activities in a timely or cost-effective manner could delay or prevent us from further developing our products and services on our expected timelines or at all and could materially harm our business. Â TFLN Optical Chips manufacturers and distributors are concentrated primarily in China and other parts of East Asia, which is an area that is or may be subject to geopolitical uncertainty, trade disputes and restrictions, environmental disasters, and other risks. Any disruption to the operations of these manufacturers or distributors could cause significant delays in the production or shipment of our products and impact our financial condition. Â Our success also depends in part on the manufacturing of TFLN Optical Chips. Unforeseen disruption of the manufacture of TFLN Optical Chips could be caused by a number of events, including a maintenance outage, systems outage or other disruption, power or equipment failure, fires, floods, earthquakes or other natural disasters, social unrest or terrorist activity, work stoppages, public health concerns (including pandemics), regulatory measures, or other operational problems. Any disruption in the manufacture of TFLN Optical Chips resulting from such events could cause significant delays in the development and production of our products. Â In addition, we may depend on third-party TFLN Optical Chips manufacturing partners or distributors who may be affected by changes in governmental policies, taxation, rising inflation or interest rates, social instability, geopolitical conflicts and tensions, and diplomatic and social developments which are outside of our control. Â Furthermore, our industry generally relies on a limited number of TFLN Optical Chips manufacturers whose operations tend to be concentrated in China and other parts of East Asia, which makes us especially susceptible to adverse developments in these regionsâ€™ economic and political conditions, particularly to the extent that such developments create an unfavorable business environment that significantly affects our operations. Although the governments of certain countries, including the United States, have taken actions to make their countries more attractive for chip manufacturing operations, there can be no assurances that the current geographic concentration of chip manufacturing will be meaningfully changed in the near term or at all. Â If any of these events, or other macroeconomic trends, should cause a prolonged disruption of operations that impact our third-party TFLN Optical Chips manufacturing partners, we may see operational downtimes or operation at reduced capacities, which could have a material adverse effect on our business, financial conditions, and results of operations. Any unplanned production downtime or other operational problems and delays in the manufacturing and fabrications of TFLN Optical Chips, if significant, could have a material adverse effect on our business, financial condition, and results of operations.Â Â In order to compete, we must attract, retain and motivate key associates, and the failure to do so could have an adverse effect on our business, financial condition and results of operations. Â We depend on our executive officers and management team to run our business. As we develop new business models and new ways of working, we will need to develop suitable skill sets within our organization. In addition, our future success depends on our continuing ability to attract, develop, motivate and retain highly qualified and skilled employees that have highly technical set of skills. The current market for such positions is highly competitive. Qualified individuals are in high demand and we may incur significant costs to attract and retain them. Moreover, the loss of any of our senior management or other key employees or our inability to recruit and develop capable managers could adversely affect our ability to execute our business plan and we may be unable to find adequate replacements. Â 14 Â Â Even if we are successful in developing our products and executing our strategy, competitors in the industry may achieve technological breakthroughs that render our quantum computing systems obsolete or inferior to other products. Â Our continued growth and success depend on our ability to innovate and develop quantum computing technology in a timely manner and effectively market these products. Without timely innovation and development, our quantum computing products and services could be rendered obsolete or less competitive by changing customer preferences or because of the introduction of a competitorâ€™s newer technologies. We believe that many competing technologies will require a technological breakthrough in one or more problems related to science, fundamental physics or manufacturing. While it is uncertain whether such technological breakthroughs will occur in the next several years, that does not preclude the possibility that such technological breakthroughs could eventually occur. Any technological breakthroughs that render our technology obsolete or inferior to other products could have a material adverse effect on our business, financial condition or results of operations. Â The quantum computing industry is in its early stages and volatile, and if it does not develop, if it develops slower than we anticipate, if it encounters negative publicity or if our quantum computing products and services do not achieve commercial adoption, the growth of our business will be harmed. Â The nascent market for quantum computers is still rapidly evolving, characterized by rapidly changing technologies, competitive pricing and competitive factors, evolving government regulation and industry standards, and changing customer demands and behaviors. Our success will depend to a substantial extent on the willingness of our potential customers to use, and increase their utilization of, our products and services, as well as on our ability to demonstrate the value of quantum computing to their respective organization, government agencies, and other purchasers of quantum computing offerings. Negative publicity concerning our products and services or the quantum computing industry as a whole could limit market acceptance of our offerings. If our clients and partners do not perceive the benefits of our products and services, or if they do not drive customer engagement, then our market may not develop at all, or it may develop more slowly than we expect. Similarly, individual and industry concerns or negative publicity regarding technophobic views in the context of quantum computing could limit market acceptance of our quantum computing products and services. If any of these events occur, our business, prospects, financial condition and operating results could be harmed. Â In addition, our growth and future demand for our products is highly dependent upon the adoption by developers and customers of quantum computers, as well as on our ability to demonstrate the value of quantum computing to our customers. Delays in future generations of our quantum computers or technical failures at other quantum computing companies could limit acceptance of our products and services. Negative publicity concerning our products and services or the quantum computing industry as a whole could limit acceptance of our products and services. While we believe that quantum computing will solve many large-scale problems, it is possible that such problems may never be solvable by quantum computing technology. If our customers and partners do not see the benefits of our products and services, or if our products and services do not drive commercial sales, then demand for our products and services may not develop at all, or it may develop slower than we expect. If any of these events occur, it could have a material adverse effect on our business, financial condition and results of operations. Â We have experienced in the past, and could also suffer future disruptions, outages, defects and other performance and quality problems with our quantum computing products and services, our production technology partners or with the public cloud, data centers and internet infrastructure on which we rely. Â Our business depends on our quantum computing systems being available through the cloud with a high level of reliability. We have experienced, and may in the future further experience, disruptions, outages, defects and other performance and quality problems with our systems. We have also experienced, and may in the future further experience, disruptions, outages, defects and other performance and quality problems with the public cloud and internet infrastructure on which our systems rely. These problems can be caused by a variety of factors, including failed introductions of new functionality, vulnerabilities and defects in proprietary and open- source software, hardware components, human error or misconduct, capacity constraints, design limitations, denial of service attacks or other security-related incidents, foreign objects or debris, weather, construction, supply chain events, or accidents and other force majeure. We do not have a contractual right with our public cloud providers that compensates us for any losses due to availability interruptions in the public cloud. Â 15 Â Â Any disruptions, outages, defects and other performance and quality problems with our quantum computing system or with the public cloud, internet, and other infrastructure on which they rely could result in reduced use of our systems, increased expenses, including service credit obligations, and harm to our brand and reputation, any of which could have a material adverse effect on our business, financial condition and results of operations. Â Our future growth and success depend on our ability to sell effectively to government entities and large enterprises. Â Our potential customers are likely to include government agencies and large commercial enterprises. Therefore, our future success will depend on our ability to effectively sell our products to such customers. Sales to these end-customers involve risks that may not be present (or that are present to a lesser extent) with sales to non-governmental agencies or smaller customers. These risks include, but are not limited to, (i) increased purchasing power and leverage held by such customers in negotiating contractual arrangements with us and (ii) longer sales cycles and the associated risk that substantial time and resources may be spent on a potential end-customer that elects not to purchase our solutions. In addition, government contracts generally include the ability of government agencies to terminate early which, if exercised, would result in a lower contract value and lower than anticipated revenues. Such government contracts also may limit our ability to do business with foreign governments or prevent us from selling our products in certain countries. Â Our quantum computing systems may not be compatible with some or all industry-standard software and hardware in the future, which could harm our business. Â Since the merger with QPhoton, we have been focusing more of our efforts on creating quantum computing hardware, in addition to refining the software development platform to access our hardware, and application programing interfaces (â€œAPIsâ€) to access our systems. The industry is rapidly evolving, and customers have many choices for programming languages, some of which may not be compatible with our own APIs. Our quantum computing development platform is designed to be compatible with most major software languages. If a proprietary (not open source) software toolset became the standard for quantum application development in the future by a competitor, however, usage of our hardware might be limited, which would have a negative impact on the Company. Similarly, if a piece of hardware that we could not integrate with became a necessary component for quantum computing (for instance, quantum networking), the result might have a negative impact on the Company. Â Unfavorable conditions in our industry or the global economy could limit our ability to grow our business and negatively affect our results of operations. Â Our results of operations may vary based on the impact of changes in our industry or the global economy on us or our customers and potential customers. Negative conditions in the general economy both in the United States and abroad, including conditions resulting from changes in gross domestic product growth, financial and credit market fluctuations, international trade relations, pandemics (such as the recent COVID-19 pandemic) and other health emergencies, political turmoil, natural catastrophes, warfare, and terrorist attacks on the United States or elsewhere, could cause a decrease in business investments, including the progress on development of quantum technologies, and negatively affect the growth of our business. In addition, in challenging economic times, our current or potential future customers may experience cash flow problems and as a result may modify, delay or cancel plans to purchase our products and services. Additionally, if our customers are not successful in generating sufficient revenue or are unable to secure financing, they may not be able to pay, or may delay payment of, accounts receivable as a result. Moreover, our key suppliers may reduce their output or become insolvent, thereby adversely impacting our ability to manufacture our products. Â Furthermore, uncertain economic conditions may make it more difficult for us to raise funds through borrowings or private or public sales of debt or equity securities. We cannot predict the timing, location, strength or duration of any economic slowdown, instability or recovery, generally or within any particular industry. Â 16 Â Â Government actions and regulations, such as tariffs and trade protection measures, may adversely impact our business, including our ability to obtain products from our suppliers Â Government actions and regulations, such as tariffs and trade protection measures, may limit our ability to obtain products from our suppliers or sell our products and services to customers. Political challenges between the United States and countries in which our suppliers are located and changes to trade policies, including tariff rates and customs duties, trade relations between the United States and those countries and other macroeconomic issues could adversely impact our business. During the last few years, the United States has imposed tariffs on certain products imported into the United States and some countries have imposed tariffs on U.S. imports in response. The U.S. government continues to add additional entities, in China and elsewhere, to restricted party lists impacting the ability of U.S. companies to provide products and, in certain cases, services, to these entities and, in some cases, to receive items or services from these entities. The U.S. government also continues to increase end-use restrictions on the provision of items and service to China and other countries including end-uses related to advanced computing. There is also a possibility of future tariffs, trade protection measures or other restrictions imposed on our products or on our customers by the United States or other countries that could have a material adverse effect on our business. Our technology could be deemed a matter of national security and, as such, our customer base could be tightly restricted. We also may accept government grants that place restrictions on the businessâ€™ ability to operate. Any such actions could impact our business operations and have a material adverse effect on our business prospectus, financial condition and results of operations. Â In addition, the Chinese government exercises significant control over Chinaâ€™s economy through the allocation of resources, control of the incurrence and payment of foreign currency-denominated obligations, setting of monetary policy and provision of preferential treatment to particular industries or companies. Changes in any of these policies, laws and regulations could adversely affect the overall economy in China or our Chinese suppliers, which could harm our business through higher supply costs, reduced availability or both. Â Also, due to concerns with the security of products and services from certain telecommunications equipment and services companies based in China, U.S. Congress has enacted bans on the use of certain Chinese-origin components or systems either in items sold to the U.S. government or in the internal networks of government contractors and subcontractors (even if those networks are not used for government-related projects). Further, the Chinese government has responded to these U.S. actions by indicating its intention to develop an unreliable entity list, which may limit the ability of companies on the list to engage in business with Chinese counterparties. Â In June 2022, the import restrictions contained in the Uyghur Forced Labor Prevention Act (â€œUFLPAâ€) became effective. The UFLPA creates a rebuttable presumption that any goods mined, produced or manufactured, wholly or in part, in the Xinjiang Uyghur Autonomous Region (â€œXUARâ€) of China, or produced by a listed entity, were made with forced labor and would therefore not be entitled to entry at any U.S. port. Importers are required to present clear and convincing evidence that such goods are not made with forced labor. While we do not source items from the XUAR or from listed parties, and we have increased our supply chain diligence, there is risk that our ability to import components and products may be adversely affected by the UFLPA. Â Given the relatively fluid regulatory environment in China and the United States and uncertainty regarding how the U.S. government or Chinese and other foreign governments will act with respect to tariffs and international trade agreements and policies, a trade war, further governmental action related to tariffs or international trade policies, or additional tax or other regulatory changes in the future could directly and adversely impact our financial results and results of operations. We cannot predict what actions may ultimately be taken with respect to trade relations between the United States and China or other countries, what products may be subject to such actions or what actions may be taken by the other countries in retaliation. If we are unable to obtain or use components for inclusion in our products, if component prices increase significantly or if we are unable to export or sell our products to any of our customers, our business, liquidity, financial condition and/or results of operations would be materially and adversely affected. Â 17 Â Â We may become subject to legal proceedings that could have a material adverse impact on our financial position and results of operations. Â From time to time and in the ordinary course of our business, we and certain of our subsidiaries may become involved in

various legal proceedings. All such legal proceedings are inherently unpredictable and, regardless of the merits of the claims, litigation may be expensive, time-consuming and disruptive to our operations and distracting to management. If resolved against us, such legal proceedings could result in excessive verdicts, injunctive relief or other equitable relief that may affect how we operate our business. Similarly, if we settle such legal proceedings, it may affect how we operate our business. Future court decisions, alternative dispute resolution awards, business expansion or legislative activity may increase our exposure to litigation and regulatory investigations. In some cases, substantial noneconomic remedies or punitive damages may be sought. Although we maintain liability insurance coverage, there can be no assurance that such coverage will cover any particular verdict, judgment or settlement that may be entered against us, that such coverage will prove to be adequate or that such coverage will continue to remain available on acceptable terms, if at all. If we incur liability that exceeds our insurance coverage or that is not within the scope of the coverage in legal proceedings brought against us, it could have an adverse effect on our business, financial condition and results of operations. Â We intend to continue exploring strategic business acquisitions and other business combinations and transactions, which are subject to inherent risks. Â In order to expand our products and services and grow our market and client base, we may continue to seek and complete strategic business acquisitions and other combinations, investments, or partnerships that we believe are complementary to our business. The identification of suitable acquisition, strategic investment or strategic partnership candidates can be costly and time consuming and can distract our management team from our current operations. The completion of such transactions also have inherent risks that may have a material adverse effect on our business, financial condition, operating results or prospects, including, but not limited to: (i) failure to successfully integrate the business and financial operations, services, intellectual property, solutions or personnel of an acquired business and to maintain uniform standard controls, policies and procedures; (ii) diversion of managementâ€™s attention from other business concerns; (iii) entry into markets in which we have little or no direct prior experience; (iv)) failure to achieve projected synergies and performance targets; (v) loss of clients or key personnel; (vi) incurrence of debt or assumption of known and unknown liabilities; (vii)) write-off of software development costs, goodwill, client lists and amortization of expenses related to intangible assets; (viii) dilutive issuances of equity securities; and (ix) accounting deficiencies that could arise in connection with, or as a result of, such transactions, including issues related to internal control over financial reporting and the time and cost associated with remedying such deficiencies. Even if we successfully complete a strategic transaction, we may not be able to effectively integrate the acquired business, technology, systems, control environment, solutions, personnel or operations into our business or not be able to achieve projected results or support the amount of consideration paid for such acquired businesses or invested in such transactions. In addition, we may incur unexpected costs, claims or liabilities during the strategic transaction or that we assume from the acquired company, or we may discover adverse conditions post- acquisition for which we have limited or no recourse, and we may not achieve the anticipated benefits of any strategic transaction. Â If we fail to establish and maintain an effective system of internal control, we may not be able to report our financial results accurately or prevent fraud. Any inability to report and file our financial results accurately and timely could harm our reputation and adversely impact the trading price of our common stock. Â Effective internal control is necessary for us to provide reliable financial reports and prevent fraud. If we cannot provide reliable financial reports or prevent fraud, we may not be able to manage our business as effectively as we would if an effective control environment existed, and our business and reputation with investors may be harmed. As a result, our small size and any current internal control deficiencies may adversely affect our financial condition, results of operations and access to capital. Â Unstable market and economic conditions may have serious adverse consequences on our business, financial condition and share price. Â The global economy, including credit and financial markets, has experienced extreme volatility and disruptions, including severely diminished liquidity and credit availability, declines in consumer confidence, declines in economic growth, inflation rates higher than historical norms, higher interest rates, bank failures and uncertainty about economic stability. For example, recent bank failures have resulted in volatility in the capital markets. Similarly, the ongoing military conflict between Russia and Ukraine, as well as the war between Israel, Hezbollah and Hamas, has created extreme volatility in the global capital markets and are expected to have continuing global economic consequences, including disruptions of the global supply chain and energy markets. Any such volatility and disruptions may have adverse consequences on us or the third parties on whom we rely. If the equity and credit markets were to further deteriorate, including as a result of political unrest or war, it may make any necessary financing more difficult to obtain in a timely manner or on favorable terms, more costly or more dilutive. Higher than anticipated inflation rates have and are expected to continue to adversely affect us by increasing our costs, including labor and employee benefit costs, and costs for equipment and system components associated with system development. In addition, higher inflation could also increase our customersâ€™ operating costs, which could result in reduced budgets for our customers and potentially less demand for our systems. Any significant increases in inflation and related increase in interest rates could have a material adverse effect on our business, results of operations and financial condition. Even if inflation and interest rates decline from current levels, that may not result in a reduction of costs. Â 18 Â Â We are subject to governmental export and import controls that could impair our ability to compete in international markets due to licensing requirements and subject us to liability if we are not in compliance with applicable laws. Â Our products and services are subject to U.S. export control and import laws and regulations, including the U.S. Export Administration Regulations, U.S. Customs regulations, and various economic and trade sanctions regulations administered by the U.S. Treasury Departmentâ€™s Office of Foreign Assets Control. U.S. export control and economic sanctions laws include restrictions or prohibitions on the sale or supply of certain products, technologies, and services to U.S. Government embargoed or sanctioned countries, governments, persons and entities. In addition, certain products and technology may be subject to export licensing or approval requirements. Exports of our products and technology must be made in compliance with export control and sanctions laws and regulations. If we fail to comply with these laws and regulations, we and certain of our employees could be subject to substantial civil or criminal penalties, including the possible loss of export or import privileges, fines that which may be imposed on us and responsible employees or managers and, in extreme cases, the incarceration of responsible employees or managers. Â In addition, various countries regulate the import of certain encryption technology, including through import permit and license requirements and have enacted laws that could limit our ability to distribute our products and technologies or could limit our end customersâ€™ ability to implement our services in those countries. Changes in our products or technologies or changes in applicable export or import laws and regulations also may create delays in the introduction and sale of our products and technologies in international markets or, in some cases, prevent the export or import of our products and technologies to certain countries, governments or persons altogether. Any change in export or import laws and regulations, shift in the enforcement or scope of existing laws and regulations, or change in the countries, governments, persons or technologies targeted by such laws and regulations could also result in decreased use of our products and services or in our decreased ability to export or sell our products and services to existing or potential customers. Any decreased use of our products and services or limitation on our ability to export or sell our products and services would likely adversely affect our business, financial condition and results of operations. Â We expect to incur significant costs in complying with these regulations. Regulations related to quantum computing are currently evolving and we face risks associated with changes to these regulations. Â We may become subject to product liability claims, which could harm our financial condition and liquidity if we are not able to successfully defend or insure against such claims. Â We may become subject to product liability claims, even those without merit, which could harm our business prospects, operating results, and financial condition. We may face inherent risk of exposure to claims in the event that our products do not perform as expected or malfunction. A successful product liability claim against us could require us to pay a substantial monetary award. Moreover, a product liability claim could generate substantial negative publicity about our quantum computers and business and inhibit or prevent commercialization of other future quantum computers, which would have material adverse effects on our brand, business, prospects and operating results. Any insurance coverage might not be sufficient to cover all potential product liability claims. Any lawsuit seeking significant monetary damages either in excess of our coverage, or outside of our coverage, may have a material adverse effect on our reputation, business and financial condition. We may not be able to secure additional product liability insurance coverage on commercially acceptable terms or at reasonable costs when needed, particularly if we do face liability for our products and are forced to make a claim under our policy. Â 19 Â Â Risks Related to Intellectual Property Â Any failure to obtain, maintain and protect our intellectual property rights could impair our ability to protect and commercialize our proprietary products and technology and cause us to lose our competitive advantage. Â Our success depends, in significant part, on our ability to obtain, maintain, enforce and defend our intellectual property rights, including patents and trade secrets. We rely upon a combination of the intellectual property protections afforded by patent, copyright, trademark and trade secret laws in the United States and other jurisdictions, as well as license agreements and other contractual protections, to establish, maintain and enforce rights in our proprietary technologies. In addition, we seek to protect our intellectual property rights through nondisclosure and invention assignment agreements with our employees and consultants and through non-disclosure agreements with business partners and other third parties. Â However, we may not be able to prevent unauthorized use of our intellectual property. Our trade secrets may also be compromised, which could cause us to lose our competitive advantage. Third parties may attempt to copy or otherwise obtain, use or infringe our intellectual property. Â Monitoring and detecting unauthorized use of our intellectual property is difficult and costly, and the steps we have taken or take in the future to prevent infringement or misappropriation may not be sufficient. Any enforcement efforts we undertake, including litigation, could be time-consuming and expensive and could divert managementâ€™s attention, which could harm our business, results of operations, and financial condition. In addition, existing intellectual property laws and contractual remedies may afford less protection than needed to safeguard our intellectual property portfolio, and third parties may develop competitive offerings in a manner that leaves us with limited means to enforce our intellectual property rights against them. Â Patent, copyright, trademark and trade secret laws vary significantly throughout the world. A number of foreign countries do not protect intellectual property rights to the same extent as do the laws of the United States. Therefore, our intellectual property rights may not be as strong or as easily enforced outside of the United States and efforts to protect against the unauthorized use of our intellectual property rights, technology and other proprietary rights may be more expensive and difficult outside of the United States. Â Failure to adequately protect our intellectual property rights could result in our competitors using our intellectual property to offer products, potentially resulting in the loss of some of our competitive advantage and a decrease in our revenue, which would adversely affect our business, financial condition and operating results. Â Our inability to secure patent protection or enforce our patent rights could have a material adverse effect on our ability to prevent others from commercializing similar products or technology. Â The application and registration of patents involves complex legal and factual questions. As a result, we cannot be certain that the patent applications that we file will result in patents being issued or that our patents (including licensed patents) and any future patents that do issue will afford protection against competitors with similar technology. Numerous patents and pending patent applications owned by others exist in the fields in which we have developed and are developing our products and services, and this may make it difficult for us to obtain certain patent coverage on our own. Any of our existing or pending patents may also be challenged by others on the basis that they are otherwise invalid or unenforceable. Furthermore, patent applications filed in foreign countries are subject to laws, rules and procedures that differ from those of the United States, and thus we cannot be certain that foreign patent applications related to issued U.S. patents will be issued. Â Even if our patent applications succeed, it is still uncertain whether these patents (or any of the issued patents exclusively licensed to us) will be contested, circumvented, invalidated, found to be unenforceable or limited in scope in the future. The rights granted under any issued patents may not provide us with meaningful protection or competitive advantages. The intellectual property rights of others could bar us from licensing and exploiting any patents that issue from our pending applications, and the claims under any patents that issue from our patent applications may not be broad enough to prevent others from developing technologies that are similar or that achieve results similar to ours. In addition, patents issued to us may be infringed upon or designed around by others and others may obtain patents that we need to license or design around, either of which would increase costs and may adversely affect our business, prospects, financial condition and operating results. Â 20 Â Â We may face patent infringement and other intellectual property claims that could be costly to defend, result in injunctions and significant damage awards, or limit our ability to use certain key technologies in the future, all of which could harm our business. Â Our success depends, in part, on our ability to develop and commercialize our products and services without infringing, misappropriating or otherwise violating the intellectual property rights of third parties. However, we may not be aware that our products, services or technologies are infringing, misappropriating or otherwise violating third-party intellectual property rights and such third parties may bring claims alleging such infringement, misappropriation or violation. Â For example, there may be issued patents of which we are unaware, held by third parties that, if found to be valid and enforceable, could be alleged to be infringed by our current or future products, services or technologies. Also, because patent applications can take years to issue and are often afforded confidentiality for some period of time, there may currently be pending applications, unknown to us, that later result in issued patents that could cover our current or future products, services or technologies. The strength of our defenses will depend on the rights asserted, the interpretation of these rights, and our ability to invalidate the asserted rights. However, we could be unsuccessful in advancing non-infringement and/or invalidity arguments in our defense. Â Although we carry general liability insurance, our insurance may not cover potential claims of this type or may not be adequate to indemnify us for all liability that may be imposed. We cannot predict the outcome of lawsuits and cannot ensure that the results of any such actions will not have an adverse effect on our business, financial condition or results of operations. Even if the claims do not result in litigation or are resolved in our favor, these claims, and the time and resources necessary to resolve them, could divert the resources of our management and harm our business and operating results. Further, there could be public announcements of the intellectual property litigation, and if securities analysts, investors or others perceive the potential impact to be negative or risks to be substantial, it could have an adverse effect on the price of our common stock. The occurrence of infringement claims may grow as the market for our products, services and technologies grows. Accordingly, our exposure to damages resulting from infringement claims could increase and this could further exhaust our financial and management resources. Â Cybersecurity risks and the failure to maintain the integrity of data belonging to the Company could expose us to data loss, litigation and liability, and our reputation could be significantly harmed. Â We may from time to time collect and retain large volumes of data relating to our business and from our customers for business purposes, including for transactional and promotional purposes, and our various information technology systems enter, process, summarize and report such data. The integrity and protection of this data is critical to our business. Maintaining compliance with the evolving regulations and requirements applicable to data security and information privacy protection could be difficult and may increase our expenses. In addition, a penetrated or compromised data system or the intentional, inadvertent or negligent release or disclosure of data could result in theft, loss or fraudulent or unlawful use of data relating to our company or our employees, independent distributors or preferred customers, which could harm our reputation, disrupt our operations, or result in remedial and other costs, fines or lawsuits. Â Remote work has become more common and has increased risks to our information technology systems and data, as more of our employees utilize network connections, computers and devices outside our premises or network, including working at home, while in transit and in public locations. In addition, future or past business transactions (such as acquisitions or integrations) could expose us to additional cybersecurity risks and vulnerabilities, as our systems could be negatively affected by vulnerabilities present in acquired or integrated entitiesâ€™ systems and technologies. Furthermore, we may discover security issues that were not found during due diligence of such acquired or integrated entities, and it may be difficult to integrate companies into our information technology environment and security program. Â Computer malware, viruses, hacking, phishing attacks and spamming could harm our business and results of operations. Â Computer malware, viruses, physical or electronic break-ins and similar disruptions could lead to interruption and delays in our services and operations and loss, misuse or theft of data. Computer malware, viruses, computer hacking and phishing attacks against business networks have become more prevalent and may occur on our systems in the future. Â 21 Â Â Any attempts by hackers to disrupt our internal systems, if successful, could harm our business, be expensive to remedy and damage our reputation or brand. We could incur significant expenses and losses related to direct attacks on our website or internal systems. Efforts to prevent hackers from entering our computer systems are expensive to implement and may limit the functionality of our services. Though it is difficult to determine what, if any, harm may directly result from any specific interruption or attack, any failure to maintain performance, reliability, security and availability of our products and services and technical infrastructure may harm our reputation, brand and our ability to attract customers. Any significant disruption to our website or internal computer systems could result in a loss of customers and could adversely affect our business and results of operations. Â We have previously experienced, and may in the future experience, service disruptions, outages and other performance problems due to a variety of factors, including infrastructure changes, third-party service providers, human or software errors and capacity constraints. If our software application is unavailable when customers attempt to access it or it does not load as quickly as they expect, customers may seek other services. Â Our quantum computer products rely on software that is highly technical and complex and may now or in the future contain undetected errors, bugs, or vulnerabilities. Some errors in our software code may only be discovered after the code has been deployed. Any errors, bugs, or vulnerabilities discovered in our code after deployment, inability to identify the

cause or causes of performance problems within an acceptable period of time or difficultly maintaining and improving the performance of our platform, particularly during peak usage times, could result in damage to our reputation or brand, loss of revenues, or liability for damages, any of which could adversely affect our business and financial results. Â We expect to continue to make significant investments to maintain and improve the availability of our cloud- based products and services and to enable rapid releases of new features and products. To the extent that we do not effectively address capacity constraints, upgrade our systems as needed and continually develop our technology and network architecture to accommodate actual and anticipated changes in technology, our business and operating results may be harmed. Â Growing our customer base depends upon the effective operation of our applications with operating systems, networks and standards that we do not control. Â We will be dependent on the interoperability of our applications with operating systems that we do not control, and any changes in such systems that degrade our potential productsâ€™ functionality or give preferential treatment to competitive products could adversely affect the usage of our applications on quantum processing units. Additionally, in order to deliver high quality products, it is important that our products work well with a range of quantum computers, conventional computers, systems, networks and standards that we do not control. We may not be successful in developing relationships with key participants in the quantum computing industry or in developing products that operate effectively with these technologies, systems, networks or standards. Â We may not be able to protect our source code from copying if there is an unauthorized disclosure of source code. Â Source code, the detailed program commands for our operating systems and other software programs, is critical to our business. While, from time to time, we may license portions of our application and operating system source code to one or more licensees, we take significant measures to protect the secrecy of large portions of our source code. However, if a significant portion of our source code leaks, we might lose future trade secret protection for that source code. It may become easier for third parties to compete with our products by copying functionality, which could adversely affect our revenue and operating margins. Â 22 Â Â Risks Related to Our Common Stock Â Our stock price has been and may continue to be volatile or may decline regardless of our operating performance, and you may lose part or all of your investment. Â The market price of our common stock has in the past and may going forward fluctuate widely in response to various factors, some of which are beyond our control, including: Â â—actions by competitors; Â â—actual or anticipated growth rates relative to our competitors; Â â—the publicâ€™s response to press releases or other public announcements by us or third parties, including our filings with the Securities and Exchange Commission (the â€œSECâ€); Â â—economic, legal and regulatory factors unrelated to our performance; Â â—any future guidance that we may provide to the public, any changes in such guidance or any difference between our guidance and actual results; Â â—changes in financial estimates or recommendations by any securities analysts who follow our common stock; Â â—speculation by the press or investment community regarding our business; Â â—litigation; Â â—changes in key personnel; and Â â—future sales of our common stock by our officers, directors and significant stockholders. Â In addition, the stock markets, including the Nasdaq Stock Market LLC (â€œNasdaqâ€) on which our common stock is listed, have experienced extreme price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many companies. These broad market fluctuations may materially affect our stock price, regardless of our operating results. Furthermore, the market for our common stock historically has been limited and we cannot assure you that an active trading market will ever be developed or maintained. The price at which investors purchase shares of our common stock may not be indicative of the price that will prevail in the trading market. Market fluctuations and volatility, as well as general economic, market and political conditions, could reduce our market price. As a result, these factors may make it more difficult or impossible for you to sell your shares of our common stock for a positive return on your investment. In the past, stockholders have instituted securities class action litigation following periods of market volatility. If we were involved in securities litigation, we could incur substantial costs and our resources and the attention of management could be diverted from our business. Â Future sales of shares of our common stock, or the perception in the public markets that these sales may occur, may depress our stock price. Â The market price of our common stock could decline significantly as a result of sales of a large number of shares of our common stock. In addition, if our significant stockholders sell a large number of shares, or if we issue a large number of shares, the market price of our stock could decline. Any issuance of additional common stock by us in the future, or warrants or options to purchase our common stock, if exercised, would result in dilution to our existing stockholders. Such issuances could be made at a price that reflects a discount or a premium to the then-current trading price of our common stock. Moreover, the perception in the public market that stockholders might sell shares of our stock or that we could make a significant issuance of additional common stock in the future could depress the market for our shares. These sales, or the perception that these sales might occur, could depress the market price of our common stock or make it more difficult for us to sell equity securities in the future at a time and at a price that we deem appropriate. Â 23 Â Â Delays in filing financial reports, internal control weaknesses, and restatements could hinder our ability to regain Form S-3 eligibility and adversely affect our business and stock price. Â Subsequent to the issuance of our Annual Report on Form 10-K for the year ended December 31, 2023, and our subsequent retention of BPM LLP to replace BF Borgers CPA PC as our independent registered public accounting firm, management became aware of various adjustments to be recorded to our consolidated financial statements. On September 11, 2024, we filed Amendment 1 to our Annual Report on Form 10-K for the year ended December 31, 2023, restating our financial statements to correct errors primarily related to purchase accounting for the QPhoton Merger, stock-based compensation, and financing costs. We also amended our financial statements for the nine months ended September 30, 2023, in line with the 2023 Amendment. These corrections impacted net loss, goodwill, intangible assets, liabilities, and stockholdersâ€™ equity. Â These restatements were necessitated in part by deficiencies in our internal control over financial reporting, which management concluded was not effective as of September 30, 2024. Material weaknesses in our controls, including those related to the timely detection and correction of financial reporting errors, coupled with the replacement of our independent auditor required by the SECâ€™s cease-and-desist order with BF Borgers, resulted in delayed filings of our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2024, and June 30, 2024. Â As a result of the failure to timely file our Quarterly Reports on Form 10-Q for the quarter ended March 31, 2024 and June 30, 2024, we are currently ineligible to register the offer and sale of our securities using a newly filed registration statement on Form S-3. As of December 12, 2024, we have fully utilized the $100 million â€œshelfâ€ registration statement on Form S-3 that was declared effective by the SEC on November 8, 2022. Â To regain eligibility to use Form S-3, we must be timely and current in our public reporting for a period of 12 months preceding our intended S-3 filing. While we expect to regain eligibility to use Form S-3 as of September 1, 2025, there can be no guarantees that we will remain timely and current in our public reporting through such date. Should we wish to register the offer and sale of our securities to the public prior to the time we are eligible to use Form S-3, both our transaction costs and the amount of time required to complete the transaction could increase, making it more difficult to execute any such transaction successfully and potentially harming our financial condition. Â While we continue to evaluate steps to remediate our material weaknesses as effective internal controls are necessary for us to provide reliable financial reports and prevent fraud, we can give no assurance that the measures we have taken and plan to take in the future will remediate the material weaknesses or that any additional material weaknesses or restatements of financial results will not arise in the future due to a failure to implement and maintain adequate internal control over financial reporting or circumvention of these controls. These remediation measures may be time consuming and costly and there is no assurance that these initiatives will ultimately have the intended effects. In addition, even if we are successful in strengthening our controls and procedures, in the future those controls and procedures may not be adequate to prevent or identify errors or to facilitate the fair presentation of our consolidated financial statements. Failure to address and remediate these internal control weaknesses could further delay our ability to regain Form S-3 eligibility and adversely affect our business, operations, and stock price. Â 24 Â Â â€œPenny stockâ€ rules may make buying or selling our common stock difficult, which may make our stock less liquid and make it harder for investors to buy and sell our securities. Â Trading in our common stock has from time to time been subject to the SECâ€™s â€œpenny stockâ€ rules and we expect that trading in our common stock may continue to be subject to the penny stock rules for the foreseeable future. The SEC has adopted regulations that generally define a penny stock to be any equity security that has a market price of less than $5.00 per share, subject to certain exceptions. These rules would require that any broker-dealer that recommends our common stock to persons other than prior customers and accredited investors must, prior to the sale, make a special written suitability determination for the purchaser and receive the purchaserâ€™s written agreement to execute the transaction. Unless an exception is available, the regulations require the delivery, prior to any transaction involving a penny stock, of a disclosure schedule explaining the penny stock market and the risks associated with trading in the penny stock market. In addition, broker-dealers must disclose commissions payable to both the broker-dealer and the registered representative and current quotations for the securities they offer. The additional burdens imposed upon broker-dealers by these requirements may discourage broker-dealers from effecting transactions in our common stock, which could severely limit the liquidity of, and consequently adversely affect the market price for, our common stock. Â Sales of our currently issued and outstanding stock may become freely tradable pursuant to Rule 144 and may dilute the market for your shares and have a depressive effect on the price of the shares of our common stock. Â A substantial minority of our outstanding shares of common stock are â€œrestricted securitiesâ€ within the meaning of Rule 144 under the Securities Act. In addition, we have certain employment, director and consultant agreements that include grants of options to purchase shares of common stock, which upon conversion, would also be considered â€œrestricted securities.â€ As restricted securities, these shares may be resold only pursuant to an effective registration statement or under the requirements of Rule 144 or other applicable exemptions from registration under the Act and as required under applicable state securities laws. Rule 144 provides in essence that an Affiliate (as such term is defined in Rule 144(a)(1)) of an issuer who has held restricted securities for a period of at least six months may, under certain conditions, sell every three months, in brokerage transactions, a number of shares that does not exceed the greater of 1% of a companyâ€™s outstanding shares of common stock or the average weekly trading volume during the four calendar weeks prior to the sale. Rule 144 also permits, under certain circumstances, the sale of securities, without any limitation, by a person who is not an Affiliate of the company and who has satisfied a one-year holding period. The resale of significant amounts of our common stock under Rule 144 or under any other exemption from the registration requirements of the Securities Act, if available, or pursuant to subsequent registrations of our shares of common stock, could cause the market price of our shares of common stock to decline significantly. Â We currently do not intend to pay dividends on our common stock. As a result, your only opportunity to achieve a return on your investment is if the price of our common stock appreciates. Â We currently do not expect to declare or pay dividends on our common stock. In addition, in the future we may enter into agreements that prohibit or restrict our ability to declare or pay dividends on our common stock. As a result, your only opportunity to achieve a return on your investment will be if the market price of our common stock appreciates and you sell your shares at a profit. Â You may experience dilution of your ownership interest due to the future issuance of additional shares of our common stock. Â We are in a capital-intensive business and we do not have sufficient funds to finance the growth of our business or the costs of our development projects or to support our projected capital expenditures indefinitely. As a result, we will very likely require additional funds from future equity or debt financings, which may include the issuance of shares of preferred stock, convertible debt, or warrants to purchase shares of common stock, to purchase capital equipment, complete the development of new products and pay the general and administrative costs of our business. We may in the future issue our previously authorized and unissued securities, resulting in the dilution of the ownership interests of holders of our common stock. We are currently authorized to issue 250,000,000 shares of common stock. The potential issuance of such additional shares of common stock or of preferred stock or convertible debt may create downward pressure on the market price of our common stock. We may also issue additional shares of common stock or other securities that are convertible into or exercisable for common stock in future public offerings or private placements for capital raising purposes or for other business purposes. The future issuance of a substantial number of shares of common stock or the sale of a substantial number of shares in the public market, or the perception that such issuances or sales could occur, could adversely affect the prevailing market price of our common stock. A decline in the market price of our common stock could make it more difficult to raise funds through future offerings of our common shares or securities convertible into common stock. Â 25 Â Â In addition, these new securities could contain provisions, such as priorities on distributions and voting rights, that could affect the value of our existing common stock. Â Our executive officers and directors possess significant voting power with respect to our common stock, which will limit your influence on corporate matters. Â As of January 21, 2025, our directors and executive officers collectively beneficially own approximately 20.00% of the shares of our common stock including the beneficial ownership of Dr. Yuping Huang of 17.21% of the shares of our common stock. Â As a result, our insiders have the ability to significantly influence our management and affairs through the election and removal of the members of our board of directors (the â€œBoardâ€) and all other matters requiring stockholder approval, including any future merger, consolidation or sale of all or substantially all of our assets. This concentrated voting power could discourage others from initiating any potential merger, takeover or other change-of-control transaction that may otherwise be beneficial to our stockholders. Furthermore, this concentrated control will limit the practical effect of your influence over our business and affairs, through any stockholder vote or otherwise. Any of these effects could depress the market price of our common stock. Â Our articles of incorporation grant the Board the power to issue additional shares of common and preferred shares and to designate other classes of preferred shares, all without stockholder approval. Â Our authorized capital consists of 260,000,000 shares of capital stock of which 10,000,000 shares are authorized as preferred stock. The Board, without any action by our stockholders, may designate and issue shares of preferred stock in such series as it deems appropriate and establish the rights, preferences and privileges of such shares, including dividends, liquidation and voting rights, provided it is consistent with Delaware law. Â The rights of holders of our preferred stock that may be issued could be superior to the rights of holders of our shares of common stock. The designation and issuance of shares of capital stock having preferential rights could adversely affect other rights appurtenant to shares of our common stock. Furthermore, any issuances of additional stock (common or preferred) will dilute the percentage of ownership interest of then-current holders of our capital stock and may dilute our book value per share. Â Risks Related to This Offering Â The Selling Stockholders may sell their shares of Common Stock in the open market, which may cause our stock price to decline. Â The Selling Stockholders may sell their shares of Common Stock being registered in this offering in the public market. That means that up to 8,489,797 shares of Common Stock including the Placement Agent Warrants, the number of shares being registered in this offering for sale by the Selling Stockholders, may be sold in the public market. Such sales will likely cause our stock price to decline. Â Sale of our common stock by the Selling Stockholders could encourage short sales by third parties, which could contribute to the further decline of our stock price. Â The significant downward pressure on the price of our common stock caused by the sale of material amounts of common stock could encourage short sales by third parties. Such an event could place further downward pressure on the price of our common stock. Â 26 Â Â USE OF PROCEEDS Â We will not receive any proceeds from the sale of Common Stock by the Selling Stockholders. All of the net proceeds from the sale of our Common Stock will go to the Selling Stockholders as described below in the sections entitled â€œSelling Stockholdersâ€ and â€œPlan of Distributionâ€. Upon the exercise of the Placement Agent Warrants for an aggregate of 326,531 shares of Common Stock, assuming all payments are made in cash and there is no reliance on cashless exercise provisions, we will receive the exercise price of the Placement Agent Warrants, or an aggregate amount of approximately $4.6 million in gross proceeds. We have agreed to bear the expenses relating to the registration of the common stock for the Selling Stockholders. Â DETERMINATION OF OFFERING PRICE Â The Selling Stockholders will offer Common Stock at the prevailing market prices or privately negotiated prices. The offering price of our Common Stock does not necessarily bear any relationship to our book value, assets, past operating results, financial condition or any other established criteria of value. Our Common Stock may not trade at the market prices. The offering prices for our Common Stock in any public market will be determined in the marketplace and may be influenced by many factors, including the depth and liquidity. Â 27 Â Â MARKET FOR REGISTRANTâ€™S COMMON EQUITY,Â RELATED STOCKHOLDER MATTERSÂ AND ISSUER PURCHASES OF EQUITY SECURITIES Â Market Information Â Our common stock is listed on the Nasdaq Capital Market under the symbol â€œQUBTâ€ and commenced trading on July 15, 2021. Â Authorized Capital Â The Company is authorized by its Certificate of Incorporation to issue an aggregate of 250,000,000 shares of common stock, $0.0001 par value per share, and 10,000,000 shares of blank check preferred, of which 1,550,000 shares are designated as Series A Convertible Preferred Stock and 3,079,864 shares are designated as Series B Preferred Stock. As of January 21, 2025, 137,175,764 shares of common stock were issued and outstanding, no shares of Series A Convertible Preferred stock are issued and outstanding and no shares of Series B Preferred Stock are issued and outstanding. Â Holders of Common Equity Â As of January 21, 2025, there were approximately 226 stockholders of record of our common stock. Because shares of our common stock are held by depositaries, brokers and other nominees, the number of beneficial holders of our shares is substantially larger than the number of stockholders of record. Â Dividend Information Â We have not paid any cash dividends to our holders of common stock. The declaration of any future cash dividends is at the discretion of the Board and depends upon our earnings, if any, our capital requirements and financial position, our general economic condition, and other pertinent conditions. It is our present intention not to pay any cash dividends in the foreseeable future, but rather to reinvest earnings, if any, in our business operations. Â Â 28 Â Â MANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS Â Overview Â QCi is a development stage company. Our strategy is to

create a range of accessible and affordable quantum machines and photonics chips for use by commercial and government markets. We have developed and continue to primarily develop quantum and photonics products for high-performance computing applications based on patented and proprietary technology. Our technology is central to our strategy because we believe that it enables us to leverage the advantages of size, weight, power and cost (over competing cryogenic products) to drive market adoption and volume of sales. Specifically, our products are designed to operate at room temperature and at very low power levels at an affordable cost. Â QCiâ€™s core technology is Entropy Quantum Computing (â€œEQCâ€). EQC is a patent pending methodology that utilizes the environment to drive controlled energy loss in a photonic architecture. The Company believes that EQCâ€™s small rack-mountable size and low-energy consumption provides a substantial competitive edge as compared to superconducting, cryogenic quantum systems offered by competitors that are also designed to solve optimization problems. In addition to our photonic computing platform, we have leveraged QCiâ€™s core technology to demonstrate powerful quantum sensing use cases in LIDAR (Light Detection and Ranging), reservoir computing (a form of neural network that can be used in machine learning applications) and quantum cyber authentication (a method for highly secure communication within a network). Several of these important technologies are already in early stages of commercialization.Â Â Our longer-term product development plan is to migrate product designs based on discrete components to a set of optical integrated circuits built on wafers using a crystalline material called lithium niobate (â€œThin Film Lithium Niobateâ€ or â€œTFLNâ€). The Company believes that TFLN is an excellent material for design and implementation of optical integrated circuits (â€œTFLN Chipsâ€) suitable for our quantum computing and sensing products because it is crystal based and hence can have optical waveguides directly etched into the material. QCi possesses strong domain experience and intellectual property in TFLN design and chip fabrication and has completed initial production of several specialty devices such as electro-optical modulators (â€œEOMâ€™sâ€). TFLN EOMâ€™s have the advantages of large bandwidth, low power consumption, and small size. The Company has begun buildout of a state-of-the-art TFLN chip manufacturing facility (the â€œAZ Chips Facilityâ€) in a leased space within Arizona State Universityâ€™s Research Park in Tempe, Arizona. The Companyâ€™s understanding is that this could be the nationâ€™s first dedicated optical integrated circuit manufacturing foundry using TFLN wafers to achieve quantum effects and superior optical interconnects for data centers. Our plan for the facility is to produce a range of custom lithium niobate chips for use in our own product lines as well as chips for sale in the commercial market. The Company has plans to support this initiative by applying for funding for distinct uses under both the Title 17 Clean Energy Financing Program managed by the US Department of Energyâ€™s Loan Programs Office and also the Creating Helpful Incentives to Produce Semiconductors Act of 2022, which specifically includes $39 billion in manufacturing incentives and $13 billion to support new research and development. Â We believe that the practical benefits to the customer of QCiâ€™s core offerings are: Â Â â— Powerful performance in speed and quality of solution for large complex optimization problems; Â Â Â Â â— Plug and play compatibility with existing IT infrastructure; Â Â Â Â â— Low power consumption - normal operation under 80 watts; and Â Â Â Â â— Scalability with potential for migration to nanophotonic system-on-a-chip designs. Â The Company has limited operations, has generated limited revenue based on sales of products and related services to date, and is expanding our sales and marketing efforts to support our current portfolio of commercially-available products and planned TFLN Chips. Â 29 Â Â Market Opportunity Â Despite enormous growth in the capabilities of conventional computers and silicon microprocessors, some of the worldâ€™s most important computational problems are still considered impractical to solve in a reasonable period of time. Quantum computing represents a potential alternative approach to solving those problems because quantum computers apply the properties of quantum physics to operate in a fundamentally different way. Conventional computer chips use binary bits (ones and zeros) to represent information. Quantum computers utilize qubits (quantum bits), which leverage some of the properties of quantum physics, namely superposition and entanglement, to process computations that would be intractably difficult using conventional computers. Quantum machines are intrinsically able to search very large solution spaces using these quantum effects and are thereby able to perform optimization calculations in polynomial time vs. exponential time. Â While quantum-based computers will not replace conventional computers in most applications, they are ideally suited to run optimization algorithms, as well as to calculate certain sensing, imaging, and cybersecurity problems that are beyond the reach of general silicon-based computing today. The Company believes that quantum solutions have the potential to bring order of magnitude advances in the fields of medicine, engineering, autonomous vehicles, and cybersecurity and that the demand for quantum computing in these market sectors will likely outpace and outperform the general-purpose computing market in the near- to mid-term and into the foreseeable future. Â Our core technology offers practical, cost-effective solutions that materially advance the adoption of quantum machines across several market segments including: Â Â 1. Quantum Computing; Â Â 2. Quantum Intelligence (Artificial Intelligence and Machine Learning); Â Â 3. Remote Sensing; Â Â 4. Imaging; and Â Â 5. Cybersecurity. Â Â Economic Conditions, Challenges, and Risks Â The markets for high-performance conventional and quantum computing and cloud-based services are dynamic and highly competitive. Our competitors are developing new computing devices, while also enhancing competing cloud-based services for businesses. Aggregate demand for our solutions, services, and devices is also correlated to global macroeconomic and geopolitical factors, which remain dynamic. We must continue to evolve and adapt over an extended time in pace with this changing environment. Â The investments we are making in Quantum Optical Chips and devices will continue to increase our operating costs and may decrease our operating margins. Components for our devices are primarily manufactured by third parties. Some of our products contain certain components for which there are very few qualified suppliers. Extended disruptions at these suppliers could impact our ability to manufacture devices on time to meet consumer demand. Â Our success is highly dependent on our ability to attract and retain qualified employees. We hire a mix of university and industry talent. We compete for talented individuals by offering an exceptional working environment, an ability to work on new, ground-breaking quantum technology, the ability to grow oneâ€™s career across many different products and businesses, and competitive compensation and benefits. Â 30 Â Â Results of Operations Â Our results of operations for the three and nine months ended September 30, 2024 and 2023 is as follows (in thousands, except percentages): Â Â Â Three Months Ended September 30,Â Â Â Nine Months Ended September 30,Â Â Â Â 2024Â Â Â 2023Â Â % ChangeÂ Â 2024Â Â Â 2023Â Â % ChangeÂ Revenue:Â Â Â Â

attributable to an increase in cash proceeds from our issuance of shares of common stock using the Companyâ€™s ATM Facility and our issuance of the Streeterville Convertible Note, offset by the use of cash to pay for operating expenses and capital investments in property and equipment. Â Cash Flows Â The following table summarizes our cash flow for the nine months ended September 30, 2024 and 2023 (in thousands). Â Â Â Nine Months Ended September 30,Â Â Â 2024Â Â 2023Â Net cash used in operating activitiesÂ $(12,439)Â $(13,348) Net cash used in investing activitiesÂ Â (3,170)Â Â (2,665) Net cash provided by financing activitiesÂ Â 16,614Â Â Â 18,084Â Net increase in cash, cash equivalents, and restricted cashÂ $1,005Â Â $2,071 Â Net cash used in operating activities for the nine months ended September 30, 2024 and 2023 was $12.4 million and $13.3 million, respectively, in each case primarily as a result of our net loss in each period offset by noncash adjustments for stock-based compensation, mark-to-market valuation adjustments on financial liabilities, and depreciation and amortization. Â Net cash used in investing activities for the nine months ended September 30, 2024 and 2023 was $3.2 million and $2.7 million, respectively, and was attributable to our purchase of computer hardware, laboratory and TFLN Chips manufacturing equipment. The increase in investment in the 2024 period is primarily due to the purchase of additional equipment in connection with establishing the Companyâ€™s AZ Chip Facility. Â Net cash provided by financing activities was $16.6 million and $18.1 million, respectively, for the nine months ended September 30, 2024 and 2023. Cash flows provided by financing activities during the nine months ended September 30, 2024 were attributable to proceeds from our sale of shares of common stock pursuant to the ATM Facility and our issuance of the Streeterville Convertible Note, partially offset by repayments on the Streeterville Unsecured Note and redemptions of shares of Series A Preferred Stock. Cash flows provided by financing activities during the period ended September 30, 2023 were attributable to proceeds from our sale of shares of common stock pursuant to the ATM Facility, partially offset by repayments on the Streeterville Unsecured Note. Â On a long-term basis, our liquidity is dependent on the continuation and expansion of operations and receipt of revenues. Demand for our products and services will be dependent on, among other things, market acceptance of our products and services, the technology market in general, and general economic conditions, which are cyclical in nature. As most of our revenues will be from the sales of our products and services, our business operations may be adversely affected by the actions of our competitors and prolonged recession periods Â 35 Â Â Critical Accounting Estimates Â Certain of our accounting policies require the application of significant judgment by our management, and such judgments are reflected in the amounts reported in our consolidated financial statements. In applying these policies, our management uses judgment to determine the appropriate assumptions to be used in the determination of estimates. Those estimates are based on our historical experience, terms of existing contracts, our observance of market trends, information provided by our strategic partners and information available from other outside sources, as appropriate. Actual results may differ significantly from the estimates contained in our consolidated financial statements. Â Fair Value of Stock-based Compensation and Derivatives Â We recognize stock-based compensation expense for all share-based payment awards in accordance withÂ ASC 718,Â Compensation - Stock Compensation. Stock-based compensation expense for expected-to-vest awards is valued under the single-option approach and amortized on a straight-line basis, accounting for actual forfeitures as they occur. We utilize the Black-Scholes pricing model in order to determine the fair value of stock-based option awards. The Black-Scholes pricing model requires various highly subjective assumptions including volatility, expected option life, and risk-free interest rate. The assumptions used in calculating the fair value of share-based payment awards represent managementâ€™s best estimates. These estimates involve inherent uncertainties and the application of management judgment. If factors change and different assumptions are used, our stock-based compensation expense could be materially different in the future. Â Another area of critical accounting estimates involves determining the fair market value of the QPhoton Warrants. The Company determines which underlying options and warrants are in-the-money or out-of-the-money at period end by comparing to the bid price of the Companyâ€™s common stock, then accounts for changes period-over-period by realizing a mark-to-market gain or loss for the period. Â Another area of critical accounting estimates involves determining the fair value of the Streeterville Derivative Liability, which involves inherent uncertainties and the application of management judgement. The Streeterville Derivative Liability was mark-to-market adjusted as of September 30, 2024, and accreted as interest expense. The Streeterville Convertible Note was repaid on November 18, 2024, and there is no outstanding balance as of December 31, 2024. Â Fair Market Value and Useful Life of Intangible Assets Â Determining the fair market value and useful life of the intangible assets acquired by the Company through the merger with QPhoton is another critical accounting estimate. In the absence of market pricing for the intangible assets, the Company relied on independent third-party appraisal experts and comparison with similar transactions to arrive at estimates of value as well as useful life. The Company will perform periodic assessments of the intangible assets for impairment, but if any of the initial estimates are incorrect, that could result in a calculation of amortization expense that is too high or too low. Â Valuation Allowances for Deferred Taxes Â Our income tax expense, deferred tax assets and liabilities, and reserves for unrecognized tax benefits reflect managementâ€™s assessment of estimated current and future income taxes to be paid. We are subject to income taxes in the United States. Significant judgments and estimates are required in determining the consolidated income tax expense, deferred tax assets and liabilities and reserves for unrecognized tax benefits. Â 36 Â Â Deferred tax assets and liabilities arise from temporary differences between the tax basis of assets and liabilities and their reported amounts in the consolidated financial statements, which are expected to result in taxable or deductible amounts in the future. In evaluating our ability to recover our deferred tax assets within the jurisdiction from which they arise, for all material jurisdictions, we consider all available positive and negative evidence, including scheduled reversals of deferred tax balances, projected future taxable income, tax-planning strategies and results of recent operations. In projecting future taxable income, we begin with historical results and incorporate assumptions about the amount of future state, federal and foreign pretax operating income adjusted for items that do not have tax consequences. The assumptions about future taxable income require significant judgment and are consistent with the plans and estimates we use to manage the underlying businesses. In evaluating the objective evidence that historical results provide, we consider three years of cumulative operating results. Â As of September 30, 2024, we had federal and state net operating loss (â€œNOLâ€) carryforwards of approximately $60.1 million, or $15.6 million on a tax-effected basis. We believe that it is more likely than not that the benefit from these NOL carryforwards will not be realized. Accordingly, we have provided a full valuation allowance on any potential deferred tax assets relating to these NOL carryforwards. If our assumptions change and we determine we will be able to realize these NOLs, the tax benefits relating to any reversal of the valuation allowance on deferred tax assets as of September 30, 2024, will be accounted for as a reduction of income tax expense. Â The calculation of our tax liabilities involves evaluating uncertainties in the application of complex tax laws and regulations in a multitude of jurisdictions across our global operations.Â ASC 740,Â Income Taxes, states that a tax benefit from an uncertain tax position may be recognized when it is more likely than not that the position will be sustained upon examination, including the resolution of any related appeals or litigation processes, on the basis of the technical merits. Â We record unrecognized tax benefits as liabilities in accordance withÂ ASC 740Â and adjust these liabilities when our judgment changes as a result of the evaluation of new information not previously available. Because of the complexity of some of these uncertainties, the ultimate resolution may result in a tax payment that is materially different from our current estimate of the unrecognized tax benefit liabilities. These differences will be reflected as increases or decreases to income tax expense in the period in which new information is made available. Â We believe that none of the unrecognized tax benefits may be recognized by the end of 2024. Â Legal and Other Contingencies Â The outcomes of legal proceedings and claims brought against us are subject to significant uncertainty. An estimated loss from a loss contingency such as a legal proceeding or claim is accrued by a charge to income if it is probable that an asset has been impaired or a liability has been incurred and the amount of the loss can be reasonably estimated. In determining whether a loss should be accrued we evaluate, among other factors, the degree of probability of an unfavorable outcome and the ability to make a reasonable estimate of the amount of loss. Changes in these factors could materially impact our unaudited condensed consolidated financial statements. Â 37 Â Â BUSINESS Â The Computing Landscape and The End of Mooreâ€™s Law Â For the past 45 years or so, silicon-based processor manufacturers have been able to double their processing power every 18 to 24 months, a phenomenon known in the computer industry as â€œMooreâ€™s Law.â€ Recently, the computer processor industry has found it increasingly difficult to offer faster, more powerful processors due to fundamental physical effects limiting further size reduction of transistors. Â Additionally, conventional computers are known to struggle with optimization problems known as NP-complete problems, which are a class of mathematical problems that can, in principle, be solved by conventional computers, with that caveat that the time to solution will grow exponentially with the size of the problem. These NP-complete problems require complex calculations that cannot currently be performed within any reasonable amount of time using conventional computer systems for problem sizes relevant to many industrial and government applications. Published academic research indicates that quantum computers may be ideally suited to solve optimization problems of this type. Â Some computer science experts believe that quantum computing will be a potential solution to the hard limits now being approached by conventional computers that utilize silicon-based processors. While the date of practical relevance of quantum computers is hard to determine, we believe that quantum availability has already begun and that quantum computers with gradually increasing performance will be introduced by multiple vendors over the course of the next decade. Â The Company Â Quantum Computing Inc. (â€œQCiâ€ or the â€œCompanyâ€) is an American company utilizing non-linear quantum optics (optical devices whose output due to quantum effects is exponentially, not linearly, related to inputs) to deliver quantum products for high-performance computing applications. QCiâ€™s products are designed to operate at room temperature and use low power. Our core technology enables the execution of a go-to-market strategy that emphasizes accessibility and affordability as the key selling points. Â QCi was founded in 2018 and our initial business was developing platform agnostic enterprise software for quantum computing systems. In June 2022, QCi acquired its wholly-owned subsidiary QPhoton, Inc. (subsequently renamed QPhoton, LLC) (â€œQPhotonâ€), a photonics hardware company (the â€œQPhoton Mergerâ€). That merger enables QCi to now offer high-performance quantum systems integrated with the Companyâ€™s software platform, Qatalyst, that existed before the QPhoton Merger. Â Â QCiâ€™s core technology is Entropy Quantum Computing (â€œEQCâ€). EQC is a patent pending methodology that utilizes the environment to drive controlled energy loss in a photonic architecture. Â Using quantum measurements of single photons as a source of feedback, the energy loss of the system is driven to a â€œground state solutionâ€ where additional computational iterations no longer change the output. The ground state solution is the optimized result (the answer to the problem posed). This methodology allows for very low power consumption and room temperature operation. Also, due to the nature of the measurement and feedback process, EQC drives non-linear quantum interactions for â€œdense, fully connectedâ€ problem solving. We anticipate that our core technologies will enable us to develop and produce multiple generations of quantum machines with increasing computational power, capacity, and speed, as well as the eventual hardware miniaturization to produce optical integrated circuits to replace the discrete components currently used. We expect these systems to deliver performance advantages over classical computational machines with the long-term goal of solving complex problems more effectively and efficiently with greater scalability, lower power consumption, and lower cost. Â In addition to our photonic computing platform, we have leveraged QCiâ€™s core technology to demonstrate powerful quantum sensing use cases in LIDAR (Light Detection and Ranging), reservoir computing (a form of neural network that can be used in machine learning applications) and quantum cyber authentication (a method for highly secure communication within a network). Several of these important technologies are already in early stages of commercialization. Â 38 Â Â Our longer-term product development plan is to migrate product designs based on discrete components to a set of optical integrated circuits built on wafers using a crystalline material called lithium niobate (â€œThin Film Lithium Niobateâ€ or â€œTFLNâ€). The Company believes that TFLN is an excellent material for design and implementation of optical integrated circuits suitable for our quantum computing and sensing products because it is crystal based and hence can have optical waveguides directly etched into the material. QCi possesses strong domain experience and intellectual property in TFLN design and chip fabrication and has completed initial production of several specialty devices such as electro-optical modulators (â€œEOMâ€™sâ€). The Company has begun buildout of a state-of-the-art TFLN chip manufacturing facility in a leased space within Arizona State Universityâ€™s Research Park in Tempe, Arizona. The Companyâ€™s understanding is that this could be the nationâ€™s first dedicated optical integrated circuit manufacturing facility using TFLN wafers to achieve quantum effects. Our plan for the facility is to produce a range of custom lithium niobate chips for use in our own product lines as well as chips for sale in the commercial market. The Company has plans to support this initiative by applying for funding for distinct uses under both the Title 17 Clean Energy Financing Program managed by the US Department of Energyâ€™s Loan Programs Office and also the Creating Helpful Incentives to Produce Semiconductors Act of 2022 (the â€œCHIPS Actâ€), which allocates $52 billion for the revitalization and onshoring of semiconductor manufacturing in the U.S. The CHIPS Act funding specifically includes $39 billion in manufacturing incentives and $13 billion to support new research and development. Â The recent market report published by Market Research Reports: Document ID: LPI08232779; Published August 8, 2023 â€œThin Film Lithium Niobate Market Forecast 2023 - 2029,â€ indicates a significant underlying market growth for TFLN devices. The study covers use applications and segments that suggest the global TFLN EOM market, valued at $190.4 million in 2022, is forecast to grow to an estimated $1,931.3 million by 2029 - a compound annual growth rate of 39 percent. The report further describes that the demand increase is principally driven by the material advantages that were summarized above. Specifically, TFLN EOMâ€™s have the advantages of large bandwidth, low power consumption, and small size. . Â Additionally, Mordor Intelligence published a market report, â€œPhotonic Integrated Circuit Market Size & Share Analysis - Growth Trends & Forecasts (2024 - 2029)â€, Source: https://www.mordorintelligence.com/industry-reports/hybrid-photonic-integrated-circuit-market, forecasting that the Photonic Integrated Circuit (PIC) market is currently valued at $15.1 billion, and will grow at a CAGR of 20.5% to $38.4 billion in 2029. This illustrated significant anticipated demand for QCiâ€™s products and services. Â Our Strategy Â QCiâ€™s strategy is to provide a range of accessible and affordable quantum machines to commercial and government markets. Our proprietary technology is central to our strategy because we believe that it enables us to leverage the advantages of size, weight, power and cost (over competing cryogenic products to drive market adoption and volume of sales. Â In addition to cloud-based access to our quantum computers, we offer on premises installation of our EQC product, rack-mountable and compatible with standard server room infrastructure requiring no need for special cooling, shielding, or power considerations. The Company believes the EQCâ€™s small rack-mountable size and low-energy consumption provides a substantial competitive edge as compared to superconducting, cryogenic quantum systems offered by competitors that are also designed to solve optimization problems. Â We believe that the practical benefits to the customer of QCiâ€™s core offerings are: Â â—Powerful performance in speed and quality of solution for large complex optimization problems Â â—Plug and play compatibility with existing IT infrastructure Â â—Low power consumption - normal operation under 80 watts Â â—Scalability with potential for migration to nanophotonic system-on-a-chip designs Â â—High precision for sensing applications. Â 39 Â Â Market Opportunity Â Despite enormous growth in the capabilities of conventional computers and silicon microprocessors, some of the worldâ€™s most important computational problems are still considered impractical to solve in a reasonable period of time. Quantum computing represents a potential alternative approach to solving those problems because quantum computers apply the properties of quantum physics to operate in a fundamentally different way. Conventional computer chips use binary bits (ones and zeros) to represent information. Quantum computers utilize qubits (quantum bits), which leverage some of the properties of quantum physics, namely superposition and entanglement, to process computations that would be intractably difficult using conventional computers. Â While quantum-based computers will not replace conventional computers in most applications, they are ideally suited to run optimization algorithms, as well as to calculate certain sensing, imaging, and cybersecurity problems that are beyond the reach of general silicon-based computing today. The Company believes that quantum solutions have the potential to bring order of magnitude advances in the fields of medicine, engineering, autonomous vehicles, and cybersecurity and that the demand for quantum computing in these market sectors will likely outpace and outperform the general-purpose computing market in the near- to mid-term and into the foreseeable future. Â Our core technology offers practical, cost-effective solutions that materially advance the adoption of quantum machines across several market segments including: Â 1.Quantum Computing Â 2.Quantum Intelligence (Artificial Intelligence and Machine Learning) Â 3.Remote Sensing Â 4.Imaging Â 5.Cybersecurity Â Products and Products in DevelopmentÂ Â The Company believes it is well-positioned in the marketplace due to the Companyâ€™s core technology in integrated photonics that allows QCi to offer a suite of quantum machines and solutions to the market today with a robust technology roadmap for the future. The merger with QPhoton has broadened the Companyâ€™s technology portfolio and enables us to develop a group of closely related products to EQC, based on our common core photonic technology. Â TFLN Optical Chips Â We believe that TFLN optical integrated circuits (â€œTFLN Optical Chipsâ€) will ultimately provide the greatest scalability and performance advantages for quantum information processing, sensing and imaging. The Company is developing proprietary chip designs and is completing a dedicated chip fabrication facility to develop and produce TFLN Optical Chips for quantum information processing and other single photon detection and sensing applications. Â Quantum Computing Â Entropy Quantum Computer Â The core of QCiâ€™s hardware offering is the EQC, which leverages the principle of open quantum systems, meaning that the EQC does not need to be isolated from the outside world in order to function. The EQC differs from the more common gate-model architectures by using the entropy in the environment as a useful source of energy rather than isolating from the entropy as a source of noise. As a result, the EQC can operate in normal server room environments with a high degree of stability. The EQC works by encoding a problem into a photonic signal and then carefully

modulating the loss of energy in the system, iterating until the system reaches the ground state (or optimal configuration) solution. The non-linear coupling of an optical feedback loop in the system enables full connectivity among all of the variables of a complex problem. Â 40 Â Â QCi launched a new EQC device during the first quarter of 2024 (Dirac-3) and plans to release a series of additional EQC products in the coming months and years. This planned evolution of technology and product enhancements will involve improving the size and capacity of the EQC machines, as well as speed, scalability and performance fidelity. The EQC is available both as a cloud-based subscription service, similar to other quantum machines, as well as an affordable on premises solution. Â Qatalyst Â QCiâ€™s evolution into quantum hardware computing was enabled by the prior creation of its Qatalyst software. The Qatalyst development platform was QCiâ€™s answer to the broader industryâ€™s current approach to quantum software development, which relies on highly trained scientists working with software development kits (â€œSDKsâ€) at the circuit level, instead of a high-level language. Using an SDK requires deep level quantum expertise to create quantum workflows. Qatalyst is not a tool kit, rather, a complete platform. Qatalyst enables developers to create and execute quantum-ready applications on conventional computers as well as multiple quantum computers. Users can call upon the same Qatalyst APIs (Application Programming Interfaces) on conventional computers to achieve optimization performance advantages using our cloud-based solution. We originally designed Qatalyst to facilitate access to multiple quantum processing units including Rigetti, Oxford Quantum Circuits and IonQ, QuEra, and Xanadu via the Amazon Web Services (â€œAWSâ€) cloud-based Braket service. Qatalyst is now the interface to QCiâ€™s own EQC systems. Â Â Quantum Intelligence (Artificial Intelligence and Machine Learning) Â Reservoir Computer Â Launched in June 2023, our first reservoir computing product is an edge device that is FPGA-based and optimized for recurrent neural network applications. â€œCompute at the edgeâ€ means to process, measure and analyze data locally (at the device) vs. over a network where data must be sent over the internet or through some cloud service. QCiâ€™s Reservoir Computer (â€œRCâ€) is a standalone box that can be plugged into a local computer or server without having to connect over the internet. The RC hardware systemâ€™s advantages over the more traditional software approaches to reservoir computing include significantly faster processing speeds, 80% - 95% less energy consumption, portability (size of power bank), affordability, and requiring significantly shorter training time for models. The RC delivers superior performance in time dependent tasks, such as chaotic time series prediction, unstructured financial model prediction, natural language processing and weather forecasting. Being deployed as a â€œcompute at the edgeâ€ device provides the advantage of allowing data analysis to occur at the data collection point, thereby reducing latency and dependency on network connections and providing more real-time processing of data. To date, the market for reservoir computing has been limited due to computing cost and technical implementation complexities, which the RC is designed to address. We anticipate that future generations of the RC will introduce greater speed of performance and scalability. This will enable the RC to participate in the large language model training and other applications. While technology challenges do remain in scaling this technology, this is one of the focus areas for QCi to gain significant share in the artificial intelligence / Machine Learning hardware market. Â Remote Sensing Â LiDAR Applications Â QCiâ€™s Quantum LiDAR uses patented methodologies that leverage the selective use of quantum spatial-temporal modes to maximize the signal-to-noise ratio of weak signals in a high noise background. This technology advancement allows QCi systems to see through dense fog and provide image fidelity at great distances with very high resolution in difficult environments such as snow, ice, and water. The practical benefits on payload and signal to noise enhancement can be used to produce LiDAR systems that are greatly enhanced in their ability to measure at improved resolution and distances from aircraft, drones and even satellites. Â 41 Â Â Quantum Photonic Vibrometer Â Launched July 2023, QCiâ€™s Photonic Vibrometer is a proprietary instrument for remote vibration detection, sensing, and inspection. This device offers advanced sensitivity, speed, and resolution, capable of discerning for the first time, highly obscured and non-line-of-sight objects. The Photonic Vibrometer measures the vibration frequency of a remote target by utilizing fast-gated single photon counting to directly detect returning photons whose wavefunctions are dynamically modulated as they are reflected off the target. By counting photons at a megahertz rate, important properties such as material composition and mechanical integrity can be determined within seconds and, depending on detection distance, with microwatt to milliwatt optical power. Working at an eye-safe wavelength, the system can accurately characterize the vibration spectra of solid or liquid targets with vibration amplitude as small as 100 nanometers. The Photonic Vibrometer can also remotely sense through obscured media or around corners where there is no line of sight, implying new capabilities in remote sensing, voice recognition, and ex vivo diagnostics. Â We expect subsequent photonic vibrometer versions, which are currently under development, to reach significantly greater distances, minimize device footprint and weight, and optimize data gathering in increasingly challenging environmental conditions (for example, underground, underwater and at high altitudes affixed to a drone, plane or space-based platforms). Â Imaging Â Optical Imaging Â By leveraging the ability to count single photons, a key to the EQC, and filter their associated wave functions precisely, we can perform optical imaging through otherwise opaque and dense materials. Quantum imaging has the potential to be a powerful supplement to currently available computerized tomography (CAT Scan) imaging applications, where tissue damage from high energy radiation needs to be avoided. We have built and are currently testing a prototype quantum imaging system. Â Cybersecurity Â Quantum Networks and Quantum Authentication Â QCi has developed a system to address one of the major challenges in cybersecurity, authentication of users on a network, which is currently facilitated by the distribution of â€œprivate keysâ€ by a trusted third party. This approach is inherently insecure as keys are bundled and travel with the encrypted data, making it susceptible to harvest-and-decrypt-later vulnerability. QCi has developed a quantum authentication technology and methodology that eliminates the need for trust of third-party involvement in key distribution. Our approach uses a combination of a high-powered laser and a patented detection methodology deeply rooted in the fundamental principles of quantum mechanics, resulting in what we believe will be an unbreakable basis for private network communication. Â Industry Overview Â Quantum computing is a component of the large and global high-performance computing industry, which is comprised of hardware, software, and services for compute-intensive applications. The rapid adoption of technologies such as artificial intelligence, 3D imaging, artificial intelligence/large language models, and the Internet of Things (IoT), have served to exponentially increase the generation of data, driving up the demand for high-performance computing. Estimates of the size of this industry vary, but according to Grand View Research, the high-performance computing market was valued at $39.1 billion in 2019 and is expected to reach a value of $53.6 billion by 2027, see Grand View Research - High Performance Computing Market Size Worth $53.6 Billion By 2027, https://www.grandviewresearch.com/press-release/global-high-performance-computing-hpc-market (Information contained on, or that can be accessed through, this website is not incorporated by reference in this prospectus, and you should not consider information on this website to be part of this prospectus). Â The high-performance computing market is important for many industries, including, but not limited to, IT, aerospace, healthcare, automotive, and e-commerce. Examples of compute-intensive applications include optimization, data management, analytics, encryption, natural language processing and complex modeling. Quantum computing is expected to be useful for similar applications. According to a report from Allied Market Research, the global enterprise quantum computing market size was valued at $1.3 billion in 2020 and is projected to reach $18.3 billion by 2030, growing at a compound annual growth rate of 29.7% from 2021 to 2030, according to a published report on the enterprise quantum computing market at https://www.alliedmarketresearch.com/enterprise-quantum-computing-market (Information contained on, or that can be accessed through, this website is not incorporated by reference in this prospectus, and you should not consider information on this website to be part of this prospectus). Â 42 Â Â While the current quantum computing market comprises a fraction of the broader high-performance computing market, we anticipate that quantum computers will unlock new applications that are unlikely to be addressable by existing high-performance computers comprised of leveraging classical processing units. Â Quantum computing is a nascent and rapidly developing technology that has shown promise in delivering potentially disruptive computing capabilities. We believe that quantum computingâ€™s immense compute capabilities qualify it as a subset of high-performance computing. As quantum computing hardware continues to advance, we expect a corresponding growth in demand for software capable of leveraging the compute capabilities of quantum computing hardware. As an early participant in this rapidly growing ecosystem, we believe we are well-positioned to capture and drive a meaningful amount of this category growth. We believe that there is further potential upside from quantum computing and technology more broadly opening new markets not included in traditional high-performance computing market size estimates. Â Competition Â The quantum computing industry is highly competitive and rapidly evolving and will likely remain so for the foreseeable future. As this industry continues to grow and mature, we expect a continued influx of new competitors, products, hardware advances, and concepts to emerge that can dramatically transform the industry and our business. Due to the high price point of quantum computing hardware today, novel business models may emerge to adapt to customer preferences in the high-performance computing industry. Our ability to evolve and adapt rapidly over an extended period of time will be critical in remaining competitive. We perform a broad range of research and development efforts to identify and position for the changing demands of future customers and users, industry trends, and competitive forces. Â According to research conducted by The Quantum Insider (https://thequantuminsider.com/data), there are over 700 companies and approximately 400 university academic groups working in various aspects of quantum technology, with approximately 400 of these having a pure play focus on quantum computing, according to The Landscape of the Quantum Start-up Ecosystem, October 18, 2022, https://epjquantumtechnology.springeropen.com/articles/10.1140/epjqt/s40507-022-00146-x (Information contained on, or that can be accessed through, this website is not incorporated by reference in this prospectus, and you should not consider information on this website to be part of this prospectus). Â These entities range in size from diversified global companies with significant research and development resources such as IBM, Google, Intel, Microsoft, Quantinuum (formerly Honeywell) and Amazon to recent market entrants such as D-Wave Quantum, Rigetti Computing, IonQ, PsiQuantum, Xanadu and Infleqtion (formerly ColdQuanta), as well as smaller privately funded development stage companies whose narrower product focuses may allow them to be more effective in deploying resources towards a specific industry demand. In addition, we face competition from large research organizations funded by sovereign nations such as China, Russia, Canada, Australia, and the United Kingdom, as well as the European Union, and we believe that additional countries will invest in quantum computing in the future. We will continue to face competition from the existing high-performance computing industry using classical (non-quantum) computers. Â We believe that competition in this market segment will intensify. Many of our competitors may have longer operating histories, significantly greater financial, technical, product development and marketing resources, and greater name recognition than we do. Our competitors could use these resources to market or develop products or services that are more effective or less costly than any or all of our products or services. Â Intellectual Property Â Our intellectual property consists of patents, trademarks, and trade secrets. Our trade secrets consist of product formulas, research and development, and unpatentable know-how, all of which we seek to protect, in part, by confidentiality agreements. To protect our intellectual property, we rely on a combination of laws and regulations, as well as contractual restrictions. Federal trademark law protects our registered trademarks. We also rely on the protection of laws regarding unregistered copyrights for certain content we create and trade secret laws to protect our proprietary technology. To further protect our intellectual property, we enter into confidentiality agreements with our executive officers, employees, consultants and directors. Â 43 Â Â Trademarks Â The Company has three registered trademarks, â€œQPhoton,â€ â€œQGraphâ€ and â€œQatalyst.â€ The Company has no pending trademark applications.Â Â Patents Â The Company has two granted United States patents. Â CountryÂ Serial No.Â Â Filing DateÂ Patent No.Â Â Issue DateÂ TitleÂ StatusÂ Anticipated Expiration Date USAÂ Â 17/560,816Â Â 12/23/2021Â Â 11,436,519Â Â 09/06/2022Â Machine Learning Mapping for Quantum Processing UnitsÂ GrantedÂ 12/23/2041 USAÂ Â 17/810,198Â Â 06/30/2022Â Â 12,008,436Â Â 06/11/2024Â Machine Learning Mapping for Quantum Processing UnitsÂ GrantedÂ 06/30/2042 Â Exclusive License Agreement Â QCi has an exclusive license to seven patents issued to the Stevens Institute of Technology, pursuant to the license agreement dated December 17, 2020 by and among QPhoton and The Trustees of The Stevens Institute of Technology (the â€œLicensorâ€). QPhoton agreed to reimburse the Licensor for patent prosecution expenses in the amount of $125,041 and deliver to the Licensor an annual report and quarterly report pursuant to the terms of the license agreement. As consideration for the license and other rights granted under the license agreement, QPhoton agreed to pay the Licensor (i) $35,000 upon full execution of the license agreement, (ii) $28,000 each annual anniversary of the effective date of the license agreement, (iii) 9% of the membership units of QPhoton, LLC, and (iv) a royalty of 3.5% of the net sales price of each license product sold or license by QPhoton, LLC and any affiliate and sublicensee. On June 15, 2022, the Licensor agreed to assign the license agreement to QCi upon consummation of the QPhoton Merger. Â Government Regulation and Incentives Â Export Regulation Â The U.S. government has historically tightly regulated the export of cryptographic technologies under the Arms Export Control Act and the associated International Traffic in Arms regulations (ITAR) as a form of munition. The logic behind the export restrictions is that the ability to secure information has great value to the military and intelligence agencies, and the US Government does not want those technologies sold or distributed to foreign adversaries. These regulations were relaxed in 1996 by executive order, but restrictions are still in place under the Export Administration Act that limit the export of some advanced encryption methods and technologies. Export of commercial encryption products to certain designated countries and terrorist groups is restricted, as are exports of military quality encryption technologies. Restrictions on encryption technology are in place in many other countries but the extent of regulation varies widely from country to country. Domestically, encryption technology is largely unregulated but law enforcement, intelligence and investigative agencies work closely with encryption technology developers to enable the US government to access encrypted data under certain conditions. We believe that quantum encryption and decryption products can be marketed to U.S. government agencies but that export opportunities may be limited. The National Security Agency (NSA) released the â€œCommercial National Security Algorithm Suite 2.0â€ (CNSA 2.0) Cybersecurity Advisory (CSA) to notify National Security Systems (NSS) owners, operators and vendors of the future quantum-resistant (QR) algorithms requirements for NSS networks that contain or transfer classified information or are otherwise critical to military and intelligence activities. The US Government has also placed some export restrictions on certain types of cryogenic quantum computing equipment as well as some optical materials. However, at this time there are no significant export limitations on the Companyâ€™s photonic products. Â Â 44 Â Â Incentives Â In December 2018, the National Quantum Initiative Act (the â€œQuantum Actâ€) was signed into law. The purpose of the Quantum Act is to â€œensure the continued leadership of the United States in quantum information scienceâ€ and to develop a unified national strategy for researching quantum information science. The Quantum Act authorizes a National Quantum Coordination Office inside the White Houseâ€™s Office of Science and Technology Policy to help coordinate research between agencies, serve as the federal point of contact and promote private commercialization of federal research breakthroughs over the next decade. In addition, President Trump announced the formation of a National Quantum Initiative consisting of key technology companies working in the field of quantum computing. The Company is a member of that Initiative Â In August 2022 Congress passed, and President Biden signed, the Creating Helpful Incentives to Produce Semiconductors Act of 2022 (the â€œCHIPS Actâ€). The CHIPS Act was designed to address the global computer chip shortage and attract chip manufacturing, and innovation to the United States. The CHIPS Act is a $280 billion spending package aimed at encouraging the growth of the US-based semiconductor industry. To assist in securing the domestic chip supply, the CHIPS Act provides $52.7 billion for American semiconductor research, development, manufacturing, and workforce development. The Company is pursuing programs under the CHIPS Act as a potential avenue to finance a photonic chip manufacturing facility. Â Corporate Information Â Our executive offices are located at 5 Marine View Plaza, Suite 214, Hoboken, NJ 07030, and our telephone number is (703) 436-2121. Our corporate website is www.quantumcomputinginc.com. Information appearing on our website is not part of this prospectus. Â Employees Â As of January 21, 2025, the Company had 42 full time employees and 13 part time employees or contracted staff, 40 of whom are focused on product development. The employees are not part of a collective bargaining agreement and labor relationships are good. The Company offers a health and welfare benefit plan to current full time employees that provides medical, dental, vision, life and disability benefits. The Company also offers a 401(k) retirement savings plan and participation in the stock option plan to all full-time employees. There are no unpaid liabilities under the Companyâ€™s benefit plans, and the Company has no obligation to pay for post-retirement health and medical costs of retired employees. Â 45 Â Â DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE. Â Directors and Executive Officers Â The following table contains information with respect to our directors and executive officers. To the best of our knowledge, none of our directors or executive officers have an arrangement or understanding with any other person pursuant to which he or she was selected as a director or officer. There are no family relationships between any of our directors or executive officers. Directors serve one-year terms. Our executive officers are appointed by and serve at the pleasure of the Board. Â Name Â Current Age Â Position William J.Â McGann Â 66 Â Chief Executive Officer and President Chris Boehmler Â 45 Â Chief Financial Officer Dr.Â Yuping Huang Â 45 Â Chief Quantum Officer and Director Dr.Â Carl Weimer Â 63 Â Director Dr.Â Javad Shabani Â 43 Â Director Robert Fagenson Â 75 Â Director Michael Turmelle Â 65 Â Director Â William McGannÂ has served as the Companyâ€™s Chief Executive Officer and President since FebruaryÂ 1, 2024. Prior to that, he had served as the Companyâ€™s Chief Technology Officer and Chief Operations Officer since JanuaryÂ 2022 and as a Director of the Company from SeptemberÂ 2021 to DecemberÂ 2021. Prior to joining Quantum Computing, Dr.Â McGann was the Chief Technology Officer for the Security, Detection and Automation business at Leidos Holdings, Inc., a provider of technical services, primarily to the U.S.Â government, from MayÂ 2019 to JanuaryÂ 2022. Dr.Â McGann has a strong, directed passion for

transforming credible science into practical technology solutions in solving some of the worldâ€™s greatest challenges. Prior to joining Leidos, Dr.Â McGann held numerous business and technology leadership positions and roles including (a)Â Founder of the first explosives trace detection company, Ion Track Instruments, (b)Â Chief Technology Officer for GE Security, (c)Â VP of Engineering for United Technologies Fire and Security business, (d)Â CEO and board member of Implant Sciences Corp., and (e)Â Chief Technology Officer at L3Harris Aviation Security and Detection business. Dr.Â McGann holds a Ph.D. in Chemical Physics from the University of Connecticut and undergraduate degrees in Chemistry and Biology. Â Chris BoehmlerÂ has served as the Companyâ€™s Chief Financial Officer since JulyÂ 1, 2023. Mr.Â Boehmler joined Quantum Computing Inc. as Controller in MarchÂ 2022. He worked as an independent consultant from JuneÂ 2018 until MarchÂ 2022, serving both private and non-profitÂ organizations. Previous to JuneÂ 2018, his corporate finance experience totals 12Â years in senior management positions for private and public technology-drivenÂ and financial institutions, primarily at Bridgewater Associates, LP and Intelsat. During this time, he also led the finance functions for two start-upsÂ where he was instrumental in raising private equity and performing due diligence on acquisition targets. His financial expertise spans capital markets, planningÂ & analysis, accounting operations, management and regulatory reporting, financial systems integrations, andÂ Sarbanes Oxley ActÂ financial risksÂ & controls. He started his career working in the investment banking division of Credit Suisse First Boston, followed by strategic management consulting for Booz Allen Hamilton. Mr.Â Boehmler has an undergraduate degree in Economics with a minor in Germanic Studies from the University of Chicago. Â Yuping HuangÂ has served as the Companyâ€™s Chief Quantum Officer and a Director since JuneÂ 14,Â 2022. Dr.Â Huang has over 20Â years of experience in commercial and academic settings, with pioneering research in a wide spectrum of quantum physics, optics, and technology. Prior to joining the Company, Dr.Â Yuping founded QPhoton, Inc., where he served as Chief Executive Officer from 2020 until its acquisition by the Company in 2022. QPhoton was a development stage company commercializing quantum photonic technology and devices to provide innovative and practical quantum solutions for critical challenges facing big data, cyber, remote sensing, and healthcare industries. Dr.Â Huang worked as a postdoctoral fellow, a research faculty member, and principal investigator at Northwestern University fromÂ 2009-2014. Dr.Â Huang has been a Professor of Physics at the Stevens Institute of Technology, a private research technological university in Hoboken, New Jersey, since 2014 (from 2014 to 2019 as assistant professor, fromÂ 2019-2023Â as associate professor and as a full professor since 2023). Dr.Â Huang is the founding director of the Center for Quantum Science and Engineering and Gallagher Associate Professor of Physics at the Stevens Institute of Technology. He received a Bachelor of Science in modern physics from the University of Science and Technology of China in 2004 and a PhD in quantum AMO physics in 2009 from Michigan State University. Dr.Â Huangâ€™s expertise in quantum physics and optics and leadership experience in quantum research qualifies him to serve as a member of the Board. Â 46 Â Â Dr. Carl WeimerÂ has served as a director of the Company since JanuaryÂ 14, 2023. Dr.Â Weimer has over 25Â years of experience in the aerospace industry. He has previously been involved in two companies in the aerospace industry, holding positions including Team Leader, Principal Investigator and Chief Technologist. From 1994 through 2000, Dr.Â Weimer was a Team Leader for Ophir Corporation, an aerospace optics company.Â From 2000 to 2018 he was a Team Leader for Ball AerospaceÂ & Technologies Corp., a spacecraft company, and in 2008 he was awarded a NASA Distinguished Public Service Medal. In addition, Dr.Â Weimer has been the Principal Investigator for the NASA Earth Science Technology Office since 2008, and he holds seven U.S.Â patents in optical systems. Dr.Â Weimer received a Bachelor of Science degree from Harvey Mudd College (1984)Â and a Master of Science (1987)Â and a PhD (1992)Â from Colorado State University, all in experimental Physics. Dr.Â Weimerâ€™s expertise in advanced optics and leadership experience in the aerospace industry qualifies him to serve as a member of the Board. Â Dr. Javad ShabaniÂ has served as a director of the Company since AprilÂ 19, 2024. Dr.Â Shabani has over 13Â years of experience in advanced physics and quantum information physics. Dr.Â Shabani has been a professor in the NewÂ York University Physics Department and director of the NYU Center for Quantum Information Physics since 2024. From 2022 to 2024, he was an Associate Professor at the NYU Physics Department. From 2017 to 2022, he was an Assistant Professor at the NYU Physics Department. From 2015 to 2017, Dr.Â Shabani was an Assistant Professor at the City College of NewÂ York Physics Department. From 2014 to 2015, he was a Project Scientist in the California Nanosystems Institute at the University of California Santa Barbara. From 2011 to 2014, he was a Postdoctoral Fellow at the Harvard University Physics Department (2011 â€“Â 2012) and the California Nanosystems Institute at the University of California Santa Barbara (2012 â€“Â 2014). He was awarded the IBM Q Scholar Award in 2021, and the US Air Force Young Investigator Program Award and the US Army Young Investigator Award in 2016. Dr.Â Shabani holds four patents in quantum physics applications and has published over 85 papers. Dr.Â Shabani received Bachelor of Science degrees in physics and electrical engineering from Sharif University of Technology (2004)Â a Master of Science in Electrical Engineering from the University of California, Santa Cruz (2005), a Master of Arts in Electrical Engineering from Princeton University (2007)Â and a PhD in Electrical Engineering from Princeton University (2011). Dr.Â Shabaniâ€™s scholarship and experience in physics and electrical engineering qualifies him to serve on the Board to help lead the Company towards continued growth and success. Â Robert FagensonÂ has served as a Director of the Company since MarchÂ 2021. Mr.Â Fagenson has served as a member of the board of directors of National Holdings Corporation (â€œNHCâ€), a broker-dealer, since MarchÂ 2012. He has served as vice chairman of the board of directors of NHC since SeptemberÂ 2016. Mr.Â Fagenson previously served as co-chiefÂ executive officer of NHC from JanuaryÂ 3, 2017 to JanuaryÂ 31, 2017, as chief executive officer and chairman of the board of directors of NHC from DecemberÂ 2014 to SeptemberÂ 2016, and as executive vice-chairmanÂ of the board of directors of NHC from JulyÂ 2012 to DecemberÂ 2014. NHC was acquired by B.Â Riley Financial in FebruaryÂ 2024. Mr.Â Fagenson has been a branch owner at National Securities Corp, an operating company of NHC, since 2012, and president of FagensonÂ & Co., Inc., a family investment company, since 1982. Mr.Â Fagenson spent the majority of his career at the NewÂ York Stock Exchange (â€œNYSEâ€), where he was managing partner of one of the exchangeâ€™s largest specialist firms. While at the NYSE, Mr.Â Fagenson served as a governor on the trading floor and was elected to the NYSE board of directors in 1993, where he served for sixÂ years, eventually becoming vice chairman of the NYSE board of directors from 1998 to 1999 and 2003 to 2004. Mr.Â Fagenson has served as director of the NewÂ York City Police Museum since 2005 and as director of the Federal Law Enforcement Officers Association Foundation since 2009. He has also served on the board of directors of Sigma Alpha Mu Foundation since 2011 and on the board of directors of NewÂ York Edge since 2015. In addition, Mr.Â Fagenson served as the non-executiveÂ chairman of Document Security Systems, Inc. from 2012 to 2018 (NYSEMKT:Â DSS). He is currently a member of the alumni boards of the Whitman School of Business at Syracuse University. Mr.Â Fagenson received his B.S. in Transportation SciencesÂ & Finance from Syracuse University in 1970. Mr.Â Fagensonâ€™s experience in the financial services industry and in senior leadership positions qualifies him to serve as a member of the board and as chairman of the audit committee. Â Michael TurmelleÂ has served as a Director of the Company since JanuaryÂ 2022. Mr.Â Turmelle has served on the board of directors of Ideal Power Inc. since DecemberÂ 2017 and as chairman of the Ideal Power board since 2021. From JanuaryÂ 2018 through JanuaryÂ 2024, Mr.Â Turmelle served as the Managing Director of Hayward Tyler, a United Kingdom private equity-backedÂ manufacturer and service provider of pumps and motors, which he joined in FebruaryÂ 2015. Mr.Â Turmelle also served on the boards of Hayward Tyler and Energy Steel (a Hayward Tyler subsidiary) from 2017 until JanuaryÂ 2024. Hayward Tyler designs, manufactures, and services performance-criticalÂ electric motors and pumps to meet the most demanding of applications for the global energy industry, as both an original equipment manufacturer supplier and trusted partner. Previously, Mr.Â Turmelle ran his own consulting company, working with start-upsÂ and turn-aroundsÂ in the areas of renewable energy, medical, and other advanced technologies. Mr.Â Turmelle has served on numerous Boards of Directors including the Board of Directors of Implant Sciences Corp., an explosive and narcotic trace detection company, where he served as Chairman of the Board from 2015 to 2017.Â Mr.Â Turmelle was Chief Financial Officer and Chief Operating Officer and a member of the Board of Directors of SatCon Technology Corporation,Â a maker of energy management systems, from 1992 to 2005. Mr.Â Turmelle was also on the Board of Directors of Beacon Power, a SatCon spin-offÂ company dealing in flywheel energy storage, from 1996 to 2000.Â Mr.Â Turmelle has a BA in Economics from Amherst College and is a graduate of General Electricâ€™s Financial Management Program. Mr.Â Turmelleâ€™s experience as a public company director and executive as well as extensive experience in finance, business operations and technology, qualifies him to serve as a member of the Board and as chairman of the compensation committee. Â 47 Â Â Family Relationships Â There are no family relationships between any of our directors and executive officers. Â Board Composition and Determination of Director Independence Â The Board is authorized to have up to seven members and currently consists of six members. The nominees elected as directors at the Annual Meeting will serve until our next annual meeting and until their successors are duly elected and qualified. Nasdaq Listing RuleÂ 5605 requires a majority of a listed companyâ€™s board of directors be composed of independent directors. In addition, Nasdaq Listing Rules require that, subject to specified exceptions, each member of a listed companyâ€™s audit, compensation, and nominating committees be independent, and that compensation and audit committee members also satisfy additional independence criteria under the ExchangeÂ Act. Compensation committee members also should qualify as â€œnon-employeeÂ directorsâ€ under RuleÂ 16b-3Â of the ExchangeÂ Act. Â In making the determination of whether a member of the Board is independent, the Board considers, among other things, transactions and relationships between each director and his immediate family and the Company, including those reported under the caption â€œTransactions with Related Persons.â€ The Board also considered adversarial positions taken in litigation against the Company, if any, and affiliation with the Companyâ€™s legal counsel, auditors and underwriters. The purpose of this review is to determine whether any such relationships or transactions are material and, therefore, inconsistent with a determination that the directors are independent. On the basis of such review and its understanding of such relationships and transactions, the Board affirmatively determined that each of Robert Fagenson, Michael Turmelle, Javad Shabani and Carl Weimer are qualified as independent as they have no material relationship with us that might interfere with his exercise of independent judgment in carrying out his responsibilities as a director. Â Board Committees; Audit Committee Financial Expert; Stockholder Nominations Â The Board has established an audit committee, a compensation committee, and a nominating and corporate governance committee. Each such committee has its own charter, which is available on our website atÂ www.quantumcomputinginc.com.Â Each of such Board committees has the composition and responsibilities described below. Â The following table identifies the committee members: Â NameÂ AuditÂ CompensationÂ Nominating and Corporate GovernanceÂ Independent Robert FagensonÂ XÂ ChairmanÂ XÂ X Michael TurmelleÂ ChairmanÂ XÂ XÂ X Javad ShabaniÂ Â Â XÂ XÂ X Carl WeimerÂ XÂ Â Â ChairmanÂ X Yuping HuangÂ Â Â Â Â Â Â Â Â Â Â The Board has determined that Michael Turmelle is an â€œaudit committee financial expert,â€ as such term is defined in ItemÂ 407(d)(5)Â of SEC RegulationÂ S-K. Â Members will serve on these committees until their resignation or until otherwise determined by the Board. Â Audit Committee Â The Audit Committee oversees our accounting and financial reporting processes and oversees the audit of our consolidated financial statements and the effectiveness of our internal control over financial reporting. The specific functions of this Committee include, but are not limited to: Â â—selecting an independent registered public accounting firm and overseeing the engagement of such firm; Â â—approving the fees to be paid to the independent registered public accounting firm; Â â—helping to ensure the independence of the independent registered public accounting firm; Â 48 Â Â â—overseeing the integrity of our financial statements; Â â—preparing an audit committee report as required by the SEC to be included in our annual proxy statement; Â â—resolving any disagreements between management and the auditors regarding financial reporting; Â â—reviewing with management and the independent auditors any correspondence with regulators and any published reports that raise material issues regarding the Companyâ€™s accounting policies; Â â—reviewing and approving all related-partyÂ transactions; and Â â—overseeing compliance with legal and regulatory requirements. Â Compensation Committee Â The Compensation Committee assists the Board in the discharge of its responsibilities relating to the compensation of the members of the Board and our executive officers. Â The Committeeâ€™s compensation-relatedÂ responsibilities include, but are not limited to: Â â—reviewing and approving on an annual basis the corporate goals and objectives with respect to compensation for our Chief Executive Officer; Â â—reviewing, approving, and recommending to the Board on an annual basis the evaluation process and compensation structure for our other executive officers; Â â—determining the need for and the appropriateness of employment agreements and change in control agreements for each of our executive officers and any other officers recommended by the Chief Executive Officer or the Board; Â â—providing oversight of managementâ€™s decisions concerning the performance and compensation of other Company officers, employees, consultants, and advisors; Â â—reviewing our incentive compensation and other equity-basedÂ plans and recommending changes in such plans to the Board as needed, and exercising all the authority of the Board with respect to the administration of such plans; Â â—reviewing and recommending to the Board the compensation of independent directors, including incentive and equity-basedÂ compensation; and Â â—selecting, retaining, and terminating such compensation consultants, outside counsel, or other advisors as it deems necessary or appropriate. Â Compensation Committee members are appointed annually by the Board on the recommendation of the Nominating and Corporate Governance Committee, and may be replaced by the Board. In performing their responsibilities, Compensation Committee members are entitled to rely in good faith on information, opinions, reports or statements prepared or presented by officers, employees, counsel, independent auditors, other committees of the Board, or other persons. Â The Compensation Committee acts under a written charter adopted and approved by our Board and may, in its discretion, obtain the assistance of outside advisors, including legal counsel, independent auditors, or other persons. In determining each component of executive and director compensation, theÂ Compensation CommitteeÂ seeks to provide compensation that is competitive in light of current market conditions and industry practices. Accordingly, the Compensation CommitteeÂ will generally review market data that is comprised of proxy disclosed data from peer companies and information from nationally recognized published surveys for the technology industry. The market data helps theÂ Compensation CommitteeÂ gain perspective on the compensation levels and practices at peer companies and to assess the relative competitiveness of the compensation paid to our executives. The market data thus guides theÂ Compensation CommitteeÂ in its efforts to set executive compensation levels and program targets at competitive levels for comparable roles in the marketplace. In determining any incentive component of the Chief Executive Officerâ€™s compensation, the Compensation Committee will consider appropriate factors, which may include the Companyâ€™s performance and relative shareholder return, the achievement of the Chief Executive Officerâ€™s performance milestones, the value of similar incentive grants or awards to chief executive officers at comparable companies, and the grants or awards given to the Chief Executive Officer in pastÂ years. With respect to determining the compensation of the Companyâ€™s other executive officers, the Compensation Committee will take into account peer group practices and other appropriate factors, such as corporate and individual performance and historical compensation practices for such officers. Additionally, the Compensation Committee will solicit the recommendations of the Chief Executive Officer in connection with compensation determinations of the other executive officers. Typically, theÂ Compensation CommitteeÂ meets at least three times annually and with greater frequency if necessary. The Chief Executive Officer may not participate in, or be present during, any deliberations or determinations of theÂ Compensation CommitteeÂ regarding his compensation or individual performance objectives. Â 49 Â Â The Compensation Committee also determines and approves options and other equity-basedÂ compensation to be granted to executive officers, other than the Chief Executive Officer, and recommends to the Board for its review and approval options and other equity-basedÂ compensation to be granted to the Chief Executive Officer and non-employeeÂ directors. The Compensation Committee makes such determinations for executive officers other than the Chief Executive Officer in conjunction with the Chief Executive Officer. Â The Compensation Committee charter provides that the Compensation Committee may â€œ[f]orm and delegate authority to subcommittees of one or more Committee members when desired and appropriate.â€ Â Nominating and Corporate Governance Committee Â The purpose of the Nominating and Corporate Governance Committee is to recommend to the Board nominees for election as directors and persons to be elected to fill any vacancies on the Board, develop and recommend a set of corporate governance principles, and oversee the performance of the Board. Â The Committeeâ€™s responsibilities include: Â â—recommending to the Board nominees for election as directors at any meeting of stockholders and nominees to fill vacancies on the Board; Â â—considering candidates proposed by stockholders in accordance with the requirements in the Committee charter; Â â—overseeing the administration of the Companyâ€™s code of business conduct and ethics; Â â—reviewing with the entire Board, on an annual basis, the requisite skills and criteria for Board candidates and the composition of the Board as a whole; Â â—the authority to retain search firms to assist in identifying Board candidates, approve the terms of the search firmâ€™s engagement, and cause the Company to pay the engaged search firmâ€™s engagement fee; Â â—recommending to the Board on an annual basis the directors to be appointed to each committee of the Board; Â â—overseeing an annual self-evaluationÂ of the Board and its committees to determine whether it and its committees are functioning effectively; and Â â—developing and recommending to the Board a set of corporate governance guidelines applicable to the Company. Â The Nominating and Corporate Governance Committee may delegate any of its responsibilities to subcommittees as it deems appropriate. The Nominating and Corporate Governance Committee is authorized to retain independent legal counsel and other advisors and conduct or authorize investigations into any matter within the scope of its duties. Â The Nominating and Corporate Governance Committee will consider all recommendations for nominations to the Board from any person (or group) who has (or collectively if a group have) held more than 3% of the Companyâ€™s voting securities for longer than one year. Stockholders desiring to submit such recommendations to the Nominating and Corporate Governance Committee should submit information regarding such

recommendation, consistent with the information that would be required for direct stockholder nominations of directors (see â€œStockholder Proposalsâ€), in writing or by electronic mail to the Chair of the Nominating and Corporate Governance Committee, at: Quantum Computing Inc., Attention Chairman, Nominating and Corporate Governance Committee, 5 Marine View Plaza, Suite 214, Hoboken, NJÂ 07030 or investors@quantumcomputinginc.com. When the required information has been received, the Committee will evaluate the proposed nominee, with the principal criteria being the needs of the Company and the qualifications of such proposed nominee to fulfill those needs. There are no differences in the manner in which the nominating committee evaluates nominees for director based on whether the nominee is recommended by a stockholder. Dr.Â Javad Shabani was recommended to serve as a director by Dr.Â William McGann, CEO of the Company, and elected by the Board to fill an open seat on AprilÂ 19, 2024. Â 50 Â Â Involvement in Certain Legal Proceedings Â Our President and Chief Executive Officer, Dr.Â William McGann, was the Chief Executive Officer of Implant Sciences Corporation and our Chairman of the Board, Mr.Â Robert Liscouski, was President of Implant Sciences Corporation, when it filed a petition for bankruptcy on OctoberÂ 11, 2016 in the Delaware Bankruptcy Court. Â With the exception of the foregoing, to the best of our knowledge, none of our directors or executive officers has, during the past 10Â years: Â â—‹ been convicted in a criminal proceeding or is a named subject of a pending criminal proceeding (excluding traffic violations and other minor offenses); Â â—‹ had any bankruptcy petition filed by or against, or a receiver, fiscal agent or similar officer was appointed by a court for, the business or property of the person, or of any partnership, corporation or business association of which he was a general partner or executive officer, either at the time of the bankruptcy filing or within twoÂ years prior to that time; Â â—‹ been subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction or federal or state authority, permanently or temporarily enjoining, barring, suspending or otherwise limiting, his involvement in any type of business, securities, futures, commodities, investment, banking, savings and loan, or insurance activities, or to be associated with persons engaged in any such activity; Â â—‹ been found by a court of competent jurisdiction in a civil action or by the SEC or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended, or vacated; Â â—‹ been the subject of, or a party to, any federal or state judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated (not including any settlement of a civil proceeding among private litigants), relating to an alleged violation of any federal or state securities or commodities law or regulation, any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desistÂ order, or removal or prohibition order, or any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or Â â—‹ been the subject of, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatoryÂ organization (as defined in SectionÂ 3(a)(26)Â of the ExchangeÂ Act), any registered entity (as defined in SectionÂ 1(a)(29)Â of the Commodity ExchangeÂ Act), or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member. Â 51 Â Â EXECUTIVE COMPENSATION Â Summary Compensation Table Â The following summary compensation table sets forth all compensation awarded to, earned by, or paid to the named executive officers (the â€œnamed executive officersâ€ or â€œNEOsâ€) paid by us during the years ended December 31, 2024 and 2023. Â 2024 EXECUTIVE OFFICER COMPENSATION TABLE Â Name and Principal PositionÂ YearÂ Â Salary ($)Â Â Bonus ($)Â Â Stock Awards ($)Â Â Option Awards ($)Â Â All Other Compensation ($)Â Â Total ($)Â Chris Boehmler(2)Â Â 2024Â Â Â 300,451Â Â Â 0Â Â Â 174,000Â Â Â 59,877Â Â Â 0Â Â Â 534,328Â Chief Financial Officer (CFO)Â Â 2023Â Â Â 260,246Â Â Â 5,000Â Â Â 75,648Â Â Â 163,101Â Â Â 0Â Â Â 503,995Â William J.Â McGann(1)Â Â 2024Â Â Â 402,216Â Â Â 0Â Â Â 0Â Â Â 0Â Â Â 0Â Â Â 402,216Â Chief Executive Officer and President (CEO)Â Â 2023Â Â Â 403,074Â Â Â 0Â Â Â 207,488Â Â Â 0Â Â Â 0Â Â Â 610,562Â Robert Liscouski(3)Â Â 2024Â Â Â 33,490Â Â Â 0Â Â Â 193,200Â Â Â 0Â Â Â 366,667Â Â Â 593,357Â ChairmanÂ Â 2023Â Â Â 403,130Â Â Â 0Â Â Â 0Â Â Â 75,263Â Â Â 0Â Â Â 478,393Â Â Â (1)Mr.Â Boehmler was appointed Chief Financial Officer of the Company effective JulyÂ 1, 2023. (2)Dr.Â McGann was appointed Chief Executive Officer and President effective FebruaryÂ 1, 2024; prior to that time, he served as the Companyâ€™s Chief Operating Officer and Chief Technology Officer effective January 3, 2022. (3)Mr.Â Liscouski was terminated as Chief Executive Officer and President effective JanuaryÂ 31, 2024. Â Executive Employment Agreements Â Dr.Â McGann Employment Agreement Â We entered into an employment agreement with Dr.Â William J.Â McGann, our President and Chief Executive Officer, on JanuaryÂ 2, 2022, as amended on February 1, 2024 and December 30, 2024. Dr.Â McGannâ€™s employment agreement is for a term of threeÂ years, unless terminated earlier pursuant to its terms, and was amended for an additional fourth year on December 30, 2024. Dr.Â McGannâ€™s employment agreement provides for an annual base salary of $420,000, subject to annual review and adjustment as determined by the Board or its compensation committee. Dr.Â McGann is also eligible to earn an annual cash bonus in an amount of up to 37.5% of his base salary, subject to achieving certain performance milestones established and approved by the Board, with a minimum annual cash bonus of 5%. Pursuant to the agreement, Dr.Â McGann was granted options to purchase up to 535,000Â shares of Common Stock, with one-thirdÂ of the options vesting immediately upon grant and one-thirdÂ vesting upon each of the first and second anniversary of the date of grant. Â Pursuant to the terms of his employment agreement, the Company may terminate Dr.Â McGannâ€™s employment with or without Cause, as defined in the agreement, and Dr.Â McGann may terminate his employment with or without Good Reason, as defined in the agreement, upon written notice to the Company as set forth in the agreement. Upon termination of Dr.Â McGannâ€™s employment by the Company without Cause or by Dr.Â McGann for Good Reason, the Company shall continue to pay Dr.Â McGann his then current monthly base salary for 12Â months from the date of termination. The Company must also continue Dr.Â McGannâ€™s coverage under and its contributions to his health care, dental, and life insurance benefits for sixÂ months, unless he is or becomes covered by an equivalent benefit, and pay him a pro rata portion of any bonus he has earned prior to his termination. In addition, if the Company terminates Dr.Â McGannâ€™s employment without Cause or he terminates his employment for Good Reason within 12Â months after a Change of Control, as define in the agreement, or an acquisition, then the Company must pay to Dr.Â McGann an additional sum equal to 12Â months of his base salary. Â As a full-timeÂ employee of the Company, Dr.Â McGann is eligible to participate in all of the Companyâ€™s bonus and benefit programs. Â 52 Â Â Mr.Â Boehmler Employment Agreement Â We entered into an employment agreement with Mr.Â Christopher Boehmler, our Chief Financial Officer, dated as of JuneÂ 26, 2023, pursuant to which Mr.Â Boehmler serves as our Chief Financial Officer. The agreement provides for an indefinite term, that Mr.Â Boehmlerâ€™s employment is at-will, and that either the Company or Mr.Â Boehmler can terminate his employment for any reason. Mr.Â Boehmlerâ€™s employment agreement provides for an annual base salary of $300,000 per year, subject to annual review and adjustment as determined by the Board or its compensation committee. Under his employment agreement, Mr.Â Boehmler is also eligible for an annual incentive bonus in the amount of up to 50% of his base salary, subject to Mr.Â Boehmler achieving certain performance milestones established by the Board or its compensation committee, and, subject to Board approval, an annual grant of options to purchase 125,000Â shares of Common Stock at an exercise price equal to 110% of the grant date fair market value, one-thirdÂ of which shall vest on the grant date and the remainder becoming exercisable in equal monthly installments over the following threeÂ years. Pursuant to the agreement, Mr.Â Boehmler was issued options to purchase 300,000Â shares of Common Stock in 2023, 100,000 of which vested on the grant date and 100,000 of which shall vest on each of the 12-andÂ 24-monthÂ anniversary of the grant date. Â If the Company terminates Mr.Â Boehmlerâ€™s employment without Cause, as defined in the agreement, or Mr.Â Boehmler terminates his employment for Good Reason, as defined in the agreement, with 90Â days prior notice to the Company and subject to his execution of a release in favor of the Company, the Company shall pay Mr.Â Boehmler an amount equal to his then current monthly base salary for 12Â months from the date of termination. The Company must also, subject to his timely election of continuation coverage under COBRA, continue payment or reimbursement of 100% of Mr.Â Boehmlerâ€™s premiums for such health insurance coverage for sixÂ months following his termination or until he becomes covered by an equivalent benefit, and pay him a pro rata portion of any bonus he has earned prior to his termination. In addition, if the Company terminates Mr.Â Boehmlerâ€™s employment without Cause or he terminates his employment for Good Reason within 12Â months after a Change of Control, as define in the agreement, then the Company must pay to Mr.Â Boehmler an additional sum equal to 12Â months of his base salary. Â As a full-timeÂ employee of the Company, Mr.Â Boehmler is eligible to participate in all of the Companyâ€™s benefit programs. Â Mr.Â Liscouski Employment Agreement Â The Company and Mr.Â Robert Liscouski were parties to an amended and restated employment agreement dated as of AprilÂ 26, 2021, pursuant to which Mr.Â Liscouski served as our Chief Executive Officer during the fiscalÂ years ended DecemberÂ 31, 2022 and 2023 (the â€œLiscouski Employment Agreementâ€). The Liscouski Employment Agreement provided for an initial term of threeÂ years and would be automatically renewed for consecutive one-yearÂ terms at the end of the initial term unless terminated or either party provided notice of non-renewalÂ to the other. The agreement provided that Mr.Â Liscouski would receive an annual base salary of $400,000, subject to review and increases (but not decreases) by the Board or its compensation committee and be eligible to earn a performance bonus of up to 50% of his base salary subject to his achieving certain performance milestones established by the Board. The agreement also provided that, beginning on the first anniversary thereof, Mr.Â Liscouski would receive an annual grant of options to purchase 150,000Â shares of Common Stock at an exercise price equal to 110% of the grant date fair market value, with one-thirdÂ vesting on the date of grant and the remainder vesting in equal monthly installments thereafter. Pursuant to the Liscouski Employment Agreement, Mr.Â Liscouski also received (i)Â options to purchase 250,000Â shares of Common Stock of the Company upon execution of the agreement and (ii)Â 250,000 options to purchase shares of Common Stock of the Company upon the Companyâ€™s listing on Nasdaq. Â In connection with the termination of Mr.Â Liscouski employment as our Chief Executive Officer on JanuaryÂ 31, 2024, the Company and Mr.Â Liscouski entered into a Separation Agreement and General Release. Pursuant to the separation agreement, the Company agreed to pay Mr.Â Liscouski $400,000, representing 12Â months of his base salary, on the Companyâ€™s regular payroll dates for 12Â months following his termination, to grant him 168,000Â shares of Common Stock, and, subject to his timely election of continuation coverage under COBRA, to continue to pay or reimburse 100% of his premiums for such health insurance coverage for 12Â months following his termination or until he becomes covered by an equivalent benefit. The separation agreement also provides that Mr.Â Liscouskiâ€™s unvested options and restricted stock grants vested as of his termination date. Â We also entered into an agreement with Mr.Â Liscouski, effective as of FebruaryÂ 1, 2024, which provides that the Company will pay him a monthly fee of $12,500 for his service as a Director of the Company (including as Chairman of the Board). Such monthly fee will be in lieu of the standard compensation we pay to our directors. Â 53 Â Â Outstanding Equity Awards at Fiscal Year End Â The following table sets forth information regarding equity awards held by our named executive officers as of DecemberÂ 31, 2024: Â Â Â Option AwardsÂ Stock AwardsÂ NameÂ Number of securities underlying unexercised options (#) exercisableÂ Â Number of securities underlying unexercised options (#) unexercisableÂ Â Option exercise price ($)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 Chris Boehmler(1)Â Â 60,834Â Â Â 30,416Â Â Â 2.56Â Â MarchÂ 28, 2027Â 129,850Â Â Â 2,149,018Â Chris BoehmlerÂ 5,834Â Â Â 2,916Â Â Â 2.37Â Â OctoberÂ 12, 2027Â Â Â Â Â Â Â Â Chris BoehmlerÂ 200,000Â Â Â 100,000Â Â Â 1.18Â Â DecemberÂ 27, 2028Â Â Â Â Â Â Â Â Chris BoehmlerÂ 55,556Â Â Â 69,444Â Â Â 0.48Â Â OctoberÂ 4, 2029Â Â -Â Â Â -Â William J.Â McGann(2)Â Â 535,000Â Â Â 0Â Â Â 2.40Â Â JanuaryÂ 24, 2027Â Â 0Â Â Â 0Â William J.Â McGannÂ 1,000,000Â Â Â 0Â Â Â 2.37Â Â OctoberÂ 17, 2027Â Â Â Â Â Â Â Â Robert Liscouski(3)Â 75,000Â Â Â 0Â Â Â 1.00Â Â MayÂ 22 2025Â Â 0Â Â Â 0Â Robert LiscouskiÂ 250,000Â Â Â 0Â Â Â 6.85Â Â AprilÂ 26, 2026Â Â Â Â Â Â Â Â Robert LiscouskiÂ 250,000Â Â Â 0Â Â Â 2.40Â Â JanuaryÂ 24, 2027Â Â Â Â Â Â Â Â Robert LiscouskiÂ 1,500,000Â Â Â 0Â Â Â 2.37Â Â OctoberÂ 17, 2027Â Â Â Â Â Â Â Â Robert LiscouskiÂ 150,000Â Â Â 0Â Â Â 2.61Â Â OctoberÂ 17, 2027Â Â Â Â Â Â Â Â Robert LiscouskiÂ 150,000Â Â Â 0Â Â Â 1.44Â Â DecemberÂ 27, 2028Â Â Â Â Â Â Â Â Â Â (1)Mr.Â Boehmlerâ€™s stock options expiring MarchÂ 28, 2027 and OctoberÂ 12, 2027 vest as follows: (i)Â 33,334 options vested on MarchÂ 28, 2023; (ii)Â 33,334 options vested on MarchÂ 28, 2024; and (iii)Â 33,332 options vest on MarchÂ 28, 2025. Mr.Â Boehmlerâ€™s stock options expiring on DecemberÂ 27, 2028 vest as follows: (i)Â 100,000 options vested on JulyÂ 1, 2023; (ii)Â 100,000 options vested on JulyÂ 1, 2024; and (iii)Â 100,000 options vest on JulyÂ 1, 2025. Mr.Â Boehmlerâ€™s stock options expiring October 4, 2029 vest as follows: (i)Â 48,611 vested as of October 4, 2024; and (ii)Â the remainder vest in equal monthly increments of 2,315 shares through JulyÂ 1, 2027, with the final month vesting 2,309 shares. Mr.Â Boehmlerâ€™s 129,850 shares of stock vest on DecemberÂ 31, 2025. (2)Dr.Â McGannâ€™s stock options expiring JanuaryÂ 24, 2027 vested as follows: (i)Â 178,333 options vested on JanuaryÂ 24, 2022; (ii)Â 178,333 options vested on JanuaryÂ 24, 2023; and (iii)Â 178,334 options vested on JanuaryÂ 24, 2024. Dr.Â McGannâ€™s stock options expiring on OctoberÂ 17, 2022 vested as follows: (i)Â 750,000 options vested on OctoberÂ 17, 2022; and (ii)Â 250,000 options vested on DecemberÂ 31, 2022. (3)Mr.Â Liscouskiâ€™s stock options expiring MayÂ 22, 2025 vested as follows: (i)Â 25,000 options vested on AprilÂ 8, 2021; (ii)Â 25,000 options vested on AprilÂ 8, 2022; and (iii)Â 25,000 options vested on AprilÂ 8, 2023. Mr.Â Liscouskiâ€™s stock options expiring AprilÂ 26, 2026 vested on AprilÂ 26, 2021. Mr.Â Liscouskiâ€™s stock options expiring JanuaryÂ 27, 2022 vested as follows: (i)Â 83,333 options vested on JulyÂ 15, 2022; (ii)Â 83,333 options vested on JulyÂ 15, 2023; and (iii)Â 83,334 options vested on JulyÂ 15, 2024. Mr.Â Liscouskiâ€™s stock options expiring OctoberÂ 17, 2027 with an exercise price of $2.37 vested as follows: (i)Â 1,000,000 options vested on OctoberÂ 17, 2022; and (ii)Â 500,000 options vested on December 31, 2022. Mr.Â Liscouskiâ€™s stock options expiring OctoberÂ 17, 2027 with an exercise price of $2.61 vested as follows: (i)Â 63,890 options vested on OctoberÂ 17, 2022; and (ii)Â the remainder vested in equal monthly increments of 2,778 shares through February 26, 2024, with the remaining 38,884 options vested March 15, 2024. Mr.Â Liscouskiâ€™s stock options expiring DecemberÂ 27, 2028 vested as follows: (i)Â 72,224 vested as of DecemberÂ 31, 2023; and (ii)Â the remainder vested in equal monthly increments of 2,778 shares through February 26, 2024, with the remaining 72,220 options vested March 15, 2024. Pursuant to Mr.Â Liscouskiâ€™s Separation Agreement all unvested options at the time of Mr. Liscouskiâ€™s Separation Agreement vested effective MarchÂ 15, 2024. Â Director Compensation Â The Companyâ€™s independent directors each received compensation of $9,000 per quarter for their services as directors, plus an additional $4,000 per quarter if they also served as a committee Chair, in fiscal year 2024. Â The following table presents the total compensation earned and paid to non-employeeÂ members of the Board for the fiscal year ended DecemberÂ 31, 2024. In addition to the compensation outlined below, we reimburse non-employeeÂ Directors for reasonable travel expenses and out-of-pocketÂ costs incurred in attending meetings of the Board or events that they attend on behalf of the Company. Â NameÂ Fees Earned or Paid in Cash ($)Â Â Stock Awards ($)Â Â Stock Options ($)Â Â Total ($)Â Robert LiscouskiÂ 129,032Â Â Â Â Â Â Â 0Â Â Â 0Â Â Â 129,032Â Robert FagensonÂ Â 52,000Â Â Â 0Â Â Â 32,492Â Â Â 84,492Â Michael TurmelleÂ 52,000Â Â Â 0Â Â Â 32,492Â Â Â 84,492Â Carl WeimerÂ 36,913Â Â Â 0Â Â Â 32,492Â Â Â 69,405Â Javad ShabaniÂ Â 27,320Â Â Â 0Â Â Â 27,433Â Â Â 67,129Â Â 54 Â Â SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT Â The following table sets forth certain information as of January 21, 2025 concerning the beneficial ownership of the Common Stock for (i)Â each director and director nominee, (ii)Â each named executive officer, and (iii)Â all executive officers and directors as a group. We do not believe that any person (including any â€œgroupâ€ as that term is used in SectionÂ 13(d)(3)Â of the ExchangeÂ Act), other than Dr.Â Huang, is the beneficial owner of 5% or more of the outstanding shares of Common Stock. The address for Dr.Â Huang is our corporate address at 5 Marine View Plaza, Suite 214, Hoboken, NJÂ 07030. Â Beneficial ownership has been determined in accordance with the rules of the SEC and is calculated based on 137,175,764 Â shares of Common Stock issued and outstanding on January 21, 2025. Shares of Common Stock subject to options, warrants, preferred stock or other securities convertible into or pursuant to which the holder has the right to acquire Common Stock that are currently exercisable or convertible, or that are exercisable or convertible within 60Â days of January 21, 2025, are deemed outstanding for computing the percentage of the person holding the option, warrant, preferred stock, or other such security but are not deemed outstanding for computing the percentage of any other person. Under the SEC rules, a person is deemed to be a â€œbeneficial ownerâ€ of a security if that person has or shares â€œvoting power,â€ which includes the power to vote or to direct the voting of such security, or â€œinvestment power,â€ which includes the power to dispose of or to direct the disposition of such security. Under these rules, more than one person may be deemed a beneficial owner of the same securities and a person may be deemed to be a beneficial owner of securities as to which such person has no economic interest. Â Except as indicated by the footnotes below, we believe, based on the information furnished to us, that the persons and entities named in the table below have sole voting and investment power with respect to all shares of Common Stock that they beneficially own. Â Name and Address of Beneficial OwnerÂ Common Stock Owned BeneficiallyÂ Â Percent of ClassÂ Named Executive Officers and DirectorsÂ Â Â Â Â Â William J.Â McGann, Chief Executive Officer(1)Â Â 1,697,100Â Â Â 1.218Â Chris Boehmler, Chief Financial Officer(2)Â Â 642,234Â Â Â 0.46Â Robert Fagenson(3)Â Â 750,000Â Â Â 0.53Â Michael Turmelle(4)Â Â 550,000Â Â Â 0.39Â Dr.Â Yuping Huang(5)Â Â 24,236,906Â Â Â 17.21Â Dr.Â Carl Weimer(6)Â Â 200,000Â Â Â 0.14Â Dr.Â Javad Shabani(7)Â Â 82,719Â Â Â 0.06Â All directors and officers as a group (8 persons)Â Â 28,158,959Â Â Â 20.00Â Other 5% shareholdersÂ 0Â Â Â 0Â TotalÂ 28,158,959Â Â Â 20.00Â Â Â Â *Less than 1% (1)Consists of 162,100Â shares of Common Stock owned currently and 1,535,000Â shares of Common Stock underlying vested options to purchase shares of common stock. (2)Consists of 320,010Â shares of Common Stock owned currently and 322,224Â shares of Common Stock underlying vested options to purchase shares of Common Stock (3)Consists of 100,000Â shares of Common Stock owned

currently and 650,000Â shares of Common Stock underlying vested options to purchase shares of Common Stock. (4)Consists of 550,000Â shares of Common Stock underlying vested options to purchase shares of Common Stock. (5)Consists of 23,936,906Â shares of Common Stock owned currently and 300,000Â shares of Common Stock underlying vested options to purchase shares of Common Stock. This does not include any shares that could be purchased upon exercise of unvested warrants received as consideration in the merger with QPhoton that may vest upon the exercise of outstanding options and other warrants held by officers, employees, directors and investors. (6)Consists of 200,000Â shares of Common Stock underlying vested options to purchase shares of Common Stock. (7)Consists of 12,500Â shares of Common Stock underlying vested options to purchase shares of Common Stock and 70,219Â shares of Common Stock underlying vested options to purchase shares of Common Stock. Â 55 Â Â Equity Compensation Plan Information Â On July 5, 2022, the Board adopted the 2022 Quantum Computing Inc. Equity and Incentive Plan (the â€œPlanâ€), which includes provisions for annual automatic evergreen increases of 1,000,000 shares of common stock. The total number of shares of our common stock reserved for the issuance under the Plan, as of January 21, 2025, is 19,000,000. The principal purpose of the Plan is to provide an incentive to designated employees, certain consultants and advisors who perform services for us and non-employee directors to contribute to our growth by continuing to align the interests of participants with the interests of our stockholders. The Plan was approved by a majority of the shareholders in September 2022. Â The table below sets forth certain information as of our fiscal year ended December 31, 2024 regarding the shares of our common stock available for grant or granted under our equity compensation plan. Â Plan CategoryÂ Number of securities to be issued upon exercise of outstanding options (2)Â Â Weighted-average exercise price of outstanding optionsÂ Â Number of securities available for future issuance under equity compensation plansÂ Equity compensation plan approved by security holders - 2022 Quantum Computing Inc. Equity Incentive Plan, as amendedÂ Â 10,451,865Â Â $1.78Â Â Â 3,351,341Â Equity compensation plan approved by security holders - 2019 Quantum Computing Inc. Equity Incentive Plan, as amendedÂ Â 1,227,084Â Â $2.43Â Â Â 0Â Equity compensation not approved by shareholders (1)Â Â 1,270,500Â Â $6.79Â Â Â 0Â Â Â (1) In addition to the stock options issued pursuant to our equity compensation plans, the Company has issued 1,270,500 non-qualified stock options to employees and advisors outside of the plans with a weighted average price of $6.79. (2) The total number of stock options issued and outstanding as of January 21, 2025 is 12,949,449. Â 56 Â Â CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE Â Â There have been no transactions involving the Company since January 1, 2023, or any currently proposed transactions, in which the Company was or is to be a participant and the amount involved exceeds $120,000, and in which any of our directors, executive officers or beneficial holders of more than 5% of our common stock, or any immediate family member of, or person sharing a household with, any of these individuals, had or will have a direct or indirect material interest, other than compensation arrangements that are described under the section captioned â€œExecutive Compensation.â€ Â Please see â€œBoard Composition and Determination of Director Independenceâ€ under â€œDirectors, Executive Officers and Corporate Governanceâ€ for a discussion of our independent directors. Â 57 Â Â SELLING STOCKHOLDERS Â We are registering the shares of Common Stock in order to permit the Selling Stockholders to offer these shares for resale from time to time. Except for the investment in the Common Stock being registered hereunder, and their investment in (i) registered direct offerings that closed on November 18, 2024 and December 12, 2024, and (i) the December PIPE, the Selling Stockholders have not had any material relationship with us within the past three years. The shares of Common Stock issued in the registered direct offering and the December PIPE were registered separately. For additional information regarding the registration statements, see â€œRecent Developmentsâ€”November 2024 Registered Direct Offeringâ€ and â€œRecent Developmentsâ€” December 2024 Offeringsâ€œ under â€œProspectus Summaryâ€ above. Â We have entered into the Purchase Agreements with the Selling Stockholders whereby we have agreed to file a registration statement for the registration of the shares of Common Stock issued pursuant to the Purchase Agreements. Pursuant to the terms of the Purchase Agreements, the Company has agreed to file a registration statement within thirty (30) days of the closing of the Placement. The registration statement, of which this prospectus forms a part of, is being filed pursuant to the Purchase Agreement. For additional information regarding the issuances of those shares of Common Stock, see â€œRecent Developmentsâ€”January 2025 Offeringsâ€ under â€œProspectus Summaryâ€ above. Â The table below lists the Selling Stockholders and other information regarding the beneficial ownership of the shares of Common Stock by the Selling Stockholders. The second column lists the number of shares of Common Stock beneficially owned by the Selling Stockholders, based on its ownership of the shares of Common Stock, as of the date hereof. The third column lists the shares of Common Stock being offered by this prospectus by the Selling Stockholders. The fourth column assumes the sale of all of the shares offered by the Selling Stockholders pursuant to this prospectus. Â The Selling Stockholders may sell all, some or none of their shares in this offering. See â€œPlan of Distribution.â€ Â Name of Selling StockholdersÂ Number of Shares of Common Stock Owned Prior to OfferingÂ Â Maximum Number of shares of Common Stock to be Sold Pursuant to this ProspectusÂ Â Number of shares of Common Stock Owned After the Offering (1)Â Alyeska Master Fund, L.P. (2)Â Â 4,081,633Â Â Â 4,081,633Â Â Â 0Â Anson Investments Master Fund LP (3)Â Â 2,530,612Â Â Â 2,530,612Â Â Â 0Â Anson East Master Fund LP (4)Â Â 734,695Â Â Â 734,695Â Â Â 0Â Anson Opportunities Master Fund LP (5)Â Â 816,326Â Â Â 816,326Â Â Â 0Â American Capital Partners, LLC (6)Â Â 326,531Â Â Â 326,531Â Â Â 0Â TotalÂ Â Â Â Â Â 8,489,797Â Â Â 0Â Â Â (1)Assumes that the Selling Stockholders sell all of the Common Stock offered pursuant to this prospectus. (2)Alyeska Investment Group, L.P., the investment manager of Alyeska Master Fund, L.P. (the â€œSelling Securityholderâ€), has voting and investment control of the shares held by the Selling Securityholder. Anand Parekh is the Chief Executive Officer of Alyeska Investment Group, L.P. and may be deemed to be the beneficial owner of such shares. Mr. Parekh, however, disclaims any beneficial ownership of the shares held by the Selling Securityholder. The registered address of Alyeska Master Fund, L.P. is at c/o Maples Corporate Services Limited, P.O. Box 309, Ugland House, South Church Street George Town, Grand Cayman, KY1-1104, Cayman Islands. Alyeska Investment Group, L.P. is located at 77 W. Wacker, Suite 700, Chicago IL 60601. (3)Anson Advisors Inc and Anson Funds Management LP, the Co-Investment Advisers of Anson Investments Master Fund LP (â€œAnsonâ€), hold voting and dispositive power over the Common Shares held by Anson. Tony Moore is the managing member of Anson Management GP LLC, which is the general partner of Anson Funds Management LP. Moez Kassam and Amin Nathoo are directors of Anson Advisors Inc. Mr. Moore, Mr. Kassam and Mr. Nathoo each disclaim beneficial ownership of these Common Shares except to the extent of their pecuniary interest therein. The principal business address of Anson is Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1- 1104, Cayman Islands. (4)Anson Advisors Inc and Anson Funds Management LP, the Co-Investment Advisers of Anson East Master Fund LP (â€œAnsonâ€), hold voting and dispositive power over the Common Shares held by Anson. Tony Moore is the managing member of Anson Management GP LLC, which is the general partner of Anson Funds Management LP. Moez Kassam and Amin Nathoo are directors of Anson Advisors Inc. Mr. Moore, Mr. Kassam and Mr. Nathoo each disclaim beneficial ownership of these Common Shares except to the extent of their pecuniary interest therein. The principal business address of Anson is Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. (5)Anson Advisors Inc and Anson Funds Management LP, the Co-Investment Advisers of Anson Opportunities Master Fund LP (â€œAnsonâ€), hold voting and dispositive power over the Common Shares held by Anson. Tony Moore is the managing member of Anson Management GP LLC, which is the general partner of Anson Funds Management LP. Moez Kassam and Amin Nathoo are directors of Anson Advisors Inc. Mr. Moore, Mr. Kassam and Mr. Nathoo each disclaim beneficial ownership of these Common Shares except to the extent of their pecuniary interest therein. The principal business address of Anson is Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1- 1104, Cayman Islands. (6) In connection with the registered direct offering that closed on November 18, 2024, American Capital Partners, LLC received warrants to purchase up to 800,000 shares of Common Stock which will be exercisable beginning on May 13, Â 2025 and in connection with the December PIPE and concurrent registered direct offering, it received warrants to purchase up to 500,000 shares of Common Stock which will be exercisable beginning on June 8, 2025.Â The 1,300,000 shares underlying these warrants have been separately registered for resale as noted above. Â Includes 326,531 Placement Agent Warrant Shares. Edward Cahill, President and Officer of the Corporation of American Capital Partners, LLC has voting and investment power over the securities held by the Selling Stockholder. The address of the Selling Stockholder is 205 Oser Avenue, Hauppauge, NY 11788. 58 Â Â PLAN OF DISTRIBUTION Â The Selling Stockholders of the securities and any of their pledgees, assignees and successors-in-interest may, from time to time, sell any or all of their securities covered hereby on the principal Trading Market or any other stock exchange, market or trading facility on which the securities are traded or in private transactions. These sales may be at fixed or negotiated prices. A Selling Stockholders may use any one or more of the following methods when selling securities: Â â—ordinary brokerage transactions and transactions in which the broker-dealer solicits purchasers; Â â—block trades in which the broker-dealer will attempt to sell the securities as agent but may position and resell a portion of the block as principal to facilitate the transaction; Â â—purchases by a broker-dealer as principal and resale by the broker-dealer for its account; Â â—an exchange distribution in accordance with the rules of the applicable exchange; Â â—privately negotiated transactions; Â â—settlement of short sales that are not in violation of Regulation SHO; Â â—in transactions through broker-dealers that agree with the Selling Stockholders to sell a specified number of such securities at a stipulated price per security; Â â—through the writing or settlement of options or other hedging transactions, whether through an options exchange or otherwise; Â â—a combination of any such methods of sale; or Â â—any other method permitted pursuant to applicable law. Â The Selling Stockholders may also sell securities under Rule 144 or any other exemption from registration under the Securities Act of 1933, as amended (the â€œSecurities Actâ€), if available, rather than under this prospectus. Â Broker-dealers engaged by the Selling Stockholders may arrange for other brokers-dealers to participate in sales. Broker-dealers may receive commissions or discounts from the Selling Stockholders (or, if any broker-dealer acts as agent for the purchaser of securities, from the purchaser) in amounts to be negotiated, but, except as set forth in a supplement to this prospectus, in the case of an agency transaction not in excess of a customary brokerage commission in compliance with FINRA Rule 2440; and in the case of a principal transaction a markup or markdown in compliance with FINRA IM- 2440. Â In connection with the sale of the securities or interests therein, the Selling Stockholders may enter into hedging transactions with broker-dealers or other financial institutions, which may in turn engage in short sales of the securities in the course of hedging the positions they assume. The Selling Stockholders may also sell securities short and deliver these securities to close out their short positions, or loan or pledge the securities to broker-dealers that in turn may sell these securities. The Selling Stockholders may also enter into option or other transactions with broker-dealers or other financial institutions or create one or more derivative securities which require the delivery to such broker-dealer or other financial institution of securities offered by this prospectus, which securities such broker-dealer or other financial institution may resell pursuant to this prospectus (as supplemented or amended to reflect such transaction). Â The Selling Stockholders and any broker-dealers or agents that are involved in selling the securities may be deemed to be â€œunderwritersâ€ within the meaning of the Securities Act in connection with such sales. In such event, any commissions received by such broker-dealers or agents and any profit on the resale of the securities purchased by them may be deemed to be underwriting commissions or discounts under the Securities Act. The Selling Stockholders has informed the Company that it does not have any written or oral agreement or understanding, directly or indirectly, with any person to distribute the securities. Â The Company is required to pay certain fees and expenses incurred by the Company incident to the registration of the securities. The Company has agreed to indemnify the Selling Stockholders against certain losses, claims, damages and liabilities, including liabilities under the Securities Act. Â We agreed to keep this prospectus effective until the earlier of (i) the date on which the securities may be resold by the Selling Stockholder without registration and without regard to any volume or manner-of-sale limitations by reason of Rule 144, without the requirement for the Company to be in compliance with the current public information under Rule 144 under the Securities Act or any other rule of similar effect or (ii) all of the securities have been sold pursuant to this prospectus or Rule 144 under the Securities Act or any other rule of similar effect. The resale securities will be sold only through registered or licensed brokers or dealers if required under applicable state securities laws. In addition, in certain states, the resale securities covered hereby may not be sold unless they have been registered or qualified for sale in the applicable state or an exemption from the registration or qualification requirement is available and is complied with. Â 59 Â Â DESCRIPTION OF CAPITAL STOCK Â In the discussion that follows, we have summarized selected provisions of our certificate of incorporation, bylaws and the Delaware General Corporation Law relating to our capital stock. This summary is not complete. This discussion is subject to the relevant provisions of Delaware law and is qualified by reference to our certificate of incorporation and our bylaws. You should read the provisions of our certificate of incorporation and our bylaws as currently in effect for provisions that may be important to you. Â Authorized Capital Shares Â Our authorized capital stock consists of 250,000,000 shares of Common Stock, and 10,000,000 share of blank check preferred stock, par value $0.0001 per share, of which 1,550,000 shares are designated as Series A Convertible Preferred Stock, and 3,079,864 shares are designated as Series B Convertible Preferred Stock. Â Common Stock Â Dividend Rights Â Subject to preferences that may apply to any shares of preferred stock outstanding at the time, the holders of our Common Stock may, receive dividends out of funds legally available if our Board, in its discretion, determines to issue dividends and then only at the times and in the amounts that our Board may determine. We have not paid any dividends on our Common Stock and do not contemplate doing so in the foreseeable future. Â Voting Rights Â Each stockholder is entitled to one vote for each share of Common Stock held by such shareholder. Â No Preemptive or Similar Rights Â Our Common Stock is not entitled to preemptive rights, and is not subject to conversion, redemption or sinking fund provisions. Â Right to Receive Liquidation Distributions Â Holders of Common Stock are entitled to dividends when, and if, declared by the Board of Directors out of funds legally available therefore; and then, only after all preferential dividends have been paid on any outstanding Preferred Stock. The Company has not had any earnings and it does not presently contemplate the payment of any cash dividends in the foreseeable future. Â Transfer Agent and Registrar Â The transfer agent and registrar for our Common Stock is ClearTrust, LLC with an address at 16540 Pointe Village Drive, Suite 210, Lutz, FL 33558. Their phone number is (813) 235-4490. Â Delaware Anti-Takeover Law and Certain Charter and Bylaw Provisions Â The following is a summary of certain provisions of Delaware law, our Certificate of Incorporation and our bylaws. This summary does not purport to be complete and is qualified in its entirety by reference to the corporate law of Delaware and our Certificate of Incorporation and bylaws. Â Effect of Delaware Anti-Takeover Statute.â€ƒWe are subject to Section 203 of the Delaware General Corporation Law, an anti-takeover law. In general, Section 203 prohibits a Delaware corporation from engaging in any business combination (as defined below) with any interested stockholder (as defined below) for a period of three years following the date that the stockholder became an interested stockholder, subject to certain exceptions. Â 60 Â Â Section 203 defines â€œbusiness combinationâ€ to include the following: Â â—any merger or consolidation involving the corporation and the interested stockholder; Â â—any sale, transfer, pledge or other disposition of 10% or more of the assets of the corporation involving the interested stockholder; Â â—subject to certain exceptions, any transaction that results in the issuance or transfer by the corporation of any stock of the corporation to the interested stockholder; Â â—subject to limited exceptions, any transaction involving the corporation that has the effect of increasing the proportionate share of the stock of any class or series of the corporation beneficially owned by the interested stockholder; or Â â—the receipt by the interested stockholder of the benefit of any loans, advances, guarantees, pledges or other financial benefits provided by or through the corporation. Â In general, Section 203 defines an interested stockholder as any entity or person beneficially owning 15% or more of the outstanding voting stock of the corporation, or who beneficially owns 15% or more of the outstanding voting stock of the corporation at any time within a three-year period immediately prior to the date of determining whether such person is an interested stockholder, and any entity or person affiliated with or controlling or controlled by any of these entities or persons. Â Our Charter Documents. Our charter documents include provisions that may have the effect of discouraging, delaying or preventing a change in control or an unsolicited acquisition proposal that a stockholder might consider favorable, including a proposal that might result in the payment of a premium over the market price for the shares held by our stockholders. Certain of these provisions are summarized in the following paragraphs. Â Cumulative Voting. Our Certificate of Incorporation does not provide for cumulative voting in the election of directors, which would allow holders of less than a majority of the stock to elect some directors. Â Special Meeting of Stockholders and Stockholder Action by Written Consent. A special meeting of stockholders may only be called by the Board of Directors, the Chairman of the Board or the Chief Executive Officer at any time. Â Indemnification of Officers and Directors. The Company shall indemnify its officers and directors under the circumstances and to the full extent permitted by law. A director of the Company shall not be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the directorâ€™s duty of loyalty to the Company or its stockholders, (ii) for acts or omissions not in good faith or which involved intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL for unlawful payment of dividends or improper redemption of stock, or (iv) for any transaction from which the director derived an improper personal benefit. If the DGCL is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Company, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the DGCL, as amended. Any repeal or modification of this paragraph by the stockholders of the Company shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Company existing at the time of such repeal or modification. Â 61 Â Â CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON

ACCOUNTING AND FINANCIAL DISCLOSURE Â Effective May 3, 2024, the Company dismissed BF Borgers CPA PC (â€œBF Borgersâ€) as its independent registered public accounting firm. On May 3, 2024, the Securities and Exchange Commission (the â€œCommissionâ€) issued an order reporting that it had settled administrative and cease-and-desist proceedings against the Companyâ€™s former auditor, BF Borgers, and its sole audit partner, Benjamin F. Borgers CPA, permanently barring BF Borgers and Mr. Borgers from appearing or practicing before the Commission as an accountant. Â Effective June 6, 2024, the Audit Committee of the Board of Directors of the Company appointed BPM LLP (â€œBPMâ€) as the Companyâ€™s independent registered public accounting firm to re-audit the Companyâ€™s consolidated financial statements for the years ended December 31, 2022 and 2023, as well as to audit the Companyâ€™s consolidated financial statements for the current fiscal year ending December 31, 2024. Â During the fiscal years ended December 31, 2022 and 2023, or during any subsequent interim period prior to the engagement of BPM, neither the Company nor anyone on its behalf consulted with BPM with respect to (a) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's consolidated financial statements, and neither a written report nor oral advice was provided to the Company that BPM concluded was an important factor considered by the Company in reaching a decision as to any accounting, auditing or financial reporting issue, or (b) any matter that was either the subject of a "disagreement" within the meaning of Item 304(a)(1)(iv) of Regulation S-K and the related instructions or a "reportable event" with the meaning of Item 304(a)(1)(v) of Regulation S-K. Â BF Borgersâ€™ audit reports on the Companyâ€™s consolidated financial statements as of and for the fiscal years ended December 31, 2023 and December 31, 2022 did not contain an adverse opinion or a disclaimer of opinion and were not qualified or modified as to audit scope or accounting principles. Â During the fiscal years ended December 31, 2023 and 2022, and the subsequent interim period through the date of this report, there were no disagreements, as that term is defined inÂ Item 304(a)(1)(iv) ofÂ Regulation S-K, between the Company and BF Borgers on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to BF Borgersâ€™ satisfaction, would have caused BF Borgers to make reference to such disagreements in its audit reports. Â During the fiscal years ended December 31, 2023 and 2022, and the subsequent interim period through the date of this report, there were no reportable events within the meaning ofÂ Item 304(a)(1)(v) ofÂ Regulation S-K. Â The U.S. Securities and Exchange Commission (the â€œSECâ€) has advised that, in lieu of obtaining a letter from BF Borgers stating whether or not it agrees with the statements herein, the Company may indicate that BF Borgers is not currently permitted to appear or practice before the SEC for reasons described in the SECâ€™s Order Instituting Public Administrative and Cease-and-Desist Proceedings Pursuant to Section 8A of theÂ Securities Act of 1933, Sections 4C and 21C of theÂ Securities Exchange Act of 1934Â andÂ Rule 102(e) of the Commissionâ€™s Rules of Practice, Making Findings, and Imposing Remedial Sanctions and a Cease-and-Desist Order, dated May 3, 2024. Â 62 Â Â LEGAL MATTERS Â Lucosky Brookman LLP serves as our legal counsel in connection with this offering. Â EXPERTS Â The consolidated financial statements of Quantum Computing Inc. and subsidiaries as of December 31, 2023 and 2022 and for each of the two years in the period ended December 31, 2023, included in this prospectus have been so included in reliance on the report (which contains an explanatory paragraph relating to the Companyâ€™s ability to continue as a going concern as described in Note 1 to the consolidated financial statements) of BPM LLP, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting. Â WHERE YOU CAN FIND MORE INFORMATION Â This prospectus is part of a registration statement on Form S-1 that we filed with the SEC. Certain information in the registration statement has been omitted from this prospectus in accordance with the rules and regulations of the SEC. Whenever a reference is made in this prospectus to any of our contracts, agreements or other documents, the reference may not be complete and you should refer to the exhibits that are a part of the registration statement or the exhibits to the reports or other documents incorporated by reference into this prospectus for a copy of such contract, agreement or other document. Because we are subject to the information and reporting requirements of the Exchange Act, we file annual, quarterly and current reports, proxy statements and other information with the SEC. Our SEC filings are available to the public over the internet at the SECâ€™s website at http://www.sec.gov. Â 63 Â Â QUANTUM COMPUTING INC. IN EX TO FINANCIAL STATEMENTS Â Financial Statements as of and for the Years Ended December 31, 2023 and 2022 Â Description Â PageÂ Â Report of Independent Registered Public Accounting Firm (PCAOB ID: 207) Â F-2 Consolidated Balance Sheets Â F-3 Consolidated Statements of Operations Â F-4 Consolidated Statements of Stockholdersâ€™ Equity Â F-5 Consolidated Statements of Cash Flows Â F-6 Notes to the Consolidated Financial Statements Â F-7 to F-29 Â Financial Statements as of and for the Periods Ended September 30, 2024 and 2023 (Unaudited) Â Description Â PageÂ Condensed Consolidated Balance Sheets Â F-30 Condensed Consolidated Statements of Operations Â F-31 Condensed Consolidated Statements of Stockholdersâ€™ Equity Â F-32 to F-33 Condensed Consolidated Statements of Cash Flows Â F-34 Notes to the Consolidated Unaudited Condensed Financial Statements Â F-35 to F-53 Â F-1 Â Â REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM Â To the Board of Directors and Stockholders of Quantum Computing Inc. Â Opinion on the Consolidated Financial Statements Â We have audited the accompanying consolidated balance sheets of Quantum Computing Inc. (a Delaware Corporation) and its subsidiaries (collectively, the â€œCompanyâ€) as of December 31, 2023 and 2022, and the related consolidated statements of operations, stockholdersâ€™ equity, and cash flows for each of the two years in the period ended December 31, 2023, 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 consolidated financial position of the Company as of December 31, 2023 and 2022, and the consolidated results of its operations and its consolidated cash flows for each of the two years in the period ended December 31, 2023, in conformity with accounting principles generally accepted in the United States of America. Â Going Concern Uncertainty Â The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the consolidated financial statements, the Companyâ€™s recurring losses from operations, available cash, and cash used in operations raises substantial doubt about the Companyâ€™s ability to continue as a going concern. Managementâ€™s plans regarding these matters are also described in Note 1. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty. 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 financing 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 matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates. Â Valuation of intangible assets acquired in a business combination Â As described in Note 4, on June 16, 2022, the Company merged with QPhoton, Inc., which was accounted for as a business combination using the acquisition method of accounting. The acquired intangible assets principally consisted of non-compete agreement with founder, trademarks, and patents, along with goodwill. The net carrying values of the identified intangible assets and goodwill as of December 31, 2023 were $12.1 million and $55.6 million, respectively. Â The principal considerations for our determination that performing procedures relating to the valuation of intangible assets acquired in a business combination is a critical audit matter are due to the significant amount of judgment by management required in estimating their acquisition date fair values, including the use of valuation methodologies that were sensitive to significant assumptions, which were affected by expected future market or economic conditions, which in turn led to significant auditor judgment, subjectivity and effort in performing audit procedures and evaluating audit evidence relating to the analysis. Â Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included, among others, assessing the appropriateness of the valuation methodologies and testing the significant assumptions discussed above and the completeness and accuracy of the underlying data used by the Company, including evaluating the reasonableness of assumptions used to determine the projected revenue growth rates by comparing the forecasted assumptions to historical performance, projected industry growth rates, and other factors considered by management in developing the model. Â /s/ BPM LLP Â We have served as the Companyâ€™s auditor since 2024. Â San Jose, California September 11, 2024 Â F-2 Â Â QUANTUM COMPUTING INC. Consolidated Balance Sheets (In thousands, except par value) Â Â Â DecemberÂ 31,Â Â DecemberÂ 31,Â Â Â 2023Â Â 2022Â Â Â (Restated) (1)Â Â (Restated) (1)Â AssetsÂ Â Â Â Â Current assetsÂ Â Â Â Â Cash and cash equivalentsÂ $2,059Â Â $5,308Â Accounts receivableÂ Â 65Â Â Â 13Â InventoryÂ Â 73Â Â Â Â -Â Loans receivable, net of provision for credit losses of $279 and zeroÂ Â 279Â Â Â Â -Â Prepaid expenses and other current assetsÂ Â 180Â Â Â Â 129Â Total current assetsÂ Â 2,656Â Â Â Â 5,450Â Property and equipment, netÂ Â 2,870Â Â Â Â 975Â Operating lease right-of-use assetsÂ Â 1,051Â Â Â Â 1,273Â Intangible assets, netÂ Â 12,076Â Â Â Â 15,180Â GoodwillÂ Â 55,573Â Â Â Â 55,573Â Other non-current assetsÂ Â 129Â Â Â Â 60Â Total assetsÂ $74,355Â Â Â $78,511Â Â Â Â Â Â Â Â Â Â Â Liabilities and Stockholdersâ€™ EquityÂ Â Â Â Â Â Â Â Â Â Â Current liabilitiesÂ Â Â Â Â Â Â Â Â Â Â Accounts payableÂ $1,462Â Â Â $872Â Accrued expensesÂ Â 639Â Â Â Â 2,961Â Financial liabilities, current, net of issuance costsÂ Â 1,925Â Â Â Â -Â Other current liabilitiesÂ Â 786Â Â Â Â 760Â Total current liabilitiesÂ Â 4,812Â Â Â Â 4,593Â Financial liabilities, net of issuance costsÂ Â -Â Â Â Â 7,188Â Warrant liabilityÂ Â -Â Â Â Â 528Â Operating lease liabilitiesÂ Â 840Â Â Â Â 1,078Â Total liabilitiesÂ Â 5,652Â Â Â Â 13,387Â Contingencies (see Note 9)Â Â Â Â Â Â Â Â Â Â Stockholdersâ€™ equityÂ Â Â Â Â Â Â Â Â Â Â Preferred stock, $0.0001 par value, 1,550 shares Series A Preferred authorized; 1,490 and 1,500 shares issued and outstanding as of December 31, 2023 and 2022, respectively; 3,080 shares of Series B Preferred Stock authorized, no shares issued and outstanding as of December 31, 2023 and 2022Â Â -Â Â Â -Â Common stock, $0.0001 par value, 250,000 shares authorized; 77,451 and 55,963 shares issued and outstanding as of December 31, 2023 and December 31, 2022, respectivelyÂ Â 8Â Â Â Â 6Â Additional paid-in capitalÂ Â 200,635Â Â Â Â 169,175Â Accumulated deficitÂ Â (131,940)Â Â Â (104,057) Total stockholdersâ€™ equityÂ Â 68,703Â Â Â Â 65,124Â Total liabilities and stockholdersâ€™ equityÂ $74,355Â Â Â $78,511Â Â Â (1)As described in Note 3 to the Consolidated Financial Statements appearing elsewhere in this Amendment, we have restated the Consolidated Financial Statements. Â The accompanying notes are an integral part of these consolidated financial statements. Â F-3 Â Â QUANTUM COMPUTING INC. Consolidated Statements of Operations (In thousands, except per share data) Â Â Â Year Ended DecemberÂ 31,Â Â Â 2023Â Â 2022Â Â Â (Restated) (1)Â Â (Restated) (1)Â Total revenueÂ $358Â Â $136Â Cost of revenueÂ Â 196Â Â Â Â 61Â Gross profitÂ Â 162Â Â Â Â 75Â Research and developmentÂ Â 8,891Â Â Â Â 5,216Â Sales and marketingÂ Â 1,806Â Â Â Â 2,092Â General and administrativeÂ Â 15,708Â Â Â Â 21,412Â Operating expensesÂ Â 26,405Â Â Â Â 28,720Â Loss from operationsÂ Â (26,243)Â Â Â (28,645) Non-operating income (expense)Â Â Â Â Â Â Â Â Interest and other incomeÂ Â 295Â Â Â Â 47Â Interest expense, netÂ Â (1,602)Â Â Â (772) Change in value of warrant liabilityÂ Â Â 528Â Â Â Â 3,392Â Loss before income tax provisionÂ Â Â (27,022)Â Â Â (25,978) Income tax provisionÂ Â -Â Â Â -Â Net lossÂ Â Â (27,022)Â Â Â (25,978) Â Â Â Â Â Â Â Â Â Â Less: Series A convertible preferred stock dividendsÂ Â 861Â Â Â Â 889Â Net loss available to common stockholdersÂ $(27,883)Â $(26,867) Â Â Â Â Â Â Â Â Â Â Loss per share â€“ basic and dilutedÂ $(0.42)Â $(0.73) Weighted average shares used in computing net loss per common share â€“ basic and dilutiveÂ Â 66,611Â Â Â Â 36,680Â Â Â (1)As described in Note 3 to the Consolidated Financial Statements appearing elsewhere in this Amendment, we have restated the Consolidated Financial Statements. Â The accompanying notes are an integral part of these consolidated financial statements. Â F-4 Â Â QUANTUM COMPUTING INC. Consolidated Statements of Stockholdersâ€™ Equity (In thousands, except par value) Â Â Â Series A Preferred StockÂ Â Common StockÂ Â Additional-inÂ Â AccumulatedÂ Â Total Stockholdersâ€™Â Â Â SharesÂ Â AmountÂ Â SharesÂ Â AmountÂ Â CapitalÂ Â DeficitÂ Â EquityÂ Â Â Â Â Â Â Â Â Â Â

changed from â€œIBGHâ€ to â€œQUBTâ€. On July 15, 2021 the Company uplisted to the Nasdaq Stock Market LLC (â€œNasdaqâ€). On June 16, 2022, the Company merged with QPhoton, Inc. (â€œQPhotonâ€), a developer of quantum photonic systems and related technologies and applications. Â Nature of Business Â QCi is an American company utilizing integrated photonics and non-linear quantum optics to deliver quantum and ancillary non-quantum products for high-performance computing applications based on proprietary photonics technology. Quantumâ€™s products are designed to operate at room temperature and low power. Our core photonics technology enables the execution of a go-to-market strategy which emphasizes accessibility and affordability. Our quantum systems enable subject matter experts (SMEs) and end users to deliver critical business solutions today. Â The Company initially focused on providing software tools and applications for several commercially available quantum computers. However, following the June 2022 merger with QPhoton and its associated intellectual property and engineering team, the Company now offers integrated high-performance quantum systems, ancillary non-quantum products and services.Â The core of our quantum offerings today is our Entropy Quantum Computing (â€œEQCâ€) technology. We have built room-temperature, photonic quantum information processing systems underpinned by a series of patented and patent pending technologies. Our technology, supported by professional services through our â€œQuantum Solutionsâ€ offering, enables our clients to solve complex optimization problems. In addition, our engineering teams are using our leading-edge photonics technology to continue to enhance and further develop quantum LIDAR sensing and imaging systems, quantum-secured network solutions, and photonic chips. Â Going Concern Â The accompanying consolidated financial statements have been prepared on a going concern basis, which contemplates the continuity of operations, the realization of assets, and the satisfaction of liabilities in the normal course of business. Cash and cash equivalents on hand were $2.1 million as of December 31, 2023. The Company has historically incurred losses and negative cash flows from operations. As of December 31, 2023, the Company also had an accumulated deficit of $131.9 million and a working capital deficit of $2.2 million. Furthermore, we have not achieved a level of sales adequate to support the Companyâ€™s cost structure and may need to raise additional funds in the next twelve months by selling additional equity or incurring debt. It is managementâ€™s opinion that these conditions raise substantial doubt about our ability to continue as a going concern. Â Note 2 â€“ Significant Accounting Policies: Â Basis of Presentation and Principles of Consolidation: Â The Company prepares its consolidated financial statements in conformity with accounting principles generally accepted in the United States of America (â€œU.S. GAAPâ€) as determined by the Financial Accounting Standards Board (the â€œFASBâ€), including ASC 810, Consolidation. The accompanying consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation. The Companyâ€™s fiscal year end is December 31.Â F-7 Â Â Risk and Uncertainties Â The Company is subject to certain risks and uncertainties and believes changes in any of the following areas could have a material adverse effect on the Companyâ€™s future financial position or results of operations or cash flows: new product development, including market receptivity; litigation or claims against the Company based on intellectual property, patent, product regulation or other factors; competition from other products; general economic conditions; the ability to attract and retain qualified employees; and, ultimately, to sustain profitable operations. Â Use of Estimates Â These consolidated financial statements have been prepared in accordance with U.S. GAAP, which requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Some of the more significant estimates required to be made by management include the valuation of goodwill and intangible assets, deferred tax assets, equity-based transactions and liquidity assessment. Actual results may differ from these estimates. Â Cash and Cash Equivalents Â Highly liquid investments with a maturity of three months or less when purchased are considered to be cash equivalents. As of December 31, 2023 and 2022, there were no cash equivalents. The Company maintains its cash in deposit and money market accounts with high quality financial institutions which, at times, may exceed federally insured limits. The Company has not experienced any losses on these deposits and believes it is not exposed to significant credit risk on cash.Â Revenue Â The Company recognizes revenue in accordance with ASC 606, Revenue from Contracts with Customers, by analyzing contracts with its customers using a five-step approach: Â Â 1. Identify the contract Â Â Â Â 2. Identify the performance obligations Â Â Â Â 3. Determine the transaction price Â Â Â Â 4. Allocate the transaction price to the performance obligations Â Â Â Â 5. Recognize revenue when performance obligations are satisfied Â The Company recognized a small amount of revenue in 2023 and 2022, which was primarily derived from contracts to perform professional services. Revenue from time and materials-based contracts is recognized as the direct hours worked during the period times the contractual hourly rate, plus direct materials and other direct costs as appropriate, plus negotiated materials handling burdens, if any. Revenue from units-based contracts is recognized as the number of units delivered or performed during the period times the contractual unit price. Revenue from fixed price contracts is recognized as work is performed with estimated profits recorded on a percentage of completion basis. The Company has no cost-plus type contracts at this time. Â The Company includes depreciation and amortization expenses in manufacturing overhead, which is a component of cost of revenue. However, at the present time manufacturing overhead, including depreciation and amortization expense related to production equipment, is not material and the primary components of cost of revenue are direct labor and direct materials, with a small amount of shipping expenses. Â Accounts Receivable Â Accounts receivable consists of amounts due from customers for work performed on contracts. The Company records accounts receivable at their net realizable value. Periodically the Company evaluates its accounts receivable to establish a provision for credit losses, when deemed necessary, based on the history of past write-offs, collections and current credit conditions. Within 2022, certain accounts receivable, attributable to a single customer, were determined not to be collectible and management recorded a provision and wrote off the uncollectible receivables against that account. The customer accounts receivable as of December 31, 2023 are considered fully collectible and thus management has not recorded a provision for credit losses.Â F-8 Â Â Provision for Credit Losses Â The Company estimates losses on loans and other financial instruments in accordance with Accounting Standards Update (â€œASUâ€) 2016-13, Measurement of Credit Losses on Financial Instruments. ASU 2016-13 introduces the current expected credit losses (â€œCECLâ€) methodology for estimating allowances for credit losses. The CECL framework requires the Company to measure all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions and reasonable and supporting forecasts. Under CECL, the allowance for credit losses is measured as the difference between the financial assetâ€™s cost basis and the net amount expected to be collected on the financial asset. CECL allows us to use information about past events including historical loan loss experience, current conditions, and reasonable and supportable forecasts to assess the collectability of the financial assets. The receivables for financial assets as of December 31, 2023 are not considered fully collectible and thus management has recorded a provision for credit losses. Note 10, Loan Receivable, for additional information. Â Inventory Â Inventory is stated at the lower of cost or net realizable value. Cost is determined on a standard cost basis which approximates actual cost on a first in-first out (â€œFIFOâ€) method. Lower of cost or net realizable value is evaluated by considering obsolescence, excessive levels of inventory, deterioration and other factors. Adjustments to reduce the cost of inventory to its net realizable value, if required, are made for estimated excess, obsolescence or impaired inventory and are charged to cost of revenue. Once the cost of the inventory is reduced, a new lower-cost basis for that inventory is established, and subsequent changes in facts and circumstances do not result in the restoration or increase in that newly established cost basis. Factors influencing these adjustments include changes in demand, product life cycle and development plans, component cost trends, product pricing, physical deterioration and quality issues. Revisions to these adjustments would be required if these factors differ from our estimates. Â Operating Leases Â The Company determines if an arrangement is a lease at inception. Operating lease right-of-use (â€œROUâ€) assets are included in right-of-use assets, net on the consolidated balance sheets. The current and long-term components of operating lease liabilities are included in the current operating lease liabilities and non-current operating lease liabilities, respectively, on the consolidated balance sheets. Â Operating lease ROU assets and operating lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term. As most of the Companyâ€™s leases do not provide an implicit rate, the Company uses an incremental borrowing rate based on the information available at the commencement date in determining the present value of future payments. Certain leases may include options to extend or terminate the lease. Lease expense for minimum lease payments is recognized on a straight-line basis over the lease term. Leases with an initial term of 12 months or less are not recorded on the consolidated balance sheet. All of our operating leases are comprised of office space leases, and as of December 31, 2023 and 2022, we had no finance leases. Â Business Combinations and Valuation of Goodwill Â We account for business combinations under the acquisition method of accounting. This method requires the recording of acquired assets and assumed liabilities at their acquisition date fair values. The excess of the purchase price over the fair value of assets acquired and liabilities assumed is recorded as goodwill. Results of operations related to business combinations are included prospectively beginning with the date of acquisition and transaction costs related to business combinations are recorded withing general and administrative expenses.Â F-9 Â Â The Company reviews goodwill for impairment on an annual basis or whenever events or changes in circumstances indicate the carrying value may not be recoverable. The Company performs an annual impairment test by comparing the fair value of a reporting unit with its carrying amount. An impairment charge should be recognized for the amount by which the carrying amount exceeds the reporting unitâ€™s fair value; however, the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. In addition, income tax effects from any tax-deductible goodwill carrying amount of the reporting unit should be considered when measuring the goodwill impairment loss, if applicable. The Company has determined that it has a single reporting unit for purposes of performing its goodwill impairment test. As the Company uses the market approach to assess impairment, its common stock price is an important component of the fair value calculation. If the Companyâ€™s stock price continues to experience significant price and volume fluctuations, this will impact the fair value of the reporting unit and can lead to potential impairment in future periods. The Company performed its annual impairment test during the second quarter of fiscal 2023 and 2022 and determined that its goodwill was not impaired. As of December 31, 2023 and 2022, we had not identified any factors that indicated there was an impairment of our goodwill and determined that no additional impairment analysis was then required. Â Property and Equipment Â Property and equipment are stated at cost or contributed value. Depreciation of furniture, software and equipment is calculated using the straight-line method over their estimated useful lives, and leasehold improvements are amortized on a straight-line basis over the shorter of their estimated useful lives or the lease term. The cost and related accumulated depreciation of equipment retired or sold are removed from the accounts and any differences between the undepreciated amount and the proceeds from the sale are recorded as a gain or loss on sale of equipment. Maintenance and repairs are charged against expense as incurred. Â Impairment of Long-Lived Assets Â The Company has long-lived assets such as tangible property and equipment, identified intangible assets consisting of acquired patents and core technology. When events or changes in circumstances occur that could indicate the carrying value of long-lived assets may not be recoverable, the Company assesses recoverability by determining whether the undiscounted cash flows estimated to be generated by those assets are less than the carrying amounts of those assets. If the undiscounted cash flow is less, an impairment charge is recognized for the excess of the carrying amounts of these assets over the fair values. Fair values are determined by discounted future cash flows, appraisals or other methods. Â During the years ended December 31, 2023 and 2022, the Company did not record any impairment from long-lived assets. Â Fair Value of Financial Instruments Â The carrying amount of certain financial instruments held by the Company, such as cash equivalents, accounts receivable, contract assets and liabilities, accounts payable, and accrued and other current liabilities, approximate fair value due to their short maturities. The carrying amount of the liabilities for the convertible preferred stock warrants represent their fair value. The carrying amounts of the Companyâ€™s borrowings and lease liabilities approximate fair value due to the market interest rates that these obligations bear and interest rates currently available to the Company. Â Fair value is defined as the exchange price that would be received for an asset or an exit price paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The fair value hierarchy defines a three-level valuation hierarchy for disclosure of fair value measurements as follows: Â Â Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities; Â Â Level 2 Inputs other than quoted prices included within Level 1 that are observable, unadjusted 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 related assets or liabilities; and Â Â Level 3 Unobservable inputs that are supported by little or no market activity for the related assets or liabilities. Â The categorization of a financial instrument within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. As of December 31, 2023, the Company had $793 thousand in Level 1 assets, comprised of U.S. Government mutual funds, and no carrying value for Level 3 liabilities, comprised of the QPhoton Warrants, as defined below. As of December 31, 2022, the Company had $528 thousand in carrying value for Level 3 liabilities, comprised of the QPhoton Warrants. Â Research and Development Costs Â Research and development costs include costs directly attributable to the conduct of research and development programs to enhance existing products and services and to develop future technologies, including the cost of services provided by outside contractors, and mandatory compliance fees and contractual obligations. All costs associated with research and development are expensed as incurred.Â F-10 Â Â Software Development Costs Â Software development costs incurred subsequent to the establishment of technological feasibility for software intended to be sold, licensed or otherwise marketed to customers will be capitalized, but development costs not meeting the criteria for capitalization are expensed as incurred. With respect to internal use software, the Company will capitalize such development costs incurred during the application development stage, but development costs incurred prior to that stage will be expensed as incurred. No amortization expense will be recorded until the software is ready for its intended use. To date the Company has not incurred any capitalizable software development costs. Â Stock-Based Compensation Â The Company has adopted ASU 2018-07, Compensation-Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting. ASU 2018-07 expands the scope of ASC 718, Share-Based Payment, to include share-based payment transactions for acquiring goods and services from nonemployees. An entity should apply the requirements of ASC 718 to nonemployee awards except for specific guidance on inputs to an option pricing model and the attribution of cost. ASU 2018-07 specifies that Topic 718 applies to all share-based payment transactions in which a grantor acquires goods or services to be used or consumed in a grantorâ€™s own operations by issuing share-based payment awards, and that ASC 718 does not apply to share based payments used to effectively provide (1) financing to the issuer or (2) awards granted in conjunction with selling goods or services to customers as part of a contract accounted for under ASC 606, Revenue from Contracts with Customers. Â Stock-based compensation expense for expected-to-vest awards is valued under the single-option approach and amortized on a straight-line basis, accounting for actual forfeitures as they occur. We utilize the Black Scholes pricing model in order to determine the fair value of stock-based option awards. The Black Scholes pricing model requires various highly subjective assumptions including volatility, expected option life, and risk-free interest rate. The assumptions used in calculating the fair value of share-based payment awards represent managementâ€™s best estimates. These estimates involve inherent uncertainties and the application of management judgment. If factors change and different assumptions are used, our stock-based compensation expense could be materially different in the future. Â Loss Per Share Â Basic net loss per common share is computed by dividing net loss by the weighted average number of common shares outstanding during the period. Diluted net loss per common share is computed by dividing net loss attributable to common stockholders by the weighted average number of common shares outstanding, plus the number of additional common shares that would have been outstanding if the common share equivalents had been issued (computed using the â€œIf-Convertedâ€ method), unless the effect of such issuances would have been anti-dilutive. Â The following table sets forth the computation of basic and diluted loss per share (in thousands, except per share data): Â Â Â Year Ended December 31,Â Â Â 2023Â Â 2022Â Numerator:Â Â Â Â Â Net lossÂ $(27,022)Â $(25,978) Less: Series A convertible preferred stock dividendsÂ Â 861Â Â Â 889Â Net loss available to common stockholders â€“ basic and dilutedÂ $(27,883)Â $(26,867) Denominator:Â Â Â Â Â Â Â Â Weighted average shares used in computing net loss per common share â€“ basic and dilutedÂ Â 66,611Â Â Â 36,680Â Loss per share - basic and dilutedÂ $(0.42)Â $(0.73) Â Net loss per share is based on the weighted average number of common shares and common share equivalents outstanding during the period. Â In periods with a reported net loss, the effect of anti-dilutive stock options, unvested restricted common stock and warrants are excluded and diluted loss per share is equal to basic loss per share. Due to a net loss in the years ended December 31, 2022 and 2023, there were therefore no dilutive securities and hence basic and diluted loss per share were the same. The following is a summary of the weighted average common stock equivalents for the securities outstanding during the respective periods that have been excluded from the computation of diluted net loss per common share, as their effect would be anti-dilutive (in thousands): Â Â Â Year Ended December 31,Â Â Â 2023Â Â 2022Â WarrantsÂ Â 6,053Â Â Â 3,976Â OptionsÂ Â 12,280Â Â Â 6,830Â Unvested restricted common stockÂ Â 1,192Â Â Â -Â Total potentially dilutive sharesÂ Â 19,525Â Â Â 10,778Â Â As all potentially dilutive securities are anti-dilutive as of December 31, 2023 and 2022, diluted net loss per share is the same as basic net loss per share for each period.Â F-11 Â Â Â Recently Issued Accounting Pronouncements Â From time to time, new accounting pronouncements are issued by the FASB or other standard setting bodies that are adopted by the Company as of the specified effective date. Unless otherwise discussed, we believe that the impact of recently issued standards that are not yet effective will not

have a material impact on our financial position or results of operations upon adoption. The Company has evaluated the recently implemented accounting standards and concluded that none currently apply to the Company. Â Note 3 â€“ Restatement of Previously Issued Financial Statements Â Subsequent to the issuance of our Original Form 10-K and our subsequent retention of BPM to replace BF Borgers as our independent registered public accounting firm, management became aware of various adjustments to be recorded to our consolidated financial statements. Accordingly, our consolidated balance sheets as of December 31, 2023 and 2022, and our consolidated statements of operations, consolidated statements of stockholdersâ€™ equity, and our consolidated statements of cash flows for the years ended December 31, 2023 and 2022, have been restated for various errors, omissions, reclassifications or changes to accounting policy made primarily with regard to the purchase accounting of the QPhoton Merger, stock-based compensation accounting, financing costs, and other matters further described below. The restated consolidated financial statements also reflect the correction of certain previously-identified errors and out-of-period adjustments that were deemed immaterial to the annual or interim period in which they were recorded and have now been restated to properly reflect the corrections in the appropriate periods. Â Disclosures Â In Note 1, we expanded disclosures (i) for risks and uncertainties, valuation of goodwill, impairment of long-lived assets, income taxes, and net loss and (ii) to clearly indicate that depreciation and amortization expenses are included in cost of revenue, but that the amounts are not material. Â In Note 2, we expanded and revised disclosures (i) to clarify (a) that software development costs incurred subsequent to the establishment of technological feasibility for software intended to be sold, licensed or otherwise marketed to customers will be capitalized, but development costs not meeting the criteria for capitalization are expensed as incurred, (b) that with respect to internal use software, the Company will capitalize such development costs incurred during the application development stage, and (c) that through December 31, 2023, the Company has not incurred any material capitalizable development costs, (ii) to appropriately detail the methodology and computation of basic and diluted loss per share and (iii) to reflect the Companyâ€™s change in accounting policy election for stock based compensation to no longer estimate forfeitures, but rather to account for forfeitures as they occur. Â In Note 3, we explained the drivers of the restatements of the Previously Issued Financial Statements. Â In Note 12, we clarified the basis for calculating the number of reported warrants to purchase shares of the Companyâ€™s common stock issued in connection with the QPhoton Merger. Â In Note 14, we expanded the disclosure to clarify that the interest rates implicit in our leases are not readily determinable and therefore that is the basis for using our incremental borrowing rate as the discount rate for our leases. Â Reclassifications Â We have made certain reclassifications. In the Consolidated Statements of Operations and Consolidated Statements of Cash Flows, we reclassified certain ATM facility-related financing fees and Series A Preferred Stock dividends, which were each previously presented as Interest Expense in Other Income and Expense and have been reclassified as direct deductions to equity and shown as cash used for financing activities. We additionally revised the presentation of operating expenses to classify expenses as (1) Research and Development, (2) Sales and Marketing, and (3) General and Administrative, as compared to previously-reported categories that included (1) Salaries and Benefits, (2) Professional Services, (3) Research & Development, (4) Stock Based Compensation, and (5) Selling General & Administrative. For the Consolidated Balance Sheets, we made certain reclassifications related to (1) right-of-use assets and operating liabilities and (2) other current liabilities for litigation reserves. Â Adjustments Â The following is a description of the areas in which the errors were identified and for which we made correcting adjustments to our consolidated financial statements. Â (1) QPhoton purchase accounting â€“ We adjusted the final purchase price accounting for identifiable intangibles and the value attributable to the QPhoton Warrants, as defined below, including associated mark-to-market quarterly adjustments. Â (2) Stock-based compensation â€“ We adjusted expenses and prior period retained earnings to reflect the change in our accounting policy election to account for forfeitures as they occur, as well as to refine assumptions used in calculating the fair value. We also ensured all such expenditures were accrued and accounted for in the appropriate periods based on vesting schedules and underlying agreements.Â F-12 Â Â (3) Debt issuance costs â€“ We corrected errors to appropriately accrete issuance costs for the Streeterville Unsecured Note, as defined below, over the life of the loan. Â (4) Uncollectable reserve â€“ We identified a reserve for collection risk related to notes receivable. Â (5) Accrued Expenses â€“ We identified and corrected errors to record liabilities for performance-based bonus expenditures and state franchise fees to reflect the expenses in the appropriate period. Â (6) Financing Expenditures â€“ We corrected the presentation of Series A Preferred Stock dividends and ATM proceeds and adjusted the valuation of the Series A convertible preferred stock warrants. Â (7) Other - We corrected certain classifications, previously identified errors and out of period adjustments that were deemed immaterial to the annual or interim period in which they were recorded and restated prior periods to reflect these corrections in the appropriate periods. Â The following table presents the effect of the aforementioned adjustments on our Consolidated Balance Sheets as of December 31, 2023 and 2022 and indicates the category of the adjustments by reference to the above descriptions of the errors for which we made corrections: Â Â Â Year Ended December 31, 2023Â Â Â As PreviouslyÂ Â Â Â Description ofÂ Â Â Â Â ReportedÂ Â AdjustmentsÂ Â AdjustmentsÂ Â As restatedÂ AssetsÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Current assetsÂ Â Â Â Â Â Â Â Â Â Â Â Cash and cash equivalentsÂ $2,059Â Â $-Â Â Â Â Â Â $2,059Â Accounts receivableÂ 65Â Â Â -Â Â Â Â Â Â Â 65Â InventoryÂ 73Â Â Â -Â Â Â Â Â Â Â 73Â Loans receivable, net of provision for credit lossesÂ 557Â Â Â (278)Â Â (4)Â Â 279Â Prepaid expenses and other current assetsÂ 427Â Â Â (247)Â Â (7)Â Â 180Â Total current assetsÂ 3,181Â Â Â (525)Â Â Â Â Â Â 2,656Â Property and equipment, netÂ 2,870Â Â Â -Â Â Â Â Â Â Â 2,870Â Operating lease right-of-use assetsÂ 800Â Â Â 251Â Â Â (7)Â Â 1,051Â Intangible Assets, netÂ Â 11,388Â Â Â 688Â Â Â (1)Â Â 12,076Â GoodwillÂ Â 60,360Â Â Â (4,787)Â Â (1)Â Â 55,573Â Other non-current assetsÂ 129Â Â Â -Â Â Â Â Â Â Â 129Â Total assetsÂ $78,728Â Â $(4,373)Â Â Â Â Â $74,355Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Liabilities and Stockholdersâ€™ EquityÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Current liabilitiesÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Accounts payableÂ $1,462Â Â $-Â Â Â Â Â Â $1,462Â Accrued expensesÂ 411Â Â Â 228Â Â Â (2)(5)Â Â 639Â Financial liabilities, current, net of issuance costsÂ 2,496Â Â Â (571)Â Â (3)Â Â 1,925Â Other current liabilitiesÂ 250Â Â Â 536Â Â Â (7)Â Â 786Â Total current liabilitiesÂ 4,619Â Â Â 193Â Â Â Â Â Â Â 4,812Â Operating lease liabilitiesÂ 840Â Â Â -Â Â Â Â Â Â Â 840Â Total liabilitiesÂ 5,459Â Â Â 193Â Â Â Â Â Â Â 5,652Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â

accounting fees incurred for the Transactions were not included in the purchase price. As the Transactions were structured as an exchange of equity securities, the purchase price was calculated based on the fair market value (in this case the Nasdaq closing price) of the total shares of the Company securities payable to the shareholders of the acquired company, QPhoton. The closing price of the Companyâ€™s common stock on June 16, 2022 was $2.27 (the â€œMerger Closing Stock Priceâ€). While the total shares of the Companyâ€™s common stock offered for QPhoton on an as-converted basis was 36,600,823, the fair market valuation contemplated 31,299,417 of the shares, which assumed full conversion of the 2,377,028 shares of Series B Preferred Stock to common stock at the 10:1 ratio, and that only 1,726,931 of the 7,028,337 QPhoton Warrants would eventually be exercised to purchase common stock (specifically only the QPhoton Warrants for which the associated Company options and/or warrants had an exercise price at or below $2.27 at the time of the Transaction). The 1,726,931 QPhoton Warrants were valued at the Merger Closing Stock Price. Further, the QPhoton Warrants are treated as a derivative, whose value is tied to future value of the Companyâ€™s common stock, and will be marked-to-market on a quarterly basis. Â The fair value of the prepaid expenses and security deposits was set at book value, and the fair value of the property and equipment was written up to the purchase cost to reflect the recent purchase dates of the equipment relative to the closing date of the Transactions. To estimate the fair value of the identifiable intangible assets, the Company engaged a third-party valuation expert (the â€œThird-Party Valuation Expertâ€), to conduct an independent analysis in line with purchase price accounting standards. The Third-Party Valuation Expert concluded: Â â—that there was no fair value attributable to customer relationships due to the lack of current customer contracts; Â F-18 Â Â â—a fair value of $3.25 million attributable to the non-compete agreement with the founder using the with-and-without method, based on a variation of the income approach. The with-and-without methodology employed uses two scenarios to value the non-compete asset: (1) the â€œwith scenarioâ€ captures the estimated cash flows from the business if all of the existing assets were in place including the non-compete asset; and (2) the â€œwithout scenarioâ€ captures the estimated cash flows from the business if all of the existing assets were in place except the non-compete asset. The difference between the two scenarios is attributed to the presumed loss of cash flows without the non-compete asset in place and represents the value of the non-compete agreement; Â â—a fair value of $1.0 million attributable to the QPhoton trade name and trademark using the relief from royalty methodology. In the application of the relief from royalty method, the Third-Party Valuation Expert estimated the value of the trade names/trademarks by capitalizing the royalties saved by virtue of the Company owning the trade names/trademarks. In other words, the Company realizes a benefit from owning the intangible asset rather than paying a rent or royalty for the use of the asset; Â Â â— a fair value of $12.7 million attributable to the technology and licensed patents using the relief from royalty methodology. In calculating the fair value of the technology and licensed patents, the Third-Party Valuation Expert followed the same approach as the trade name/trademark analysis. Â Â The Company accepted the Third-Party Valuation Expertâ€™s valuation. Although the valuation analysis was performed in 2023, for the purposes of the consolidated financial statements in this Amendment, the Company has recorded and reported the results of the valuation as of the Closing date, June 16, 2022. Â The following table summarizes the purchase price paid and adjusted acquisition date fair values of assets acquired and liabilities assumed by the Company, including the final results of the analysis performed by the Third-Party Valuation Expert for the intangibles (in thousands): Â Purchase priceÂ Â Â Common stockÂ $13,171Â Series B convertible preferredÂ Â 53,959Â Contingently issuable warrantsÂ Â 3,920Â Purchase priceÂ Â 71,050Â Less: cash acquiredÂ Â (1,144) Purchase price, net of cash acquiredÂ Â 69,906Â Less:Â Â Â Â Prepaid expensesÂ Â 16Â Property and equipment at costÂ Â 116Â Security depositsÂ Â 98Â Non-compete agreement with founderÂ Â 3,251Â Trade names and trademarksÂ Â 1,009Â Developed Technology and licensed patentsÂ Â 12,731Â Accounts payable and other current liabilitiesÂ Â (2,888) GoodwillÂ $55,573Â Â Â F-19 Â Â The amount allocated to goodwill and intangible assets reflects the benefits the Company expected to realize from the growth of the acquisitionâ€™s operations. Â Note Purchase Agreement â€“ the Company and QPhoton Â On February 18, 2022, the Company entered into a Note Purchase Agreement (the â€œNote Purchase Agreementâ€) with QPhoton, pursuant to which the Company agreed to loan money to QPhoton using two unsecured promissory notes (each, a â€œNoteâ€), each in the principal amount of $1.25 million, subject to the terms and conditions of the Note Purchase Agreement. Also, on February 18, 2022, pursuant to the terms of the Note Purchase Agreement, the Company loaned the principal amount of $1.25 million to QPhoton. On April 1, 2022, pursuant to the terms of the Note Purchase Agreement, the Company loaned the principal amount of $1.25 million to QPhoton, for a total loan under the two Notes of $2.5 million. Â The Note Purchase Agreement contains customary representations and warranties by QPhoton and the Company, as well as a â€œmost favored nationsâ€ provision for the benefit of the Company. The Notes issued under the Note Purchase Agreement, including the Notes issued on February 18, 2022 and April 1, 2022, provide that the indebtedness evidenced by the applicable Note bears simple interest at the rate of 6% per annum (or 15% per annum during the occurrence of an event of default, as defined in the Notes), and becomes due and payable in full on the earlier of (i) March 1, 2023, subject to extension by one year at the option of QPhoton, (ii) a change of control (as defined in the Notes) of QPhoton or (iii) an event of default. As a result of the merger, the Note and accrued interest is eliminated through consolidation. However, the two Notes were not forgiven or converted to equity and remain outstanding under the terms and conditions of the Note Purchase Agreement. Â Note 5 â€“ Intangible Assets and Goodwill Â As a result of the merger with QPhoton, the Company has the following amounts related to intangible assets (in thousands): Â Â Â Â December 31, 2023Â Â December 31, 2022Â Â Â Gross Carrying AmountÂ Â Accumulated AmortizationÂ Â Net Carrying AmountÂ Â Gross Carrying AmountÂ Â Accumulated AmortizationÂ Â Net Carrying AmountÂ Non-compete agreement with founderÂ $3,251Â Â $(1,716)Â $1,535Â Â $3,251Â Â $Â Â Â Â Â Â Â Â Â (632)Â $2,619Â Website domain name and trademarkÂ Â 1,009Â Â Â (320)Â Â 689Â Â Â 1,009Â Â Â (118)Â Â 891Â Technology and licensed patentsÂ Â 12,731Â Â Â (2,880)Â Â 9,851Â Â Â 12,731Â Â Â (1,061)Â Â 11,670Â TotalÂ $16,991Â Â $(4,915)Â $12,076Â Â $16,991Â Â $(1,811)Â $15,180Â Â F-20 Â Â The amortization expense of the Companyâ€™s intangible assets for the years ended December 31, 2023 and 2022 was $3.1 million and $1.8 million, respectively. The Company expects future amortization expense to be the following (in thousands): Â Â Â AmortizationÂ 2024Â $3,104Â 2025Â Â 2,472Â 2026Â Â 2,021Â 2027Â Â 1,903Â 2028Â Â 1,819Â Thereafter Â Â 757Â TotalÂ $12,076Â Â The Company recorded goodwill resulting from the Transactions, calculated as the difference between the total purchase price and the value of tangible and intangible assets acquired less the liabilities assumed. The Company recorded goodwill of $55.6 million resulting from the Transactions. The following table provides a summary of the changes in goodwill for the years ended December 31, 2023 and 2022 (in thousands): Â Â Â DecemberÂ 31,Â Â Â 2023Â Â 2022Â Goodwill, at beginning of yearÂ $55,573Â Â $-Â Goodwill additionsÂ Â -Â Â Â 55,573Â Goodwill, at end of yearÂ $55,573Â Â $55,573Â Â The Company tested the intangible assets and goodwill for impairment as of December 31, 2023 and concluded there was no impairment of intangible assets or goodwill at that time. Â Note 6 â€“ Income Taxes: Â The Company uses the asset and liability method of accounting for income taxes. Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in theÂ years in which those temporary differences are expected to be recovered or settled. Deferred tax expense or benefit is the result of changes in the deferred tax assets and liabilities. Valuation allowances are established when necessary to reduce deferred tax assets where, based upon the available evidence, management concludes that it is more-likely-than-not that the deferred tax assets will not be realized. Realization of deferred tax assets is also dependent upon future earnings, if any, the timing and amount of which are uncertain. Â The Company records a liability for the uncertain tax positions taken or expected to be taken on the Companyâ€™s tax return when it is more-likely-than-not that the tax position might be challenged despite the Companyâ€™s belief that the tax return positions are fully supportable, and additional taxes will be due as a result. To the extent that the assessment of such tax positions changes, for example, based on the outcome of a tax audit, the change in estimate is recorded in the period in which the determination is made. The provision for income taxes includes the impact of provisions for uncertain tax positions.Â F-21 Â Â Income tax expense attributable to pretax loss from continuing operations differed from the amounts computed by applying the U.S. federal income tax rate of 21% to pretax loss from continuing operations as a result of both temporary and permanent differences in the U.S. GAAP vs tax treatment of certain types of expenses, including stock-based compensation, depreciation and amortization, research and development and meals and entertainment. Additionally, the Company's policy is to account for interest and penalties as income tax expense. As of December 31, 2023, the Company had no interest related to unrecognized tax benefits, and no amounts for penalties related to unrecognized tax benefits were recognized in the provision for income taxes. We do not anticipate any significant change within twelve months of this reporting date. Â As of December 31, 2023, the Company had federal and state net operating loss carryforwards of approximately $49 million. All of the federal NOL carryforwards were generated during 2018 or later and will carryforward indefinitely but will be subject to 80% taxable income limitation beginning tax years after December 31, 2021, as provided by the Coronavirus Aid, Relief, and Economic Security (â€œCARESâ€) Act (PL 116-136). Furthermore, the utilization of NOLs and tax credit carryforwards to offset future taxable income may be subject to an annual limitation as a result of ownership changes that have occurred previously or may occur in the future. Under Sections 382 and 383 of the Internal Revenue Code, a corporation that undergoes an ownership change may be subject to limitations on its ability to utilize its pre-change NOLs and other tax attributes otherwise available to offset future taxable income and/or tax liability. An ownership change is defined as a cumulative change of 50% or more in the ownership positions of certain stockholders during a rolling three-year period. The Company has determined that ownership changes have occurred, primarily driven by the Transactions, and hence the Companyâ€™s ability to use its NOLs or tax credit carryforwards may be restricted. Â As of December 31, 2023, in addition to the $13 million in tax-effected NOL carryforwards, at an assumed tax rate of 26%, the significant components of the Companyâ€™s net deferred tax assets included stock-based compensation of $11 million, capitalized research and development expenditures of approximately $2 million and an intangible asset basis difference of $1 million. As of December 31, 2022, in addition to the $9 million in tax-effected NOL carryforwards, also at an assumed tax rate of 26%, the significant components of the Companyâ€™s net deferred tax assets included stock-based compensation of $10 million and capitalized research and development expenditures of approximately $1 million. The Company believes that it is more likely than not that the benefit from the net deferred tax assets will not be realized. Accordingly, it has provided a full valuation allowance on any potential deferred tax assets The valuation allowance increased by approximately $6.0 million for the period ended December 31, 2023. The provision for income taxes is not material in the years presented due to there being no taxable income. Â The Company has federal R&D credit carryforwards of approximately $250,000 which will be applied against payroll taxes, not against income taxes. The Company has no state R&D credit carryforwards. Â The Company files income tax returns in the U.S. federal jurisdiction and various state jurisdictions, with varying statutes of limitations. The tax years from inception through 2023 remain open to examination due to the carryover of unused net operating losses that are being carried forward for tax purposes. Â Â F-22 Â Â Note 7 â€“ Property and Equipment Â The Companyâ€™s property and equipment are primarily located at the Companyâ€™s leased facilities in Hoboken, NJ and Tempe, AZ and consist of (in thousands): Â Â Â DecemberÂ 31,Â ClassificationÂ 2023Â Â 2022Â Computer and lab equipmentÂ $2,999Â Â $985Â Network equipmentÂ Â 29Â Â Â 12Â Furniture and fixturesÂ Â 32Â Â Â 28Â SoftwareÂ Â 49Â Â Â 19Â Leasehold improvementsÂ Â 33Â Â Â 3Â Total cost of property and equipmentÂ Â 3,142Â Â Â 1,046Â Accumulated depreciationÂ Â 272Â Â Â 71Â Property and equipment, netÂ $2,870Â Â $975Â Â The Company recorded depreciation expense of $203 thousand and $52 thousand during the years ended December 31, 2023 and 2022, respectively, using useful lives of the Companyâ€™s long-lived assets are as follows: Â Â Â Estimated Useful Life (Years)Â Computer and laboratory equipmentÂ 5Â Network equipmentÂ 4Â Furniture and fixturesÂ 7Â SoftwareÂ 3Â Leasehold improvementsÂ Lessor of lease term or 5Â Â Maintenance and repairs are charged to operations when incurred. When property and equipment are sold or otherwise disposed, the asset account and related accumulated depreciation and amortization accounts are relieved, and any gain or loss is included in other income or expense. Â Note 8 â€“ Financial Liabilities Â The Company has the following amounts related to financial liabilities (in thousands): Â Â Â DecemberÂ 31,Â Â Â 2023Â Â 2022Â Remaining loan balancesÂ $2,063Â Â $8,250Â Remaining unamortized debt issuance costsÂ Â (138)Â Â (1,062) Financial liabilities, netÂ $1,925Â Â $7,188Â Â Additionally, the Company has accrued interest of $14 thousand and $223 thousand as of December 31, 2023 and 2022, respectively, which is included in Other Current Liabilities. Â Unsecured Promissory Note Â On September 23, 2022, the Company entered into a note purchase agreement (the â€œUnsecured NPAâ€) with Streeterville Capital, LLC (â€œStreetervilleâ€), pursuant to which Streeterville purchased an unsecured promissory note (the â€œNoteâ€ or the â€œStreeterville Unsecured Noteâ€) in the initial principal amount of $8.25 million. The Note bears interest at 10% per annum. The maturity date of the Note is 18 months from the date of its issuance (the â€œMaturity Dateâ€). The Note carries an original issue discount of $750 thousand, which is included in the principal balance of the Note. If the Company elects to prepay the Note prior to the Maturity Date, it must pay to Streeterville 120% of the portion of the Outstanding Balance the Company elects to prepay. Â Beginning on the date that was six months after the issuance date of the Note, Streeterville has the right to redeem up to $750 thousand of the outstanding balance of the Note per month (â€œRedemption Amountâ€) by providing written notice to the Company (â€œRedemption Noticeâ€). Upon receipt of any Redemption Notice, the Company shall pay the applicable Redemption Amount in cash to Streeterville within three trading days of the Companyâ€™s receipt of such Redemption Notice. No prepayment premium shall be payable in respect of any Redemption Amount. As of December 31, 2023, Streeterville has redeemed $7.0 million of the outstanding balance of the Note. The outstanding balances were $1.9 million and $7.2 million as of December 31, 2023 and 2022, respectivelyÂ F-23 Â Â Pursuant to the terms of the Unsecured NPA, the parties provided customary representations and warranties to each other. Also, until amounts due under the Note are paid in full, the Company agreed, among other things, to: (i) timely make all filings under the Securities Exchange Act of 1934, (ii) ensure the Companyâ€™s common stock continues to be listed on the Nasdaq, (iii) ensure trading in the Companyâ€™s common stock will not be suspended, halted, chilled, frozen, reach zero bid or otherwise cease trading on Companyâ€™s principal trading market, (iv) ensure the Company will not make any Restricted Issuance (as defined in the Note) without Streetervilleâ€™s prior written consent, which consent may be granted or withheld in Streetervilleâ€™s sole and absolute discretion, (v) ensure the Company will not enter into any agreement or otherwise agree to any covenant, condition, or obligation that locks up, restricts in any way or otherwise prohibits the Company from entering into certain additional transactions with Streeterville, and (vi) with the exception for Permitted Liens (as defined in the Note) ensure the Company will not pledge or grant a security interest in any of its assets without Streetervilleâ€™s prior written consent, which consent may be granted on withheld in Streetervilleâ€™s sole and absolute discretion. Â The Note sets forth certain standard events of default (such event, an â€œEvent of Defaultâ€) that generally, if uncured within seven trading days, may result in the discretion of Streeterville in certain penalties under the terms of the Note. In this regard, upon an Event of Default, Streeterville may accelerate the Note by written notice to the Company, with the outstanding balance becoming immediately due and payable in cash at the Mandatory Default Amount (as defined in the Note). Additionally, upon written notice given by Streeterville to the Company, interest shall accrue on the Outstanding Balance beginning on the date the applicable Event of Default occurred at an interest rate equal to the lesser of 15% per annum simple interest or the maximum rate permitted under applicable law upon an Event of Default. Â Note 9 â€“ ContingenciesÂ Â Indemnification Arrangements Â We enter into standard indemnification arrangements in our ordinary course of business. Pursuant to these arrangements, we indemnify, hold harmless, and agree to reimburse the indemnified parties for losses suffered or incurred by the indemnified parties (generally our business partners or customers) in connection with any trade secret, copyright, patent or other intellectual property infringement claim by any third-party with respect to our products. The term of these indemnification agreements is generally perpetual any time after the execution of the agreement. The maximum potential amount of future payments we could be required to make under these agreements is not determinable. We have never incurred costs to defend lawsuits or settle claims related to these indemnification agreements. As a result, we believe the estimated fair value of these agreements is minimal. Â We have entered into indemnification agreements with our directors and officers that may require us to indemnify our directors and officers against liabilities that may arise by reason of their status or service as directors or officers, other than liabilities arising from willful misconduct of a culpable nature. These agreements also require us to advance their expenses incurred as a result of any proceeding against them as to which they could be indemnified and to make good faith determination whether or not it is practicable for us to obtain directors and officers insurance. We currently have directors and officers liability insurance. Â Legal Proceedings Â From time to time, we may be involved in legal proceedings arising in the ordinary course of business. In general, management believes that ordinary course of business matters will not have a material adverse effect on our financial position or results of operations and are adequately covered by our liability insurance. However, it is possible that consolidated cash flows or results of operations could be materially affected in any particular period by the unfavorable resolution of one of more of these contingencies or because of the diversion of managementâ€™s attention and the incurrence of significant expenses. Â As part of our business combination with QPhoton in June 2022, we acquired a payable to BV Advisory Partners, LLC (â€œBV Advisoryâ€). On March 1, 2021, QPhoton entered into a Note Purchase Agreement with BV Advisory. Under the Note Purchase Agreement, on March 1, 2021, March 23, 2021 and July 9, 2021, BV Advisory purchased convertible promissory notes from QPhoton for $200 thousand, $150 thousand, and $150 thousand, respectively, for a total of $501 thousand (the â€œBV Notesâ€), which is included in Other Current Liabilities as of December 31 2023 and 2022. The BV Notes all bore interest at a

rate of 6% per annum and matured two years from the grant date. However, QPhoton only received approximately $375 thousand in cash proceeds as $125 thousand was paid by BV Advisory directly to The Trustees of the Stevens Institute of Technology (â€œStevens Instituteâ€) on behalf of QPhoton to satisfy QPhotonâ€™s obligations to reimburse costs incurred under the terms of their patent license agreement with the Stevens Institute. Â On June 16, 2022, QPhoton tendered a cashierâ€™s check to BV Advisory in the amount of $535,684, representing the full principal balance of the BV Notes and accrued interest through June 16, 2022. On July 14, 2022 BV Advisory returned the cashierâ€™s check and disputed the calculation of the amount paid to settle the BV Notes. The BV Notes and accrued interest are recorded as short-term liabilities. On August 15, 2022, BV Advisory filed a complaint in the Court of Chancery of the State of Delaware naming the Company and certain of its directors and officers (among others) as defendants. BV Advisory Partners, LLC v. Quantum Computing Inc., et al., C.A. No. 2022-0719-VCG (Del. Ch.). BV Advisory seeks, among other relief, monetary damages for an alleged breach of the Note Purchase Agreement between BV Advisory and QPhoton, Inc., the predecessor in interest to QPhoton, LLC, as well as monetary damages for breach of an alleged binding letter of intent among Barksdale Global Holdings, LLC, Inference Ventures, LLC and QPhoton, Inc. The Company believes that BV Advisoryâ€™s claims have no merit and intends to defend itself vigorously. The Company filed a motion to dismiss the complaint in December 2022, and in March 2023 Plaintiff filed a second amended complaint. The Company filed a motion to dismiss the second amended complaint, oral argument was held on October 11, 2023 and at this time that motion is pending before the Court. BV Advisoryâ€™s claims are not covered by the Companyâ€™s liability insurance. The Company does not believe it is necessary to accrue an amount in addition to the principal and interest on the BV Notes at this time.Â Â Note 10 â€“ Loan Receivable Â On May 16, 2023, the Company entered into a Summary of Proposed Terms (the â€œLetter of Intentâ€) with millionways to provide bridge loans to millionways and enter into due diligence to acquire up to 100% of the AI firm. On June 6, 2023, the Company entered into a Note Purchase Agreement (the â€œMW Agreementâ€) with millionways, pursuant to which the Company agreed to purchase from millionways up to three unsecured promissory notes (each, a â€œMW Noteâ€), in an aggregate principal amount of up to $2.0 million, subject to the terms and conditions of the MW Agreement. Also on June 6, 2023, pursuant to the terms of the MW Agreement, the Company purchased the MW Notes from millionways and loaned an aggregate principal amount of $500 thousand to millionways. F-24 Â Â The MW Agreement contains customary representations and warranties by millionways and the Company, as well as a â€œmost favored nationsâ€ provision for the benefit of the Company. The MW Notes issued under the MW Agreement, including the MW Notes issued on June 6, 2023, provide that the indebtedness evidenced by the applicable MW Note bears simple interest at the rate of 10% per annum (or 15% per annum during the occurrence of an event of default, as defined in the MW Notes), and becomes due and payable in full on the earlier of (i) May 16, 2024, (ii) a change of control (as defined in the MW Notes) of millionways, (iii) dollar-for-dollar prepayment for additional capital received through any vehicle from a third party or (iv) an event of default. Â The Company reserved $279 thousand of the outstanding $558 thousand receivable as uncollectible based on credit risk in the consolidated financial statements as of December 31, 2023. Â Note 11 â€“ Capital Stock: Â Series A Convertible Preferred Offering Â From November 10, 2021 through November 17, 2021, the Company conducted a private placement offering (the â€œPrivate Placementâ€) pursuant to securities purchase agreements with 7 accredited investors (the â€œSeries A Investorsâ€), whereby the Series A Investors purchased from the Company an aggregate of 1,545,459 shares of the Companyâ€™s newly created Series A convertible preferred stock, par value $0.0001 per share (the â€œSeries A Preferred Stockâ€) and warrants to purchase 1,545,459 shares of the Companyâ€™s common stock (the â€œPreferred Warrantsâ€) for an aggregate purchase price of $8.5 million. The Private Placement was completed and closed to further investment on November 17, 2021. Â The Series A Preferred Stock ranks senior to common stock with respect to the payment of dividends and liquidation rights. Each holder of Series A Preferred Stock is entitled to receive, with respect to each share of Series A Preferred Stock then outstanding and held by such holder, dividends at the rate of 10% per annum (the â€œPreferred Dividends.â€) The Company is obligated to pay the Preferred Dividends quarterly, in arrears, within fifteen days of the end of each quarter. The Company has the option to pay the Preferred Dividends in cash or in the Companyâ€™s common stock, at a price per share of common stock equal to the average of the closing sale price of the common stock for the five trading days preceding the applicable dividend payment date. The Preferred Dividends are accrued monthly, but not compounded, and are recorded as interest expense, because the Preferred Dividends are mandatory and not declared at the discretion of the Board of Directors. Â The number of shares of the Companyâ€™s common stock issuable upon conversion of any share of Series A Preferred Stock shall be determined by dividing (x) the Conversion Amount of such share of Series A Preferred Stock by (y) the Conversion Price. â€œConversion Amountâ€ means, with respect to each share of Series A Preferred Stock, as of the applicable date of determination, the sum of (1) the stated value thereof plus (2) any accrued dividends. â€œConversion Priceâ€ means, with respect to each share of Series A Preferred Stock, as of any optional conversion date, Mandatory Conversion Date or other date of determination, $5.50, subject to adjustment for stock splits, dividends, recapitalizations and similar corporate events. Â The Preferred Warrants are two-year warrants to purchase shares of the Companyâ€™s common stock at an exercise price of $7.00 per share, subject to adjustment, and are exercisable at any time on or after the date that is six months following the issuance date. The Preferred Warrants provide for cashless exercise in the event the underlying shares of the Companyâ€™s common stock are not registered. As of December 31, 2023, all of the Preferred Warrants had expired unexercised. Â In connection with the Purchase Agreement, the Company and the Series A Investors entered into a registration rights agreement (the â€œRegistration Rights Agreementâ€) pursuant to which the Company agreed to file a registration statement to register the shares of common stock underlying the Series A Preferred Stock and warrants within 180 days. Pursuant to the Registration Rights Agreement, the Series A Investors received certain rights, including but not limited to piggyback registration rights, providing that the holder be given notice of any proposed registration of securities by the Company, and requiring that the Company register all or any portion of the registrable securities that the holders request to be registered, in each case, subject to the terms and conditions of the Registration Rights Agreement. Â On April 27, 2022, the Company filed a Resale Form S-3 as required by the Registration Rights Agreement, pursuant to which the Company agreed to file a registration statement to register the shares of common stock underlying the Series A Preferred Stock and warrants within 180 days from the closing of the Private Placement. The Resale Form S-3 went effective on June 2, 2022. Â On June 13, 2022, one of the Series A Investors, Falcon Capital Partners, converted 45,455 shares of Series A Preferred stock into 47,728 shares of the Companyâ€™s common stock. Â On February 9, 2023, one of the Series A Investors, Greenfield Children, LLC, converted 10,000 shares of Series A Preferred stock plus accrued dividends into 11,096 shares of the Companyâ€™s common stock. Â Authorized Classes of Stock Â As of September 9, 2024, the Board has authorized two classes of preferred stock. The Board has authorized 1,550,000 shares of preferred stock as the Series A Preferred stock, par value $0.0001 per share, of which 1,490,004 shares are issued and outstanding. The Board has also authorized 3,079,864 shares of preferred stock as the Series B Preferred Stock, par value $0.0001 per share, none of which are issued and outstanding.Â F-25 Â Â At-the-Market Facility Â From January 19, 2023 through December 31, 2023, the Company sold 17,571,926 shares of common stock through its At-The-Market (ATM) facility, managed by Ascendiant Capital Markets, LLC, at an average price of $1.45. The Company received net proceeds of $24.7 million. Â Warrants Â Â The table below summarizes the warrants outstanding as of December 31, 2023 (in thousands, except exercise prices): Â Issuance DateÂ Expiration DateÂ Exercise PriceÂ Â IssuedÂ Â ExercisedÂ Â Forfeited / CanceledÂ Â Warrants OutstandingÂ August 18, 2020Â August 18, 2025Â $2.00Â Â Â 171Â Â Â (150)Â Â -Â Â Â 21Â November 15, 2021Â November 15, 2023Â $7.00Â Â Â 1,545Â Â Â Â Â Â Â (1,545)Â Â -Â June 16, 2022Â May 9, 2027Â $0.0001Â Â Â 6,325Â Â Â -Â Â Â (3,309)Â Â 3,016Â Â Â In connection with a restricted stock units offering in June 2020, the Company issued warrants in August 2020 to purchase 171,000 shares of the Companyâ€™s common stock, at an exercise price of $2.00. Those warrants are exercisable for five years from the date of issuance. Â In connection with the offering of Series A Preferred Stock in November 2021, the Company issued warrants to purchase 1,545,459 shares of the Companyâ€™s common stock at an exercise price of $7.00. Those warrants were exercisable for two years from the date of issuance and have now expired. Â In connection with the QPhoton Merger on June 16, 2022, the Company issued warrants to purchase 6,325,503 shares of the Companyâ€™s common stock at an exercise price of $0.0001. Those warrants are exercisable when and if stock options and warrants issued and outstanding as of June 15, 2022 (the â€œUnderlying Optionsâ€), are exercised. As of December 31, 2023, none of the QPhoton Warrants linked to the outstanding Underlying Options are expected to be exercised as the exercise prices of the Underlying Options are above the current stock price as of December 31, 2023. The total Merger Consideration consisted of 36,600,823 shares of the Companyâ€™s common stock on an as-converted basis, including the 7,028,337 QPhoton Warrants. As discussed in Note 4, Business Combinations, two QPhoton shareholders received their Merger Consideration and a third alleged shareholder rejected the Merger Consideration and commenced litigation in Delaware Chancery Court (see Note 9, Contingencies â€“ Legal Proceedings, in this Amendment for additional information and Item 3, Legal Proceedings, in the Original Form 10-K for a full discussion), and to date that litigation has not been resolved. Accordingly, as of December 31, 2023 and 2022, we had only issued 6,325,503 of the QPhoton Warrants, of which approximately 52% have been forfeited as of December 31, 2023. Further, as discussed in Note 2, Significant Accounting Policies â€“ Fair Value of Financial Instruments, the QPhoton Warrants issued on June 16, 2022, are considered Level 3 liabilities for fair value measurement on the valuation hierarchy. Accordingly, the Company recognized mark-to-market gains of $528 thousand and $3.4 million during the years ended December 31, 2023 and 2022, respectively. As of December 31, 2023, the QPhoton Warrants have no carrying value as a liability on the Companyâ€™s consolidated balance sheet. Â Note 12 â€“ Stock-based Compensation Â Incentive Plans Â The Companyâ€™s 2019 Equity and Incentive Plan, as amended in 2021 (the â€œ2019 Planâ€) enabled the Company to grant incentive stock options or nonqualified stock options and other equity awards to employees, directors and consultants of the Company up to a total of 3 million shares of common stock. All 3 million shares available for issue under the 2019 Plan have been issued. Â On July 5, 2022, the Board of Directors adopted the Companyâ€™s 2022. Equity and Incentive Plan (the â€œ2022 Planâ€), which provides for the issuance of up to 16 million shares of the Companyâ€™s common stock. The 2022 Plan was approved by a majority of the stockholders in September 2022. Per the 2022 Plan, the 2022 Plan reserves increased automatically by 1 million shares on January 1, 2023, providing for a total issuance of up to 17 million shares of common stock. As of December 31, 2023, a total of 13.8 million shares and options were issued and outstanding under the 2022 Plan. Â Options Â The following table presents the assumptions used in the Black-Scholes option-pricing model to determine the grant-date fair value of stock options granted: Â Â Â Year Ended Â Â Â DecemberÂ 31, Â Â Â 2023 Â Â 2022 Â Exercise price Â Â $0.85 â€“ 1.84 Â Â Â Â $1.67 â€“ 2.61 Â Risk-free interest rate Â Â Â 4.7 â€“ 5.0% Â Â Â 0.6 â€“ 4.5% Â Expected volatility Â Â Â 98 â€“ 137% Â Â Â 127 â€“ 164% Â Expected dividend yield Â Â 0% Â Â Â Â 0% Â Expected life of options (in years) Â Â 5.0 Â Â Â Â 5.0 Â Â F-26 Â Â The following table summarizes the Companyâ€™s option activity: Â Weighted Average Number of Shares (in thousands)Â Weighted Average Exercise PriceÂ Â Contractual Term (in years)Â Outstanding as of December 31, 2021Â Â Â Â Â Â Â Â Â Â As previously reportedÂ Â 5,197Â Â $7.68Â Â Â 2.5Â Adjustments (1)Â Â (1,100)Â Â (2.45)Â Â 1.4Â As restatedÂ Â 4,097Â Â Â 5.23Â Â Â 3.9Â GrantedÂ Â 6,853Â Â Â 1.38Â Â Â 5.0Â ForfeitedÂ Â (1,785)Â Â 3.17Â Â Â -Â Outstanding as of December 31, 2022Â Â 9,165Â Â Â 3.51Â Â Â 4.2Â GrantedÂ Â 5,340Â Â Â 1.38Â Â Â 5.0Â ForfeitedÂ Â (662)Â Â 4.41Â Â Â -Â Outstanding as of December 31, 2023Â Â 13,843Â Â $2.64Â Â Â 3.7Â Â Â Â Â Â Â Â Â Â Â Â Â Â Vested as of December 31, 2022Â Â 6,413Â Â $3.58Â Â Â 4.2Â Vested as of December 31, 2023Â Â 8,803Â Â $3.21Â Â Â 3.4Â The following table summarizes the exercise price range as of December 31, 2023 (in thousands): Â Exercise Price Â Â Outstanding Options Â Â Exercisable Options Â $ 0.00 â€“ 1.00 Â Â Â Â 180 Â Â Â Â 10 Â $ 1.00 â€“ 2.00 Â Â Â Â 5,695 Â Â Â Â 1,935 Â $ 2.00 â€“ 3.00 Â Â Â Â 6,359 Â Â Â Â 5,318 Â $ 3.00 â€“ 5.00 Â Â Â Â 65 Â Â Â Â 65 Â $ 5.00 â€“ 7.00 Â Â Â Â 726 Â Â Â Â 713 Â $ 7.00 â€“ 12.00 Â Â Â Â 818 Â Â Â Â 762 Â Â Â Â Â Â 13,843 Â Â Â Â 8,803 Â Â The weighted average grant-date fair value of stock options granted during the years ended December 31, 2023 and 2022 was $1.38 per share and $2.39 per share, respectively, and as of December 31, 2023, total unrecognized compensation cost related to common stock options was $5.8 million, which is expected to be recognized over a period of 4.0 years. Â Stock-based compensation Â The Company recognized stock-based compensation expense related to common stock options and restricted shares of common stock in the following expense categories of its consolidated statements of operations (in thousands): Â Â Â Year Ended December 31,Â Â Â 2023Â Â 2022Â Research and developmentÂ Â 2,080Â Â Â 509Â Selling and marketingÂ Â (279)Â Â 494Â General and administrativeÂ Â 2,470Â Â Â 8,320Â Total stock-based compensationÂ $4,271Â Â $9,323Â Â For the years ended December 31, 2023 and 2022, the statement of stockholdersâ€™ equity was lower by $33 thousand and higher by $170 thousand, respectively, as compared to the statement of cash flows for timing differences between award dates and the realization of stock-based compensation expense. Â In terms of new issuances, the Company issued 2,353,600 shares of common stock to employees in 2023 as performance and incentive awards (the â€œ2023 Incentive Sharesâ€), as compared to 20,000 in such awards in 2022. The 2023 Incentive Shares included 853,600 shares of common stock issued to 35 employees as payment in lieu of cash for 2022 performance bonuses (the â€œBonus Incentive Sharesâ€) and 1,500,000 shares of common stock as long-term incentive bonuses to five employees identified as key technical staff (the â€œRetention Incentive Sharesâ€). The Bonus Incentive Shares are restricted with the following vesting schedule: one-half vested on December 31, 2023 and one-half vesting on December 31, 2024. As of December 31, 2023, the Company canceled 23,600 of the issued shares that were forfeited by employees no longer with the Company. The Retention Incentive Shares are restricted and will vest annually in equal amounts over a five-year period as follows: twenty percent (20%) will vest on each of December 31, 2023, December 31, 2024Â¸ December 31, 2025, December 31, 2026, and December 31, 2027, subject to the grantee continuing to perform services for the Company in the capacity in which the grant was received on each applicable vesting date. In conjunction with these offerings, the Company recognized $1.1 million of stock-based compensation expense during the year ended December 31, 2023, and expects future expense related to these offerings to total $2.1 million over the remaining vesting periods.Â Â Â F-27 Â Â Stock-based compensation for services Â The Company recognized $284 thousand and $2.4 million during the years ended December 31, 2023 and 2022, respectively, in stock-based compensation for services in lieu of cash payments to certain consultants, including expenses for both shares issued and stock option awards granted. The difference in stock-based compensation for services on the statement of stockholdersâ€™ equity as compared to the statement of cash flows for the years ended December 31, 2023 and 2022, was driven by approximately $2.3 million in shares awarded to a consultant who served as an advisor on the QPhoton Merger, comprised of 750,000 shares of common stock to Draper, Inc. and 750,000 shares of common stock to Carriage House Capital, Inc. The expense was recognized in 2022 at the time of the merger, though the shares were not awarded and issued until 2023. Also in 2023, the Company issued 75,000 shares of common stock to FMW Media Works as compensation for services rendered in support of marketing and communications. Â In 2022, the Company issued 157,000 shares of common stock as compensation for services rendered in support of business development activities. Â Note 13 â€“ Related Party Transactions Â There were no related party transactions during the years ended December 31, 2023 and 2022.Â Â Note 14 â€“ Operating Leases: Â The Company has use of space in five different locations, Hoboken, NJ, Tempe, AZ, Leesburg, VA, Arlington, VA, and Minneapolis, MN, under lease or membership agreements, which expire at various dates through October 31, 2028. The Companyâ€™s leases do not provide an implicit rate, and the rates implicit in our leases are not readily determinable. Therefore, the Company uses its incremental borrowing rate as the discount rate when measuring operating lease assets and liabilities. The incremental borrowing rate represents an estimate of the interest rate the Company would incur at lease commencement to borrow an amount equal to the lease payments on a collateralized basis over the term of a lease. The Companyâ€™s leases all contain options to extend or renew the lease or membership term. Â The table below reconciles the undiscounted future minimum lease payments under these operating leases to the total operating lease liabilities recognized on the consolidate balance sheet as of December 31, 2023 (in thousands): Â YearÂ Lease Payments DueÂ 2024Â $383Â 2025Â Â 576Â 2026Â Â 592Â 2027Â Â 516Â 2028Â Â 191Â Total minimum paymentsÂ Â 2,258Â Less: imputed InterestÂ Â (1,298) Present value of operating lease liabilitiesÂ Â 960Â Less: current portion included in other current liabilitiesÂ Â (120) Long-term operating lease liabilitiesÂ Â 840Â Â Other information related to operating lease liabilities consists of the following: Â Â Â Year Ended December 31,Â Â Â 2023Â Â 2022Â Â Â Â Â Â Â Cash paid for operating lease liabilities (in thousands)Â $411Â Â $125Â Weighted average remaining lease term in yearsÂ Â 3.7Â Â Â 4.7Â Weighted average discount rateÂ Â 10%Â Â 10% Â F-28 Â Â Note 15 â€“ License Agreement â€“ Stevens Institute of Technology Â Effective December 17th, 2020, QPhoton signed a License Agreement with the Stevens Institute. The License Agreement enables the Company to commercially use technology such as licensed patents, licensed patent applications and licensed â€œKnow-Howâ€. QPhoton is also able to issue sublicenses for the technology under the agreement. The agreement is effective until the later of: (i) the 30-year anniversary of the effective date, or (ii) the expiration of the licensed patent or licensed patent application that is last to expire. As part of the merger of the Company and QPhoton, the Stevens License Agreement was assigned to the Company. Â During the term of the agreement and prior to any commercialization or sublicensing of the technology by the Company, the Company shall be required to submit annual reports to the Stevens Institute reporting on all research, development, and efforts toward commercialization and/or sublicensing made during the year. Once any commercialization and/or sublicensing has been initiated, the Company shall deliver quarterly reports to the Stevens Institute reporting on the revenue received by the Company, all sublicenses derived from the sale of licensed products, and the net sales price associated with each transaction.

The Company will be responsible for reimbursing Stevens for any costs associated with the prosecution and maintenance of the licensed patents and licensed patent applications moving forward. Â Consideration for the agreement Â As consideration for the license and other rights granted under the agreement, QPhoton agreed to pay the following: (i) $35 thousand within 30 days of execution of the agreement, (ii) $28 thousand within 30 days of each annual anniversary of the effective date, (iii) equity in the Company equivalent to nine percent of the membership units of the Company within 30 days of the execution of the agreement, and (iv) royalties of 3.5% of the Net Sales Price of each licensed product sold or licensed by the Company during the quarter then-ended, for which it also received payment, concurrent with the delivery of the relevant quarterly report. Â As of December 31, 2023, the Company has begun to commercialize some of the licensed technology, though the Company has not recorded any related revenue and hence has not incurred any royalty expenses payable to the Stevens Institute. Â Note 16 â€“ Subsequent EventsÂ Â On January 31, 2024, BV Advisory and its chief executive officer, Keith Barksdale (the â€œBV Defendantsâ€), alleged stockholders of and claimants against the Company, filed a motion for reconsideration of his original 2023 motion to dismiss. The motion and our opposition were argued before the Superior Court of New Jersey (the â€œNJ Courtâ€) on February 15, 2024. On March 7, 2024, the NJ Court issued an order, granting the BV Defendantâ€™s motion dismissing the Companyâ€™s case on procedural grounds because, according to the NJ Court, the Company can assert its claims. On April 1, 2024, the Company filed a motion in New Jersey Superior Court for reconsideration of the Courtâ€™s March 7, 2024 order dismissing the Companyâ€™s defamation and fraud complaint (the â€œQCi v BV Complaint in NJ Courtâ€) against the BV Defendants on procedural grounds. On May 1, 2024, the NJ Court affirmed its initial order dismissing the case with prejudice and directed the Company to file its claims in Delaware. The Company, as plaintiff on the QCi v BV Complaint in NJ Court, is currently evaluating whether it should file the claims in Delaware. On May 28, 2024, the Delaware Court of Chancery issued rulings dismissing the BV Advisory petition to appoint a receiver for the Company without prejudice and granting in part the Companyâ€™s motion to dismiss the BV Advisory lawsuit for breach of contract and related claims, dismissing eight of the ten counts in the complaint.Â The Parties are working with the Court to schedule briefing and resolution of the two remaining counts. Â From January 1, 2024, through March 1, 2024, the Company repaid $2,094,378 of principal and accrued interest on the Streeterville Unsecured Note, for a cumulative redemption amount of $9,094,378. As of March 1, 2024, the Company had fully repaid the Streeterville Unsecured Note. Â On March 19, 2024, the Company entered into a Redemption and Waiver Agreement (the â€œRedemption Agreementâ€) with the current holders (the â€œSeries A Holdersâ€) of its Series A Preferred Stock. Pursuant to the Redemption Agreement, the Company agreed to redeem all outstanding shares of the Series A Preferred Stock for an aggregate cash purchase price of $8,195,000, or $5.50 per share, at its sole discretion, in 18 monthly payments (each a â€œMonthly Redemption Thresholdâ€ payment), which may be accelerated at the Companyâ€™s sole discretion. In addition, the Series A Holders agreed to waive (the â€œWaiversâ€), on a month-by-month basis following each monthly payment, certain rights granted to them in (i) the Preferred Stock Certificate of Designation (the â€œPreferred Stock CODâ€), including for the accrual and payment of accrued and future dividends; and (ii) the Preferred Stock Securities Purchase Agreement (the â€œPreferred Stock SPAâ€). In the event the Company opts to not make a Monthly Redemption Threshold payment, the Waivers are forfeited and the terms revert to those detailed in the Preferred Stock COD and Preferred Stock SPA. As of September 9, 2024, the Company has redeemed 496,698 shares of Series A Preferred Stock for a cumulative redemption amount of $2.7 million in cash paid to the Series A Holders. As of September 9, 2024 there are 993,306 shares of Series A Preferred Stock issued and outstanding. Â On August 6, 2024, the Company entered into a Securities Purchase Agreement with Streeterville, pursuant to which the Company issued and sold to Streeterville a Secured Convertible Promissory Note (the â€œStreeterville Secured Convertible Noteâ€) in the original principal amount of $8.25 million (the â€œPrincipal Amountâ€). The Principal Amount includes an original issue discount of $750 thousand. In exchange for the Streeterville Secured Convertible Note, Streeterville paid $7.5 million in cash. The Streeterville Secured Convertible Note accrues interest at a rate of 10% per annum and has a maturity date of 18 months from the Effective Date, unless earlier prepaid, redeemed or accelerated in accordance with its terms prior to such date. The Company intends to use the net proceeds from the sale of the Streeterville Secured Convertible Note primarily for general working capital purposes, including for (i) operations as the Company increases its sales and marketing efforts; (ii) capital expenditures in outfitting its chip fabrication facility in Tempe, AZ; and (iii) for any other planned or unplanned expenditures that might arise in support of the Companyâ€™s business plan. Ascendiant Capital Markets, LLC served as the placement agent on the transaction and received a fee of $450 thousand. Â There are no other events of a subsequent nature that in managementâ€™s opinion are reportable. Â F-29 Â Â QUANTUM COMPUTING INC. Condensed Consolidated Balance Sheets (Unaudited, in thousands, except par value data) Â Â Â SeptemberÂ 30,Â Â DecemberÂ 31,Â Â Â 2024Â Â 2023Â AssetsÂ Â Â Â Â Â Current assets:Â Â Â Â Â Â Cash and cash equivalentsÂ $3,064Â Â $2,059Â Accounts receivable, netÂ Â 63Â Â Â Â 65Â InventoryÂ Â 241Â Â Â 73Â Loans receivable, netÂ Â 306Â Â Â 279Â Prepaid expenses and other current assetsÂ Â 238Â Â Â 180Â Total current assetsÂ Â 3,912Â Â Â 2,656Â Property and equipment, netÂ Â 5,826Â Â Â 2,870Â Operating lease right-of-use assetsÂ Â 1,622Â Â Â 1,051Â Intangible assets, netÂ Â 9,748Â Â Â 12,076Â GoodwillÂ Â 55,573Â Â Â 55,573Â Other non-current assetsÂ Â 129Â Â Â 129Â Total assetsÂ $76,810Â Â $74,355Â Â Â Â Â Â Â Â Â Liabilities, Mezzanine, and Stockholdersâ€™ EquityÂ Â Â Â Â Â Â Â Current liabilities:Â Â Â Â Â Â Â Accounts payableÂ $923Â Â $1,462Â Accrued expensesÂ Â 539Â Â Â 639Â Financial liabilities, net of issuance costsÂ Â -Â Â Â 1,925Â Deferred revenueÂ Â 48Â Â Â -Â Other current liabilitiesÂ Â 921Â Â Â 786Â Total current liabilitiesÂ Â 2,431Â Â Â 4,812Â Financial liabilities, net of issuance costsÂ Â 6,514Â Â Â -Â Derivative liabilityÂ Â 666Â Â Â -Â Operating lease liabilitiesÂ Â 1,297Â Â Â 840Â Total liabilitiesÂ Â 10,908Â Â Â 5,652Â Contingencies (see Note 10)Â Â Â Â Â Â Â Â Mezzanine equityÂ Â 5,463Â Â Â -Â Stockholdersâ€™ equity:Â Â Â Â Â Â Â Preferred stock, $0.0001 par value, 1,550 shares Series A Preferred authorized; 993 thousand and 1,490 thousand shares issued and outstanding as of September 30, 2024 and December 31, 2023, respectively; 3,080 thousand shares of Series B Preferred Stock authorized; no shares issued and outstanding as of September 30, 2024 and December 31, 2023Â Â -Â Â Â -Â Common stock, $0.0001 par value, 250,000 thousand shares authorized; 94,416 thousand and 77,451 thousand shares issued and outstanding as of September 30, 2024 and December 31, 2023, respectivelyÂ Â 9Â Â Â 8Â Additional paid-in capitalÂ Â 209,675Â Â Â 200,635Â Accumulated deficitÂ Â (149,245)Â Â (131,940) Total stockholdersâ€™ equityÂ Â 60,439Â Â Â 68,703Â Total liabilities and mezzanine and stockholdersâ€™ equityÂ $76,810Â Â $74,355Â Â The accompanying notes are an integral part of these unaudited condensed consolidated financial statements. Â F-30 Â Â QUANTUM COMPUTING INC. Condensed Consolidated Statements of Operations (Unaudited, in thousands, except per share data) Â Â Â Three Months EndedÂ Â Nine Months EndedÂ Â Â September 30,Â Â September 30,Â Â Â Â 2024Â Â Â 2023Â Â Â 2024Â Â Â 2023Â Â Â Â Â Â (Restated)(1)Â Â Â Â Â Â Total revenueÂ Â $101Â Â $50Â Â $311Â Â $283Â Cost of revenueÂ Â 92Â Â Â 24Â Â Â 233Â Â Â 131Â Gross profitÂ Â 9Â Â Â 26Â Â Â 78Â Â Â 152Â Operating expensesÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Research and developmentÂ Â 2,244Â Â Â 2,328Â Â Â 6,560Â Â Â 6,977Â Sales and marketingÂ Â 363Â Â Â 584Â Â Â 1,243Â Â Â 1,397Â General and administrativeÂ Â 2,840Â Â Â 3,725Â Â Â 9,298Â Â Â 11,442Â Total operating expensesÂ Â 5,447Â Â Â 6,637Â Â Â 17,101Â Â Â 19,816Â Loss from operationsÂ Â (5,438)Â Â (6,611)Â Â (17,023)Â Â (19,664) Non-operating income (expense)Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Interest and other incomeÂ Â 70Â Â Â 126Â Â Â 180Â Â Â 219Â Interest expense, netÂ Â (307)Â Â (369)Â Â (462)Â Â (1,334) Change in value of warrant liabilitiesÂ Â -Â Â Â 13Â Â Â -Â Â Â 384Â Loss before income tax provisionÂ Â (5,675)Â Â (6,841)Â Â (17,305)Â Â (20,395) Income tax provisionÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Net lossÂ Â (5,675)Â Â (6,841)Â Â (17,305)Â Â (20,395) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Less: Series A convertible preferred stock dividendsÂ Â -Â Â Â (215)Â Â -Â Â Â (646) Net loss attributable to common stockholdersÂ $(5,675)Â $(7,056)Â $(17,305)Â $(21,041) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Loss per share â€“ basic and dilutedÂ $(0.06)Â $(0.10)Â $(0.19)Â $(0.33) Weighted average shares used in computing net loss per common share â€“ basic and dilutiveÂ Â 93,048Â Â Â 71,588Â Â Â 89,063Â Â Â 64,246Â Â (1) As described in Note 15 to these unaudited condensed consolidated financial statements, we have restated the unaudited condensed consolidated statements of operations for the three and nine months ended September 30, 2023. Â The accompanying notes are an integral part of these unaudited condensed consolidated financial statements. Â F-31 Â Â QUANTUM COMPUTING INC. Condensed Consolidated Statements of Mezzanine and Stockholdersâ€™ Equity (Unaudited, in thousands) Â Â Â Three Months Ended September 30, 2024Â Â Â Â MezzanineÂ Â Series A Preferred StockÂ Â Common StockÂ Â Additional Paid-inÂ Â AccumulatedÂ Â Total Stockholdersâ€™Â Â Â Â EquityÂ Â SharesÂ Â AmountÂ Â SharesÂ Â AmountÂ Â CapitalÂ Â DeficitÂ Â EquityÂ Balances, July 1, 2024Â $6,829Â Â Â 1,241Â Â $Â Â Â Â Â -Â Â Â 94,416Â Â $Â Â Â Â Â Â 9Â Â $209,086Â Â $(143,570)Â $65,525Â Issuance of shares for cashÂ Â -Â Â Â -Â Â Â -Â Â

Companyâ€™s fiscal year end is December 31. Â Reclassifications Â Certain reclassifications have been made to the fiscal year 2023 audited consolidated financial statements to conform to the presentation in the three and nine months ended September 30, 2024. The reclassifications had no impact on consolidated net loss, total consolidated assets, total consolidated liabilities, or consolidated stockholdersâ€™ equity. Â Risk and Uncertainties Â The Company is subject to certain risks and uncertainties and believes changes in any of the following areas could have a material adverse effect on the Companyâ€™s future consolidated financial position or consolidated results of operations or cash flows: new product development, including market receptivity; litigation or claims against the Company based on intellectual property, patent, product regulation or other factors; competition from other products; general economic conditions; the ability to attract and retain qualified employees; and, ultimately, to sustain profitable operations. Â Use of Estimates Â These unaudited condensed consolidated financial statements have been prepared in accordance with U.S. GAAP, which requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the unaudited condensed consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Some of the more significant estimates required to be made by management include the valuation of goodwill and intangible assets, deferred tax assets, equity-based transactions and liquidity assessment. Actual results may differ from these estimates. Â Cash and Cash Equivalents Â Highly liquid investments with a maturity of three months or less when purchased are considered to be cash equivalents. The Company maintains its cash in mutual funds and deposit and money market accounts with high quality financial institutions which, at times, may exceed federally insured limits. As of September 30, 2024 and December 31, 2023, the Company had $2.3 million and $2.1 million, respectively, in cash equivalents invested in mutual funds. The Company has not experienced any losses on these deposits and believes it is not exposed to significant credit risk on cash.Â Â Â Revenue Â The Company recognizes revenue in accordance with ASC 606 â€“ Revenue from Contracts with Customers, by analyzing contracts with its customers using a five-step approach: Â Â 1. Identify the contract Â Â Â Â 2. Identify the performance obligations Â Â Â Â 3. Determine the transaction price Â Â Â Â 4. Allocate the transaction price to the performance obligations Â Â Â Â 5. Recognize revenue when performance obligations are satisfied Â F-36 Â Â The revenue the Company has recognized in the nine months ended September 30, 2024 and 2023 were primarily derived from contracts to perform professional services. Revenue from time and materials-based contracts is recognized as the direct hours worked during the period times the contractual hourly rate, plus direct materials and other direct costs as appropriate, plus negotiated materials handling burdens, if any. Revenue from units-based contracts is recognized as the number of units delivered or performed during the period times the contractual unit price. Revenue from fixed price contracts is recognized as work is performed with estimated profits recorded on a percentage of completion basis. The Company has no cost-plus type contracts at this time. Â The Company includes depreciation and amortization expenses in manufacturing overhead, which is a component of cost of revenue. However, at the present time manufacturing overhead, including depreciation and amortization expense related to production equipment, is not material and the primary components of cost of revenue are direct labor and direct materials, with a small amount of shipping expenses. Â Accounts Receivable Â Accounts receivable consists of amounts due from customers for work performed on contracts. The Company records accounts receivable at their net realizable value. Periodically the Company evaluates its accounts receivable to establish a provision for credit losses, when deemed necessary, based on the history of past write-offs, collections and current credit conditions. The customer accounts receivable as of September 30, 2024 are considered not fully collectible and thus the Company has recorded a provision for credit losses of $3.5 thousand; the customer accounts receivable as of December 31, 2023 are considered fully collectible. Â Provision for Credit Losses Â The Company estimates losses on loans and other financial instruments in accordance with Accounting Standards Update (â€œASUâ€) 2016-13, Measurement of Credit Losses on Financial Instruments. ASU 2016-13 introduces the current expected credit losses (â€œCECLâ€) methodology for estimating allowances for credit losses. The CECL framework requires the Company to measure all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions and reasonable and supporting forecasts. Under CECL, the allowance for credit losses is measured as the difference between the financial assetâ€™s cost basis and the net amount expected to be collected on the financial asset. CECL allows us to use information about past events including historical loan loss experience, current conditions, and reasonable and supportable forecasts to assess the collectability of the financial assets. The receivables for financial assets as of September 30, 2024 and December 31, 2023 are not considered fully collectible and thus management has recorded a provision for credit losses. See Note 9, Loan Receivable, for additional information. Â Inventory Â Inventory is stated at the lower of cost or net realizable value. Cost is determined on a standard cost basis which approximates actual cost on a first in-first out method. Lower of cost or net realizable value is evaluated by considering obsolescence, excessive levels of inventory, deterioration and other factors. Adjustments to reduce the cost of inventory to its net realizable value, if required, are made for estimated excess, obsolescence or impaired inventory and are charged to cost of revenue. Once the cost of the inventory is reduced, a new lower-cost basis for that inventory is established, and subsequent changes in facts and circumstances do not result in the restoration or increase in that newly established cost basis. Factors influencing these adjustments include changes in demand, product life cycle and development plans, component cost trends, product pricing, physical deterioration and quality issues. Revisions to these adjustments would be required if these factors differ from our estimates. Â Operating Leases Â The Company determines if an arrangement is a lease at inception. Operating lease right-of-use (â€œROUâ€) assets are included in right-of-use assets, net on the consolidated balance sheets. The current and long-term components of operating lease liabilities are included in the current operating lease liabilities and noncurrent operating lease liabilities, respectively, on the consolidated balance sheets.Â F-37 Â Â Operating lease ROU assets and operating lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term. As most of the Companyâ€™s leases do not provide an implicit rate, and the Company uses an incremental borrowing rate based on the information available at the commencement date in determining the present value of future payments. Certain leases may include options to extend or terminate the lease. Lease expense for minimum lease payments is recognized on a straight-line basis over the lease term. Leases with an initial term of 12 months or less are not recorded on the consolidated balance sheet. All of our operating leases are comprised of office space leases, and as of September 30, 2024 and December 31, 2023, we had no finance leases. Â Business Combinations and Valuation of Goodwill Â We account for business combinations under the acquisition method of accounting. This method requires the recording of acquired assets and assumed liabilities at their acquisition date fair values. The excess of the purchase price over the fair value of assets acquired and liabilities assumed is recorded as goodwill. Results of operations related to business combinations are included prospectively beginning with the date of acquisition and transaction costs related to business combinations are recorded withing general and administrative expenses. Â The Company reviews goodwill for impairment on an annual basis or whenever events or changes in circumstances indicate the carrying value may not be recoverable. The Company performs an annual impairment test by comparing the fair value of a reporting unit with its carrying amount. An impairment charge should be recognized for the amount by which the carrying amount exceeds the reporting unitâ€™s fair value; however, the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. In addition, income tax effects from any tax-deductible goodwill carrying amount of the reporting unit should be considered when measuring the goodwill impairment loss, if applicable. The Company has determined that it has a single reporting unit for purposes of performing its goodwill impairment test. As the Company uses the market approach to assess impairment, its common stock price is an important component of the fair value calculation. If the Companyâ€™s stock price continues to experience significant price and volume fluctuations, this will impact the fair value of the reporting unit and can lead to potential impairment in future periods. The Company performs its annual impairment test during the fourth quarter of each fiscal year. As of September 30, 2024, we had not identified any factors that indicated there was an impairment of our goodwill and determined that no additional impairment analysis was then required. Â Property and Equipment Â Property and equipment are stated at cost or contributed value. Depreciation of furniture, software and equipment is calculated using the straight-line method over their estimated useful lives, and leasehold improvements are amortized on a straight-line basis over the shorter of their estimated useful lives or the lease term. The cost and related accumulated depreciation of equipment retired or sold are removed from the accounts and any differences between the undepreciated amount and the proceeds from the sale are recorded as a gain or loss on sale of equipment. Maintenance and repairs are charged against expense as incurred. Â Impairment of Long-Lived Assets Â The Company has long-lived assets such as tangible property and equipment, identified intangible assets consisting of acquired patents and core technology. When events or changes in circumstances occur that could indicate the carrying value of long-lived assets may not be recoverable, the Company assesses recoverability by determining whether the undiscounted cash flows estimated to be generated by those assets are less than the carrying amounts of those assets. If the undiscounted cash flow is less, an impairment charge is recognized for the excess of the carrying amounts of these assets over the fair values. Fair values are determined by discounted future cash flows, appraisals or other methods. Â During the three and nine months ended September 30, 2024 and 2023, the Company did not record any impairment from long-lived assets. Â Fair Value of Financial Instruments Â The carrying amount of certain financial instruments held by the Company, such as cash equivalents, accounts receivable, contract assets and liabilities, accounts payable, and accrued and other current liabilities, approximate fair value due to their short maturities. The carrying amount of the liabilities for the convertible preferred stock warrants represent their fair value. The carrying amounts of the Companyâ€™s borrowings and lease liabilities approximate fair value due to the market interest rates that these obligations bear and interest rates currently available to the Company.Â F-38 Â Â Fair value is defined as the exchange price that would be received for an asset or an exit price paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The fair value hierarchy defines a three-level valuation hierarchy for disclosure of fair value measurements as follows: Â Â Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities; Â Â Level 2 Inputs other than quoted prices included within Level 1 that are observable, unadjusted 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 related assets or liabilities; and Â Â Level 3 Unobservable inputs that are supported by little or no market activity for the related assets or liabilities. Â The categorization of a financial instrument within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. As of September 30, 2024 and December 31, 2023, the Company had $2.3 million of the $3.1 million cash and cash equivalents and $793 thousand of the $2.1 million cash and cash equivalents, respectively, in Level 1 assets, comprised of U.S. Government mutual funds, and $666 thousand and no carrying value, respectively, for Level 3 liabilities, which are comprised of derivative and warrant liabilities. See Note 11, Capital Stock â€“ Warrants, for a full discussion of the warrant liability.Â Â Research and Development Costs Â Research and development costs include costs directly attributable to the conduct of research and development programs, including the cost of services provided by outside contractors, acquiring work-in-progress intellectual property, development, and mandatory compliance fees and contractual obligations. All costs associated with research and development are expensed as incurred. Â Software Development Costs Â Software development costs incurred subsequent to the establishment of technological feasibility for software intended to be sold, licensed or otherwise marketed to customers will be capitalized, but development costs not meeting the criteria for capitalization are expensed as incurred. With respect to internal use software, the Company will capitalize such development costs incurred during the application development stage, but development costs incurred prior to that stage will be expensed as incurred. No amortization expense will be recorded until the software is ready for its intended use. To date the Company has not incurred any material capitalizable software development costs. Â Stock-based Compensation Â Stock-based compensation expense for expected-to-vest awards is valued under the single-option approach and amortized on a straight-line basis, accounting for actual pre-vesting forfeitures as they occur. We utilize the Black-Scholes pricing model in order to determine the fair value of stock-based option awards. The Black-Scholes pricing model requires various highly subjective assumptions including volatility, expected option life, and risk-free interest rate. The assumptions used in calculating the fair value of share-based payment awards represent managementâ€™s best estimates. These estimates involve inherent uncertainties and the application of management judgment. If factors change and different assumptions are used, our stock-based compensation expense could be materially different in the future. Â Income Taxes Â The Company uses the asset and liability method of accounting for income taxes. Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Deferred tax expense or benefit is the result of changes in the deferred tax assets and liabilities. Valuation allowances are established when necessary to reduce deferred tax assets where, based upon the available evidence, management concludes that it is more-likely-than-not that the deferred tax assets will not be realized. Realization of deferred tax assets is also dependent upon future earnings, if any, the timing and amount of which are uncertain.Â F-39 Â Â The Company records a liability for the uncertain tax positions taken or expected to be taken on the Companyâ€™s tax return when it is more-likely-than-not that the tax position might be challenged despite the Companyâ€™s belief that the tax return positions are fully supportable, and additional taxes will be due as a result. To the extent that the assessment of such tax positions changes, for example, based on the outcome of a tax audit, the change in estimate is recorded in the period in which the determination is made. The provision for income taxes includes the impact of provisions for uncertain tax positions. Â Loss Per Share Â Basic net loss per common share is computed by dividing net loss by the weighted average number of common shares outstanding during the period. Diluted net loss per common share is computed by dividing net loss attributable to common stockholders by the weighted average number of common shares outstanding, plus the number of additional common shares that would have been outstanding if the common share equivalents had been issued (computed using the â€œIf-Convertedâ€ method), unless the effect of such issuances would have been anti-dilutive. Â Recently Issued Accounting Pronouncements Â From time to time, new accounting pronouncements are issued by the FASB or other standard setting bodies that are adopted by the Company as of the specified effective date. Unless otherwise discussed, we believe that the impact of recently issued standards that are not yet effective will not have a material impact on our financial position or results of operations upon adoption. The Company has evaluated the recently implemented accounting standards and concluded that none currently apply to the Company. Â Note 3. Net Loss per Common Share Â The following table sets forth the computation of basic and diluted loss per share (in thousands, except per share data): Â Â Â Three Months Ended September 30, Â Â Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Numerator: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Net loss Â $ (5,675) Â $ (6,841) Â $ (17,305) Â $ (20,395) Less: Series A convertible preferred stock dividends Â Â - Â Â Â (215) Â Â - Â Â Â (646) Net loss attributable to common stockholders â€“ basic and diluted Â $ (5,675) Â $ (7,056) Â $ (17,305) Â $ (21,041) Denominator: Â Weighted average shares used in computing net loss per common share â€“ basic and diluted Â Â 93,048 Â Â Â 71,588 Â Â Â 89,063 Â Â Â 64,246 Â Net loss per common share â€“ basic and diluted Â $ (0.06) Â $ (0.10) Â $ (0.19) Â $ (0.33) Â Â Net loss per share is based on the weighted average number of the Companyâ€™s common shares and common share equivalents outstanding during the period.Â F-40 Â Â In periods with a reported net loss, the effect of anti-dilutive stock options, unvested restricted common stock and warrants are excluded and diluted loss per share is equal to basic loss per share. Due to a net loss in the three and nine months ended September 30, 2024 and 2023, there were therefore no dilutive securities and hence basic and diluted loss per share were the same. The following is a summary of the weighted average common stock equivalents for the securities outstanding during the respective periods that have been excluded from the computation of diluted net loss per common share, as their effect would be anti-dilutive (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 WarrantsÂ Â 2,212Â Â Â 5,973Â Â Â 2,538Â Â Â 6,092Â OptionsÂ Â 12,407Â Â Â 13,069Â Â Â 12,882Â Â Â 11,410Â Unvested restricted common stockÂ Â 2,997Â Â Â 1,783Â Â Â 2,997Â Â Â 771Â Total potentially dilutive sharesÂ Â 17,616Â Â Â 20,825Â Â Â 18,417Â Â Â 18,273Â Â As all potentially dilutive securities are anti-dilutive as of September 30, 2024 and 2023, diluted net loss per share is the same as basic net loss per share for each period. Â Note 4. Income Taxes Â Income tax expense attributable to pretax loss from continuing operations differed from the amounts computed by applying the U.S. federal income tax rate of 21% to pretax loss from continuing operations as a result of both temporary and permanent differences in the U.S. GAAP vs tax treatment of certain types of expenses, including stock-based compensation, depreciation and amortization, research and development and meals and entertainment. Additionally, the Company's policy is to account for interest and penalties as income tax expense. As of September 30, 2024 and December 31, 2023, the Company had no interest related to unrecognized tax benefits, and no amounts for penalties related to unrecognized tax benefits were recognized in the provision for income taxes. We do not anticipate any significant change within 12 months of this reporting date. Â As of September 30, 2024, in addition to the $15.6 million in tax-effected NOL carryforwards, at an assumed tax rate of 26%, the significant components of the Companyâ€™s net deferred tax assets included stock-based compensation of $11.7 million, capitalized research and development expenditures of approximately $2.5 million and an intangible asset basis difference of approximately $1.1 million. The Company believes that it is more likely than not that the benefit from the net deferred tax assets will not be realized. Accordingly, it has provided a full valuation allowance on any potential deferred tax assets. The

valuation allowance increased by approximately $4.0 million for the period ended September 30, 2024, as compared to the year ended December 31, 2023. The provision for income taxes is not material in the years presented due to there being no taxable income. Â The Company has federal R&D credit carryforwards of approximately $623 thousand for the period ended September 30, 2024, which will be applied against payroll taxes, not against income taxes. The Company has no state R&D credit carryforwards. Â The Company files income tax returns in the U.S. federal jurisdiction and various state jurisdictions, with varying statutes of limitations. The tax years from inception through 2024 remain open to examination due to the carryover of unused net operating losses that are being carried forward for tax purposes. Â Note 5. Intangible Assets and Goodwill Â As a result of the merger with QPhoton in June 2022 (the â€œQPhoton Mergerâ€), the Company has the following amounts related to intangible assets (in thousands): Â Â Â September 30, 2024Â Â December 31, 2023Â Â Â Gross Carrying AmountÂ Â Accumulated AmortizationÂ Â Net Carrying AmountÂ Â Gross Carrying AmountÂ Â Accumulated AmortizationÂ Â Net Carrying AmountÂ Non-compete agreement with founderÂ $3,251Â Â $(2,528)Â $723Â Â $3,251Â Â $(1,715)Â $1,536Â Website domain name and trademarkÂ Â 1,009Â Â Â (471)Â Â 538Â Â Â 1,009Â Â Â (320)Â Â 689Â Technology and licensed patentsÂ Â 12,731Â Â Â (4,244)Â Â 8,487Â Â Â 12,731Â Â Â (2,880)Â Â 9,851Â TotalÂ $16,991Â Â $(7,243)Â $9,748Â Â $16,991Â Â $(4,915)Â $12,076Â Â F-41 Â Â The amortization expense of the Companyâ€™s intangible assets for the three and nine months ended September 30, 2024 and 2023 was approximately $780 thousand and $2.3 million, respectively. The Company expects future amortization expense to be the following (in thousands): Â Â Â AmortizationÂ 2024 (remaining three months)Â $776Â 2025Â Â 2,472Â 2026Â Â 2,021Â 2027Â Â 1,903Â 2028Â Â 1,819Â ThereafterÂ Â 757Â TotalÂ $9,748Â Â The Company recorded goodwill resulting from the QPhoton Merger, calculated as the difference between the total purchase price and the value of tangible and intangible assets acquired less the liabilities assumed. The Company recorded goodwill of $55.6 million resulting from the QPhoton Merger. Â The Company considered the intangible assets and goodwill for indicators of impairment as of September 30, 2024 and concluded there were no indicators of impairment at that time. Â Note 6. Property and Equipment Â The Companyâ€™s property and equipment are primarily located at the Companyâ€™s leased facilities in Hoboken, NJ and Tempe, AZ and consist of (in thousands): Â Â Â September 30, 2024Â Â December 31, 2023Â Computer and lab equipmentÂ $5,899Â Â $2,999Â Network equipmentÂ Â 29Â Â Â 29Â Furniture and fixturesÂ Â 32Â Â Â 32Â SoftwareÂ Â 77Â Â Â 49Â Leasehold improvementsÂ Â 275Â Â Â 33Â Total cost of property and equipmentÂ Â 6,312Â Â Â 3,142Â Accumulated depreciationÂ Â (486)Â Â (272) Property and equipment, netÂ $5,826Â Â $2,870Â Â The Company recorded depreciation expense of $75 thousand and $76 thousand during the three months ended September 30, 2024 and 2023, respectively, and $214 thousand and $203 thousand during the nine months ended September 30, 2024 and 2023, respectively, using useful lives of the Companyâ€™s long-lived assets as follows: Â Â Â Estimated Useful Life (Years) Computer and laboratory equipmentÂ 5 Network equipmentÂ 4 Furniture and fixturesÂ 7 SoftwareÂ 3 Leasehold improvementsÂ Lessor of lease term or 5 Â Maintenance and repairs are charged to operations when incurred. When property and equipment are sold or otherwise disposed, the asset account and related accumulated depreciation and amortization accounts are relieved, and any gain or loss is included in other income or expense. Â F-42 Â Â Note 7. Operating Leases Â As of September 30, 2024, the Company has use of space in three different locations, Hoboken, NJ, Tempe, AZ, and Arlington, VA, under lease or membership agreements, which expire at various dates through November 30, 2028. The Companyâ€™s leases do not provide an implicit rate, and the rates implicit in our leases are not readily determinable. Therefore, the Company uses its incremental borrowing rate as the discount rate when measuring operating lease assets and liabilities. The incremental borrowing rate represents an estimate of the interest rate the Company would incur at lease commencement to borrow an amount equal to the lease payments on a collateralized basis over the term of a lease. The Companyâ€™s leases all contain options to extend or renew the lease or membership term. Â The table below reconciles the undiscounted future minimum lease payments under these operating leases to the total operating lease liabilities recognized on the consolidated balance sheet as of September 30, 2024 (in thousands): Â YearÂ Lease Payments Due 2024 (remaining three months)Â $88Â 2025Â Â 437Â 2026Â Â 591Â 2027Â Â 515Â 2028Â Â 212Â Total minimum paymentsÂ Â 1,843Â Less: imputed interestÂ Â (161) Present value of operating lease liabilitiesÂ Â 1,682Â Less: current portion included in other current liabilitiesÂ Â (385) Long-term operating lease liabilitiesÂ $1,297Â Â Other information related to operating lease liabilities consists of the following (in thousands): Â Â Â Three Months Ended September 30,Â Â Nine Months Ended September 30,Â Â Â Â 2024Â Â 2023Â Â 2024Â Â 2023Â Cash paid for operating lease liabilities (in thousands)Â $117Â Â $92Â Â $274Â Â $214Â Weighted average remaining lease term in yearsÂ Â 3.5Â Â Â 3.9Â Â Â 3.5Â Â Â 3.9Â Weighted average discount rateÂ Â 10%Â Â Â 10%Â Â Â 10%Â Â Â 10% Â F-43 Â Â Note 8. Financial Liabilities Â The Company has the following amounts related to financial and derivative liabilities at the dates indicated (in thousands): Â Â Â SeptemberÂ 30, 2024Â Â DecemberÂ 31, 2023Â Remaining loan balancesÂ $8,250Â Â $2,063Â Remaining unamortized debt issuance costsÂ Â (1,736)Â Â Â (138) Financial liabilities, net of issuance costsÂ $6,514Â Â $1,925Â Â Â Â Â Â Â Â Â Â Â Derivative liabilityÂ $666Â Â $-Â Â Additionally, the Company has accrued interest payable of $122 thousand and $14 thousand as of September 30, 2024 and December 31, 2023, respectively, which was included in accrued expenses. Â Secured Promissory Note Â On August 6, 2024, the Company entered into a Securities Purchase Agreement (the â€œSecured SPAâ€) with Streeterville Capital, LLC (â€œStreetervilleâ€), pursuant to which the Company issued and sold to Streeterville a Secured Convertible Promissory Note (the â€œStreeterville Convertible Noteâ€) in the original principal amount of $8.25 million. The principal amount includes an original issue discount of $750 thousand. Streeterville paid $7.5 million in cash for the Streeterville Convertible Note. The Streeterville Convertible Note accrues interest at a rate of 10% per annum and has a maturity date of February 6, 2026, unless earlier prepaid, redeemed or accelerated in accordance with its terms prior to such date. The Company intends to use the net proceeds from the sale of the Streeterville Convertible Note primarily for general working capital purposes, including for (i) operations as the Company increases its sales and marketing efforts; (ii) capital expenditures in outfitting its chip fabrication facility in Tempe, AZ; and (iii) for any other planned or unplanned expenditures that might arise in support of the Companyâ€™s business plan. Ascendiant Capital Markets, LLC served as the placement agent on the transaction and received a fee of $450 thousand, and the Company recognized $55 thousand in other issuance costs, primarily for legal services. Â The Streeterville Convertible Note is secured by all of the Companyâ€™s tangible and intangible assets, including intellectual property, pursuant to that certain Security Agreement (the â€œSecurity Agreementâ€) and IP Security Agreement (the â€œIP Security Agreementâ€), each entered into with Streeterville on August 6, 2024. In addition, the Companyâ€™s wholly-owned subsidiaries, QPhoton, LLC, a Delaware limited liability company, Qubittech International, Inc., a Delaware corporation, Qubittech, Inc., a Delaware corporation, and QI Solutions, Inc., a Delaware corporation (collectively, the â€œGuarantorsâ€), provided a guarantee (the â€œGuarantyâ€), dated as of August 6, 2024, of the Companyâ€™s obligations to Streeterville under the Streeterville Convertible Note and the other transaction documents. Â Beginning on February 6, 2025, Streeterville has the right to redeem up to $750,000 of the Streeterville Convertible Note per calendar month. The Company may pay such redemption amounts in cash, by converting such applicable redemption amount into shares of common stock at the applicable Conversion Price (as defined below) at such time, or in any combination of cash and shares of common stock, provided that the Company is required to pay any redemption amounts in cash under certain circumstances set forth in the Streeterville Convertible Note and that the payment of any redemption amount or portion thereof in cash is subject to an 10% premium.Â F-44 Â Â Beginning on the earlier of: (a) February 6, 2025, and (b) the effectiveness of a registration statement registering the Conversion Shares (as defined below), Streeterville may convert all or any portion of the outstanding balance of the Streeterville Convertible Note into shares (â€œConversion Sharesâ€) of the Companyâ€™s common stock on any trading day (and the following trading day) on which any intraday trading bid price of the Companyâ€™s common stock is 8% greater than the closing trade price on the previous trading day or at any time following an event of default, at a conversion price equal to 92% of the average of the two lowest daily volume weighted average prices of the Companyâ€™s common stock during the eight trading day period prior to the respective conversion date (the â€œConversion Priceâ€), subject to anti-dilution adjustments and provided that Streeterville may not request any conversion of the Streeterville Convertible Note to the extent that such conversion would cause Streeterville (together with its affiliates) to beneficially own shares of Common Stock exceeding 4.99% (or 9.99% if the Market Capitalization, as defined below, is less than $10Â million) of the number of shares of Common Stock outstanding on such date. For the ownership limitation, â€œMarket Capitalizationâ€ means a number equal to (a)Â the average volume weighted average price of the Companyâ€™s common stock for the immediately preceding 15Â trading days, multiplied by (b)Â the aggregate number of outstanding shares of common stock as reported on Companyâ€™s most recently filed FormÂ 10-QÂ or FormÂ 10-KÂ or as reported to Nasdaq in a subsequent shares outstanding change form. Absent an uncured event of default, as set forth in the Streeterville Convertible Note, Streeterville agreed to limit its aggregate sales of Conversion Shares on the open market in any given calendar week to 10% of the weekly trading volume of the Companyâ€™s common stock on our principal trading market (Nasdaq) for such week. Upon evaluation, the Company determined that the conversion features inherent in the Streeterville Convertible Note meet the definition of a derivative liability (the â€œStreeterville Derivative Liabilityâ€) covered under the ASC topic 815, Derivatives and Hedging. Applying ASC 820, Fair Value Measurement, the initial fair value of the Streeterville Derivative Liability is $666 thousand, which will be mark-to-market adjusted on a quarterly basis and accreted as interest expense using the effective interest rate method while the Streeterville Convertible Note is outstanding. Â In addition to the beneficial ownership limitations provided in the Streeterville Convertible Note, the sum of the number of shares of the Companyâ€™s common stock that the Company may issue to Streeterville under the Secured SPA, the Streeterville Convertible Note and any related documents without stockholder approval may not exceed the number of shares it could so issue pursuant to Nasdaq Listing RuleÂ 5635(d)Â (the â€œShare Capâ€), unless shareholder approval (the â€œApprovalâ€) to exceed such limitation is obtained by the Company. The Company is required, under the Secured SPA to obtain the Approval by FebruaryÂ 2, 2025. If the Company does not obtain the Approval by such date, it must continue seeking the Approval every 90 days until the Approval is obtained. If the total cumulative number of Conversion Shares that the Company issues to Streeterville equals the Share Cap and the Company has not obtained the Approval, any remaining outstanding balance of the Streeterville Convertible Note must be repaid in cash. Â The Streeterville Convertible Note provides for customary events of default (each as defined in the Streeterville Convertible Note, an â€œEvent of Defaultâ€), including, among other things, the event of nonpayment of principal, interest, fees or other amounts, a representation or warranty proving to have been incorrect when made, failure to perform or observe covenants within a specified cure period, a cross-default to certain other indebtedness and material agreements of the Company, and the occurrence of a bankruptcy, insolvency or similar event affecting the Company. Upon the occurrence of an Event of Default that is deemed a â€œMajor Trigger Eventâ€ as defined in the Streeterville Convertible Note, Streeterville may increase the outstanding balance of the Streeterville Convertible Note by 10%, and upon the occurrence of an Event of Default that is deemed a â€œMinor Trigger Eventâ€ as defined in the Streeterville Convertible Note, Streeterville may increase the outstanding balance of the Streeterville Convertible Note by 5%. Streeterville can exercise its right to increase the outstanding balance upon a Major or Minor Trigger Event three times each. Upon the occurrence of an Event of Default, Streeterville may declare all amounts owed under the Streeterville Convertible Note immediately due and payable. In addition, upon the occurrence of an Event of Default, upon the election of Streeterville, interest shall begin accruing on the outstanding balance of the Streeterville Convertible Note from the date of the Event of Default equal to the lesser of 15% per annum and the maximum rate allowable under law. Â Unsecured Promissory Note Â On September 23, 2022, the Company entered into a Note Purchase Agreement (the â€œStreeterville Unsecured NPAâ€) with Streeterville, pursuant to which Streeterville purchased an unsecured promissory note (the â€œStreeterville Unsecured Noteâ€) in the initial principal amount of $8.25 million. The Note bore interest at 10% per annum, had a maturity date of 18 months from the date of its issuance and carried an original issue discount of $750 thousand, which is included in the principal balance of the Streeterville Unsecured Note. Â Beginning on March 23, 2023, Streeterville had the right to redeem up to $750 thousand of the outstanding balance of the Streeterville Unsecured Note per month (â€œRedemption Amountâ€) by providing written notice to the Company (â€œRedemption Noticeâ€). The Company paid the applicable Redemption Amount in cash to Streeterville within three trading days of the Companyâ€™s receipt of any such Redemption Notice. As of September 30, 2024, Streeterville has redeemed the full principal amount of the Streeterville Unsecured Note. There was an outstanding balance of $1.9 million as of December 31, 2023. As of September 30, 2024, there was no outstanding balance and the Company has no further obligations with respect to the Streeterville Unsecured NPA or Streeterville Unsecured Note.Â F-45 Â Â For a full discussion of the terms and conditions of the Streeterville Unsecured Note, see the Companyâ€™s Amendment No. 1 to its Annual Report on Form 10-K for the year ended December 31, 2023. Â Note 9. Loan Receivable Â On May 16, 2023, the Company entered into a Summary of Proposed Terms (the â€œLetter of Intentâ€) with millionways, Inc. (â€œmillionwaysâ€) to provide bridge loans to millionways and enter into due diligence to acquire up to 100% of the AI firm. On June 6, 2023, the Company entered into a Note Purchase Agreement (the â€œMW Agreementâ€) with millionways, pursuant to which the Company agreed to purchase from millionways up to three unsecured promissory notes (each, a â€œMW Noteâ€), in an aggregate principal amount of up to $2.0 million, subject to the terms and conditions of the MW Agreement. Also on June 6, 2023, pursuant to the terms of the MW Agreement, the Company purchased the MW Notes from millionways and loaned an aggregate principal amount of $500 thousand to millionways. Â The MW Agreement contains customary representations and warranties by millionways and the Company, as well as a â€œmost favored nationsâ€ provision for the benefit of the Company. The MW Notes issued under the MW Agreement, including the MW Notes issued on June 6, 2023, provide that the indebtedness evidenced by the applicable MW Note bears simple interest at the rate of 10% per annum (or 15% per annum during the occurrence of an event of default, as defined in the MW Notes), and becomes due and payable in full on the earlier of (i) May 16, 2024, (ii) a change of control (as defined in the MW Notes) of millionways, (iii) dollar-for-dollar prepayment for additional capital received through any vehicle from a third party or (iv) an event of default.Â Â The Company reserved approximately $306 thousand of the outstanding $613 thousand receivable as uncollectible based on credit risk in the unaudited condensed consolidated financial statements as of September 30, 2024, and $279 thousand of the outstanding $558 thousand receivable as of December 31, 2023. Â Note 10. ContingenciesÂ Â Indemnification Arrangements Â We enter into standard indemnification arrangements in our ordinary course of business. Pursuant to these arrangements, we indemnify, hold harmless, and agree to reimburse the indemnified parties for losses suffered or incurred by the indemnified parties (generally our business partners or customers) in connection with any trade secret, copyright, patent or other intellectual property infringement claim by any third-party with respect to our products. The term of these indemnification agreements is generally perpetual any time after the execution of the agreement. The maximum potential amount of future payments we could be required to make under these agreements is not determinable. We have never incurred costs to defend lawsuits or settle claims related to these indemnification agreements. As a result, we believe the estimated fair value of these agreements is minimal. Â Â We have entered into indemnification agreements with our directors and officers that may require us to indemnify our directors and officers against liabilities that may arise by reason of their status or service as directors or officers, other than liabilities arising from willful misconduct of a culpable nature. These agreements also require us to advance their expenses incurred as a result of any proceeding against them as to which they could be indemnified and to make good faith determination whether or not it is practicable for us to obtain directors and officers insurance. We currently have directors and officers liability insurance. Â Legal Proceedings Â From time to time, we may be involved in legal proceedings arising in the ordinary course of business. In general, management believes that ordinary course of business matters will not have a material adverse effect on our consolidated financial position or results of operations and are adequately covered by our liability insurance. However, it is possible that condensed consolidated cash flows or results of operations could be materially affected in any particular period by the unfavorable resolution of one of more of these contingencies or because of the diversion of managementâ€™s attention and the incurrence of significant expenses.Â F-46 Â Â See Part II, Item 1, Legal Proceedings, in this Form 10-Q for additional details on the status of motions on the following proceedings. Â BV Advisory v. QCi Breach Lawsuit Â At the time of the QPhoton Merger in June 2022, QPhoton had an outstanding balance of principal and interest due to BV Advisory Partners, LLC (â€œBV Advisoryâ€) based on a Note Purchase Agreement that QPhoton had entered into with BV Advisory on March 1, 2021. Accordingly, the Company has recorded an estimated payable (the â€œBV Advisory Payableâ€), recognized as other current liabilities on the unaudited condensed consolidated financial statements, based on best available information in the amount of $536 thousand as of September 30, 2024 and December 31, 2023. Â On August 16, 2022, BV Advisory filed a complaint in the Court of Chancery of the State of Delaware (the â€œDE Chancery Courtâ€) naming the Company and certain of its directors and officers (among others) as defendants seeking, among other relief, monetary damages. The Company believes that BV Advisoryâ€™s claims have no merit and intends to defend itself vigorously. BV Advisoryâ€™s claims are not covered by the Companyâ€™s liability insurance, nor does the Company believe it is necessary to accrue an amount in addition to the BV Advisory Payable at this time. Â BV Advisory v. QCi Appraisal Action Â BV Advisory was purportedly a shareholder of QPhoton, Inc., the predecessor in interest to QPhoton, LLC, a wholly owned subsidiary of the Company (both referred to as â€œQPhotonâ€ in this Legal Proceedings discussion). BV Advisory rejected the Merger Consideration (as defined below) and on October 13, 2022, commenced litigation by filing a petition in the DE Chancery Court seeking appraisal rights on the shares of QPhoton it allegedly owned (which shares represented 10% of the shares of QPhoton outstanding immediately prior to the Companyâ€™s acquisition of QPhoton). The Company included BV Advisoryâ€™s

purported ownership of QPhoton in the purchase price accounting for the QPhoton Merger. Â The Companyâ€™s total purchase price of QPhoton was approximately $71.0 million, or $69.9 million net of cash acquired, consisting of Company common stock, Series B Preferred Stock and QPhoton Warrants (as defined below). While the total shares of the Companyâ€™s common stock on an as-converted basis offered in the QPhoton Merger was 36,600,823 (the â€œMerger Considerationâ€), the fair market valuation contemplated 31,299,417 of the shares, which assumed full conversion of the 2,377,028 shares of Series B Preferred Stock to common stock at the 10:1 ratio, and that only 1,726,931 of the warrants to purchase up to 7,028,337 shares of the Companyâ€™s common stock (the â€œQPhoton Warrantsâ€) would eventually be exercised (specifically only the QPhoton Warrants for which the associated Company options and/or warrants had an exercise price at or below $2.27 at the time of the QPhoton Merger). Â Accordingly, as of September 30, 2024 and 2023, the Company has neither issued 2,957,251 shares of the Companyâ€™s common stock on an as converted basis (the â€œUnissued QPhoton Sharesâ€) nor 702,834 warrants to purchase shares of the Companyâ€™s common stock (the â€œUnissued QPhoton Warrantsâ€) that were included in the Merger Consideration. The Unissued QPhoton Shares are included in the statement of stockholderâ€™s equity as additional paid in capital as of as of September 30, 2024 and 2023, and the Unissued QPhoton Warrants have no carrying value as a liability on the Companyâ€™s condensed consolidated balance sheet as of September 30, 2024. Â Note 11. Capital Stock Â Authorized Classes of Stock Â As of September 30, 2024, the Companyâ€™s Board of Directors has authorized two classes of preferred stock. The Board has authorized 1,550,000 shares of preferred stock as Series A preferred stock, par value $0.0001 per share, of which 993,306 and 1,490,004 shares, respectively, are issued and outstanding at September 30, 2024 and December 31, 2023. The Board has also authorized 3,079,864 shares of preferred stock as Series B preferred stock, par value $0.0001 per share, none of which are issued and outstanding as of September 30, 2024 and December 31, 2023.Â F-47 Â Â Series A Convertible Preferred Offering Â From November 10, 2021 through November 17, 2021, the Company conducted a private placement offering (the â€œPrivate Placementâ€) pursuant to securities purchase agreements with 7 accredited investors (the â€œSeries A Investorsâ€), whereby the Series A Investors purchased from the Company an aggregate of 1,545,459 shares of the Companyâ€™s newly created Series A convertible preferred stock, par value $0.0001 per share (the â€œSeries A Preferred Stockâ€) and warrants to purchase 1,545,459 shares of the Companyâ€™s common stock (the â€œPreferred Warrantsâ€) for an aggregate purchase price of $8.5 million. The Private Placement was completed and closed to further investment on November 17, 2021. Â The Series A Preferred Stock ranks senior to common stock with respect to the payment of dividends and liquidation rights. Each holder of Series A Preferred Stock is entitled to receive, with respect to each share of Series A Preferred Stock then outstanding and held by such holder, dividends at the rate of ten percent (10%) per annum (the â€œPreferred Dividends.â€) The Company is obligated to pay the Preferred Dividends quarterly, in arrears, within fifteen (15) days of the end of each quarter. The Company has the option to pay the Preferred Dividends in cash or in common stock, at a price per share of common stock equal to the average of the closing sale price of the common stock for the five (5) trading days preceding the applicable dividend payment date. The Preferred Dividends are accrued monthly, but not compounded, and are recorded as interest expense, because the Preferred Dividends are mandatory and not declared at the discretion of the Board of Directors. Â The number of shares of the Companyâ€™s common stock issuable upon conversion of any share of Series A Preferred Stock shall be determined by dividing (x) the Conversion Amount of such share of Series A Preferred Stock by (y) the Conversion Price. â€œConversion Amountâ€ means, with respect to each share of Series A Preferred Stock, as of the applicable date of determination, the sum of (1) the stated value thereof plus (2) any accrued dividends. â€œConversion Priceâ€ means, with respect to each share of Series A Preferred Stock, as of any optional conversion date, Mandatory Conversion Date or other date of determination, $5.50, subject to adjustment for stock splits, dividends, recapitalizations and similar corporate events. Â The Preferred Warrants were two-year warrants to purchase shares of the Companyâ€™s common stock at an exercise price of $7.00 per share, subject to adjustment, were exercisable at any time on or after the date that was six months following the issuance date, and provided for cashless exercise in the event the underlying shares of the Companyâ€™s common stock are not registered. As of December 31, 2023, all of the Preferred Warrants had expired unexercised. Â In connection with the Purchase Agreement, the Company and the Series A Investors entered into a registration rights agreement (the â€œRegistration Rights Agreementâ€) pursuant to which the Company agreed to file a registration statement to register the shares of the Companyâ€™s common stock underlying the Series A Preferred Stock and warrants within 180 days. Pursuant to the Registration Rights Agreement, the Series A Investors received certain rights, including but not limited to piggyback registration rights, providing that the holder be given notice of any proposed registration of securities by the Company, and requiring that the Company register all or any portion of the registrable securities that the holders request to be registered, in each case, subject to the terms and conditions of the Registration Rights Agreement. On April 27, 2022 the Company filed a Resale Form S-3 as required by the Registration Rights Agreement. The Resale Form S-3 went effective on June 2, 2022. Â On June 13, 2022, one of the Series A Investors, Falcon Capital Partners, converted 45,455 shares of Series A Preferred Stock into 47,728 shares of the Companyâ€™s common stock. Â On February 9, 2023, one of the Series A Investors, Greenfield Children, LLC, converted 10,000 shares of Series A Preferred Stock plus accrued dividends into 11,096 shares of the Companyâ€™s common stock.Â F-48 Â Â On March 19, 2024, the Company entered into a Redemption and Waiver Agreement (the â€œSeries A Redemption Agreementâ€) with the current holders (the â€œSeries A Holdersâ€) of its Series A Preferred Stock. Accordingly, $8.125 million of additional paid in capital was reclassified from shareholdersâ€™ equity to mezzanine equity (the â€œMezzanine Equityâ€) on the Companyâ€™s condensed consolidated balance sheet as of September 30, 2024, in accordance with Accounting Series Release No. 268, Presentation in Financial Statements of â€œRedeemable Preferred Stocksâ€. The Mezzanine Equity is valued at the date of the Private Placement issuance. Pursuant to the Series A Redemption Agreement, the Company agreed to redeem all outstanding shares of the Series A Preferred Stock for an aggregate cash purchase price of $8,195,000, or $5.50 per share, at its sole discretion, in 18 monthly payments (each a â€œMonthly Redemption Thresholdâ€ payment), which may be accelerated at the Companyâ€™s sole discretion. In addition, the Series A Holders agreed to waive (the â€œWaiversâ€), on a month-by-month basis following each monthly payment, certain rights granted to them in (i) the Preferred Stock Certificate of Designation (the â€œPreferred Stock CODâ€), including for the accrual and payment of accrued and future dividends; and (ii) the Preferred Stock Securities Purchase Agreement (the â€œPreferred Stock SPAâ€). In the event the Company opts to not make a Monthly Redemption Threshold payment, the Waivers are forfeited and the terms revert to those detailed in the Preferred Stock COD and Preferred Stock SPA. During the three and nineÂ months ended September 30, 2024, the Company redeemed 248,349 and 496,698 shares of Series A Preferred Stock, respectively, for approximately $1.4 million and $2.7 million, in cash paid to the Series A Holders, respectively. As of September 30, 2024 and December 31, 2023, there were 993,306 and 1,490,004 shares of Series A Preferred Stock, respectively, issued and outstanding. Â At-the-Market-Facility Â On October 28, 2022, the Company filed a shelf registration statement on Form S-3 under the Securities Act of 1933, as amended, which was declared effective on November 8, 2022 (the â€œ2022 shelfâ€). Under the 2022 Shelf at the time of effectiveness, the Company had the ability to raise up to $100 million by selling common stock, preferred stock, debt securities, warrants and units. On December 5, 2022, the Company entered into an At-the-Market Issuance Sales Agreement (the â€œATM Agreementâ€) with Ascendiant Capital Markets, LLC (â€œAscendiantâ€) whereby the Company may, but is not obligated to, offer and sell, from time to time, shares of its common stock (the â€œATM Facilityâ€), and incorporated the ATM Agreement into the 2022 Shelf by amendment that was declared effective January 10, 2023. On August 17, 2023, the Company and Ascendiant entered into an amendment (the â€œATM Amendmentâ€) to the ATM Agreement, increasing the amount of common stock that the Company may offer and sell via the ATM Facility from $25 million to $50 million (the â€œATM Upsizeâ€). Following the ATM Upsize, the Company filed a prospectus supplement, dated August 18, 2023, with the Securities and Exchange Commission and became able to offer and sell shares of the Companyâ€™s common stock having an aggregate offering price of up to $27,362,717 via the ATM Facility. Â The Company intends to use any net proceeds from the sale of securities under the ATM Facility for operations and for other general corporate purposes, including, but not limited to, capital expenditures, including our AZ Chips Facility, as defined in Item 2, Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations, payments under the Series A Redemption Agreement and general working capital. The Company did not sell any shares through the ATM Facility for the three months ended September 30, 2024, and for the nine months ended September 30, 2024, the Company sold 16,604,770 shares of the Companyâ€™s common stock through the ATM Facility at an average price of $0.88, from which the Company received net proceeds of $14.6 million. Â Warrants Â The table below summarizes the warrants outstanding at September 30, 2024 (in thousands, except exercise price data): Â Issuance DateÂ Expiration DateÂ Exercise PriceÂ Â IssuedÂ Â ExercisedÂ Â Forfeited / CanceledÂ Â Warrants OutstandingÂ August 18, 2020Â August 18, 2025Â $2.00Â Â Â 171Â Â Â (150)Â Â -Â Â Â 21Â November 15, 2021Â November 15, 2023Â $7.00Â Â Â 1,545Â Â Â Â Â Â Â (1,545)Â Â -Â June 16, 2022Â May 9, 2027Â $0.0001Â Â Â 6,325Â Â Â -Â Â Â (4,148)Â Â 2,177Â Â In connection with a restricted stock units offering in June 2020, the Company issued warrants in August 2020 to purchase 171,000 shares of the Companyâ€™s common stock, at an exercise price of $2.00. Those warrants are exercisable for five years from the date of issuance. Â In connection with the offering of Series A Preferred Stock in November 2021, the Company issued warrants to purchase 1,545,459 shares of the Companyâ€™s common stock at an exercise price of $7.00. Those warrants were exercisable for two years from the date of issuance and have now expired.Â F-49 Â Â In connection with the QPhoton Merger on June 16, 2022, the Company issued 6.3 million warrants to purchase shares of the Companyâ€™s common stock at an exercise price of $0.0001. Those warrants are exercisable when and if stock options and warrants issued by the Company and outstanding as of June 15, 2022 (the â€œUnderlying Optionsâ€) are exercised. As of September 30, 2024, none of the QPhoton Warrants linked to the outstanding Underlying Options are expected to be exercised as the exercise prices of the Underlying Options are above the closing stock price as of September 30, 2024. The 6.3 million issued warrants represent a portion of the 7.0 million warrants included in the Merger Consideration, having been received by two QPhoton shareholders. A third alleged shareholder rejected the Merger Consideration and commenced litigation, and to date that litigation has not been resolved and the 702,834 warrants have not been issued. See Part II, Item 1, Legal Proceedings, for additional information on the status of the litigation. Â Accordingly, as of September 30, 2024, of the 6.3 million QPhoton Warrants issued, approximately 66% have been forfeited because the corresponding Underlying Options had expired or been forfeited. Further, as discussed in Note 2, Significant Accounting Policies â€“ Fair Value of Financial Instruments, the QPhoton Warrants issued on June 16, 2022, are considered Level 3 liabilities for fair value measurement on the valuation hierarchy. Accordingly, the Company recognized mark-to-market gains of $13 thousand and $384 thousandÂ during the three and nine months ended September 30, 2023, respectively, with an ending balance of $144 thousand as of September 30, 2023. As of September 30, 2024 and December 31, 2023, the QPhoton Warrants have no carrying value as a liability on the Companyâ€™s condensed consolidated balance sheet and there was no mark-to-market adjustment recognized during the nine months ended September 30, 2024. Â Note 12. Stock-based Compensation Â Incentive Plans Â The Companyâ€™s 2019 Equity and Incentive Plan, as amended in 2021 (the â€œ2019 Planâ€) enabled the Company to grant incentive stock options or nonqualified stock options and other equity awards to employees, directors and consultants of the Company up to a total of 3 million shares of the Companyâ€™s common stock. All 3 million shares available for issue under the 2019 Plan have been issued. Â On July 5, 2022, the Board of Directors adopted the Companyâ€™s 2022 Equity and Incentive Plan (the â€œ2022 Planâ€) which provides for the issuance of up to 16 million shares of the Companyâ€™s common stock. The 2022 Plan was approved by a majority of the shareholders in September 2022. Per the 2022 Plan, the 2022 Plan reserves increased automatically by 1 million shares on January 1, 2023 and January 1, 2024, providing for a total issuance of up to 18 million shares of the Companyâ€™s common stock. As of September 30, 2024, a total of 12.4 million shares and options were issued and outstanding. Â Options Â The following table summarizes the Companyâ€™s option activity for the nine months ended September 30, 2024 (in thousands, except exercise price and contractual life data): Â Â Â Number OutstandingÂ Â Weighted Average Exercise Price per ShareÂ Â Weighted Average Remaining Contractual Life (Years)Â Balance as of January 1, 2024Â Â 13,843Â Â $2.64Â Â Â 3.7Â GrantedÂ Â 250Â Â Â 1.01Â Â Â 5.0Â ExercisedÂ Â -Â Â Â -Â Â Â -Â Â Â -Â ForfeitedÂ Â (1,724)Â Â 4.11Â Â Â -Â Balance as of September 30, 2024Â Â 12,369Â Â $2.41Â Â Â 3.1Â Vested and exercisable as of September 30, 2024Â Â 8,375Â Â $2.87Â Â Â 2.8Â Â F-50 Â Â The following table presents the assumptions used in the Black-Scholes option-pricing model to determine the grant-date fair value of stock options granted during the three and nine months ended September 30, 2024 and 2023: 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 Exercise priceÂ $1.00 â€“ 1.12Â Â $1.35 â€“ 1.35Â Â $1.00 â€“ 1.12Â Â $1.35 â€“ 1.84Â Risk-free interest rateÂ Â 5.2 â€“ 5.2%Â Â Â 4.8 â€“ 4.8%Â Â Â 5.2 â€“ 5.2%Â Â Â 4.7 â€“ 4.8% Expected volatilityÂ Â Â 93.2 â€“ 104.6%Â Â Â 134.5 â€“ 134.5%Â Â Â 93.2 â€“ 104.6%Â Â Â 122.2 â€“ 136.9% Expected dividend yieldÂ Â Â 0%Â Â Â 0%Â Â Â 0%Â Â Â 0% Expected life of options (in years)Â Â Â 5.0Â Â Â 5.0Â Â Â 5.0Â Â Â 5.0Â Â Â 5.0Â Â Â The following table summarizes the exercise price range as of September 30, 2024 (in thousands, except exercise price data): Â Exercise PriceÂ Â Outstanding OptionsÂ Â Exercisable OptionsÂ $0.00 â€“ 1.00Â Â Â Â 105Â Â Â Â 10Â $1.00 â€“ 2.00Â Â Â Â 5,348Â Â Â Â 1,794Â $2.00 â€“ 3.00Â Â Â Â 5,845Â Â Â Â 5,500Â $3.00 â€“ 6.00Â Â Â Â 38Â Â Â Â 38Â $6.00 â€“ 8.00Â Â Â Â 683Â Â Â Â 683Â $8.00 â€“ 12.00Â Â Â Â 350Â Â Â Â 350Â Â Â Â Â Â Â 12,369Â Â Â Â 8,375Â Â The weighted average grant-date fair value of stock options granted during the nine months ended September 30, 2024 and 2023 was $1.01 and $1.42 per share, respectively. As of September 30, 2024, total unrecognized compensation cost related to common stock options was $3.5 million, which is expected to be recognized over a period of 3.3 years. Â Stock-based Compensation Â The Company recognized stock-based compensation expense related to common stock options and restricted shares of common stock in the following expense categories of its consolidated statements of operations (in thousands): Â Â Â Three Months Ended September 30, Â Â Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Research and development Â $ 562 Â Â $ 408 Â Â $ 1,761 Â Â $ 1,358 Â Selling and marketing Â Â 12 Â Â Â 85 Â Â Â 123 Â Â Â (351) General and administrative Â Â 189 Â Â Â 499 Â Â Â 796 Â Â Â 2,103 Â Total stock-based compensation Â $ 763 Â Â $ 992 Â Â $ 2,680 Â Â $ 3,110 Â Â For the nine months ended September 30, 2024 and 2023, stock-based compensation on the statements of stockholdersâ€™ equity was lower by $207 thousand and lower by $206 thousand, respectively, as compared to the expense recorded due to timing differences between award dates and the realization of stock-based compensation expense. The net expense of $2.7 million for the nine months ended September 30, 2024 is primarily attributable to vesting expense recognition, offset by insignificant pre-vesting forfeitures of common stock options for separated employees. Â In terms of new issuances, the Company issued 218 thousand shares of common stock to former executives in the nine months ended September 30, 2024 per their respective employment and separation agreements (the â€œSeparation Agreement Sharesâ€). In conjunction with the Separation Agreement Shares, the Company recognized $197 thousand of stock-based compensation expense during the nine months ended September 30, 2024, and does not expect future expense related to these offerings as they are fully vested.Â During the nine months ended September 30, 2023, the Company issued 2.4 million shares of common stock to employees as performance and incentive awards (the â€œ2023 Incentive Sharesâ€). The 2023 Incentive Shares included 854 thousand shares of common stock issued to 35 employees as payment in lieu of cash for 2022 performance bonuses (the â€œBonus Incentive Sharesâ€) and 1.5 million shares of common stock as long-term incentive bonuses to five employees identified as key technical staff (the â€œRetention Incentive Sharesâ€). The Bonus Incentive Shares are restricted and subject to the following vesting schedule: one-half vested on December 31, 2023 and one-half vesting on December 31, 2024. As of December 31, 2023, the Company canceled 23,600 of the issued shares that were forfeited by employees no longer with the Company. The Retention Incentive Shares are restricted and subject to annual vesting in equal amounts over a five-year period as follows: 20% will vest on each of December 31, 2023, December 31, 2024Â¸ December 31, 2025, December 31, 2026, and December 31, 2027, subject to the grantee continuing to perform services for the Company in the capacity in which the grant was received on each applicable vesting date.Â F-51 Â Â Stock-based Compensation for Services Â The Company recognized stock-based compensation expense for services in lieu of cash payments to certain consultants, including expenses for both shares issued and stock option awards granted, in the following expense categories of its consolidated statements of operations (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 Selling and marketingÂ $-Â Â $(107)Â $-Â Â $(174) General and administrativeÂ Â 2Â Â Â 107Â Â Â 21Â Â Â 456Â Total stock-based compensationÂ $2Â Â $-Â Â $21Â Â $282Â Â For the nine months ended September 30, 2024 and 2023, stock-based compensation for services on the statements of stockholdersâ€™ equity was higher by $113 thousand and $2.1 million, respectively, as compared to the expense recorded due to timing differences between award dates and the realization of stock-based compensation expense. Â In terms of new issuances, the Company issued 142 thousand and 1.5 million shares of common stock, respectively, for services in the nine months ended September 30, 2024 and 2023. Â Note 13. Related Party Transactions Â There were no related party transactions during the nine months ended September 30, 2024 and 2023.Â Â Note 14. License Agreement â€“ Stevens Institute of Technology Â Effective December 17, 2020, QPhoton signed a License Agreement with the Stevens Institute (the â€œStevens License Agreementâ€). The Stevens License Agreement enables the Company to commercially use technology such as licensed patents, licensed patent applications and licensed â€œKnow-Howâ€ and is also able to issue sublicenses for the technology under the agreement. The agreement is effective until the later of: (i) the 30-year anniversary of the effective date, or (ii) the expiration of the licensed patent or licensed patent application that is last to expire. As part of the merger of the Company and QPhoton, the Stevens License Agreement was assigned to the Company. Â During

the term of the Stevens License Agreement and prior to any commercialization or sublicensing of the technology by the Company, the Company is required to submit annual reports to the Stevens Institute reporting on all research, development, and efforts toward commercialization and/or sublicensing made during the year. Once any commercialization and/or sublicensing has been initiated, the Company will deliver quarterly reports to the Stevens Institute reporting on the revenue received by the Company, all sublicenses derived from the sale of licensed products, and the net sales price associated with each transaction. The Company will be responsible for reimbursing Stevens for any costs associated with the prosecution and maintenance of the licensed patents and licensed patent applications moving forward. Â Consideration for the Agreement Â As consideration for the license and other rights granted under the agreement, QPhoton agreed to pay the following: (i) $35 thousand within 30 days of execution of the agreement, (ii) $28 thousand within 30 days of each annual anniversary of the effective date, (iii) equity in the Company equivalent to nine percent of the outstanding equity of the Company within 30 days of the execution of the agreement, and (iv) royalties of 3.5% of the net sales price of each licensed product sold or licensed by the company during the quarter then-ended, for which it also received payment, concurrent with the delivery of the relevant quarterly report. Â As of September 30, 2024, the Company has begun to commercialize some of the licensed technology, though has not recognized any related revenue and hence has not incurred any royalty expenses payable to the Stevens Institute. Â F-52 Â Â Note 15. Restatement of Previously Issued Financial Statements Â Subsequent to the issuance of our Annual Report on Form 10-K for the year ended December 31, 2023, and our subsequent retention of BPM LLP to replace BF Borgers CPA PC as our independent registered public accounting firm, management became aware of various adjustments to be recorded to our consolidated financial statements. Accordingly, on September 11, 2024, we filed Amendment 1 to our Annual Report on Form 10-K for the year ended December 31, 2023 (the â€œ2023 Amendmentâ€), amending our consolidated balance sheets as of December 31, 2023 and 2022, and amending our consolidated statements of operations, our consolidated statements of stockholdersâ€™ equity, and our consolidated statements of cash flows for the years ended December 31, 2023 and 2022, primarily with regard to the purchase accounting of the QPhoton Merger, stock-based compensation accounting, financing costs, and other matters. The restated consolidated financial statements in the 2023 Amendment also reflect the correction of certain previously-identified errors and out-of-period adjustments that were deemed immaterial to the annual or interim period in which they were recorded and have been restated in the 2023 Amendment to properly reflect the corrections in the appropriate periods. Â In this Quarterly Report on Form 10-Q for the nine months ended September 30, 2024, we amended our consolidated statements of operations, our consolidated statements of stockholdersâ€™ equity, and our consolidated statements of cash flows for the nine months ended September 30, 2023, which restate and revise items in line with the disclosures and reclassifications discussed in the 2023 Amendment. The aggregate impact of these errors on our condensed consolidated statements of operations for the three and nine months ended September 30, 2023, is a decrease in net loss of approximately $1.4 million and $1.0 million, respectively. The estimated aggregate impact of these errors on the Companyâ€™s condensed consolidated balance sheet for the nine months ended September 30, 2023, is (i) decreased intangible and goodwill assets of $8.6 million; (ii) materially unchanged and increased liabilities of approximately $500 thousand; and (iii) decreased stockholderâ€™s equity of approximately $9.1 million.Â Â Note 16. Subsequent Events Â In October and November 2024, the Company redeemed 165,566 shares of Series A Preferred Stock for $910 thousand. As of November 4, 2024, the Company has redeemed 662,264 shares of Series A Preferred Stock for a cumulative redemption amount of $3.6 million in cash paid to the Series A Holders; there are 827,740 shares of Series A Preferred Stock issued and outstanding.Â Â In October 2024, the Company resumed use of its ATM Facility and sold approximately 3.9 millionÂ shares of common stock as of November 4, 2024. The Company intends to use the net proceeds for our operations and for other general corporate purposes, including, but not limited to, capital expenditures, including our AZ Chips Facility, as defined in Item 2, anagementâ€™s Discussion and Analysis of Financial Condition and Results of Operations, payments under the Series A Redemption Agreement and general working capital. As of November 4, 2023, the Company has approximately $55 million available under the 2022 Shelf and $5 million available under the ATM Agreement, as amended. Â There are no other events of a subsequent nature that in managementâ€™s opinion are reportable. Â F-53 Â Â Â Â Â Â Â 8,489,797 Shares of Common Stock Â Â Quantum Computing Inc. Â Â Â PROSPECTUS Â January [â—], 2025 Â Â Â Â Â Â Â Â Â PART II Â INFORMATION NOT REQUIRED IN PROSPECTUS Â Item 13. Other Expenses of Issuance and Distribution Â The following table sets forth the costs and expenses, other than underwriting discounts and commissions, to be paid by the Registrant in connection with the issuance and distribution of the securities being registered. All amounts other than the SEC registration fee are estimates. Â SEC Registration FeeÂ Â Â $ 9,515 Â Accounting Fees and Expenses Â $ 10,000 Â Legal Fees and Expenses Â $ 50,000 Â Total* Â $ 69,515 Â Â Â *Estimated expenses. Â Item 14. Indemnification of Directors and Officers Â Section 102(b)(7) of the Delaware General Corporation Law permits a corporation to provide in its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the directorâ€™s duty of loyalty to the corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for unlawful payments of dividends or unlawful stock repurchases, redemptions or other distributions, or (iv) for any transaction from which the director derived an improper personal benefit. Our amended certificate of incorporation provides that, to the maximum extent permitted by law, no director shall be personally liable to us or our shareholders for monetary damages for breach of fiduciary duty as director. Â Section 145 of the Delaware General Corporation Law provides that a corporation may indemnify directors and officers as well as other employees and individuals against expenses (including attorneysâ€™ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any threatened, pending or completed actions, suits or proceedings in which such person is made a party by reason of such person being or having been a director, officer, employee or agent to the corporation. The Delaware General Corporation Law provides that Section 145 is not exclusive of other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. Our bylaws provide for indemnification by us of our directors, officers and employees to the fullest extent permitted by the Delaware General Corporation Law. Â Insofar as indemnification for liabilities arising under the Securities Act may be provided for directors, officers, employees, agents or persons controlling an issuer pursuant to the foregoing provisions, the opinion of the SEC is that such indemnification is against public policy as expressed in the Securities Act, and is therefore unenforceable. In the event that a claim for indemnification by such director, officer or controlling person of us 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 offered, we will, unless in the opinion of our counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by us is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue. Â No pending material litigation or proceeding involving our directors, executive officers, employees or other agents as to which indemnification is being sought exists, and we are not aware of any pending or threatened material litigation that may result in claims for indemnification by any of our directors or executive officers. Â II-1 Â Â Item 15. Recent Sales of Unregistered Securities Â The following sets forth information regarding all unregistered securities sold by us in transactions that were exempt from the requirements of the Securities Act in the last three years. Except where noted, all of the securities discussed in this Item 15 were all issued in reliance on the exemption under Section 4(a)(2) of the Securities Act. Unless otherwise indicated, all of the share issuances described below were made in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act. Â From November 10, 2021 through November 17, 2021, the Company conducted a private placement offering (the â€œNovember 2021 Financingâ€) pursuant to the securities purchase agreements (the â€œPurchase Agreementsâ€) with 7 accredited investors (the â€œInvestorsâ€), as amended on December 16, 2021, whereby, the Investors had agreed to purchase from the Company an aggregate of 1,545,459 shares of the Companyâ€™s Series A Convertible Preferred Stock, par value $0.0001 per share (the â€œSeries A Preferred Stockâ€) and warrants to purchase 1,545,459 shares of the Companyâ€™s Common Stock for an aggregate purchase price of $8,500,000. The Warrants are two-year warrants to purchase shares of the Companyâ€™s Common Stock at an exercise price of $7.00 per share, subject to adjustment, and are exercisable at any time on or after the date that is six (6) months following the issuance date. The Warrants provide for cashless exercise in the event the underlying shares of Common Stock are not registered and a beneficial ownership limitation of 4.99% which may be increased or decreased up to 9.99%, provided that any such increase will not be effective until the 61st day after delivery of a notice to us of such increase. Â On December 10, 2024, the Company issued (i) 1,540,000 shares of Common Stock at a purchase price of $5.00 per share, in the RDO and (ii) 8,460,000 shares of its Common Stock at the same price in the PIPE, for aggregate gross proceeds of $50 million. In connection with the Offerings, the Company also issued to the Placement Agent (or its designees) 500,000 five-year warrants (representing 5% of the securities sold in the Offerings), which will be exercisable beginning on June 8, 2025, and have an initial exercise price per share of Common Stock of $5.75. The issuance of the shares in the PIPE, the Placement Agent Warrants and the shares of Common Stock underlying the Placement Agent Warrants were issued in reliance on the exemption from registration provided by Section 4(a)(2) under the Securities Act and/or Regulation D promulgated thereunder for transactions not involving a public offering. Â On January 7, 2025, the Company issued 8,163,266 shares of Common Stock at a purchase price of $12.25 per share in the Placement, pursuant to certain securities purchase agreements. In connection with the Placement, the Company also issued to the Placement Agent (or its designees) 326,531 five-year warrants (representing 4% of the securities sold in the Placement), which will be exercisable beginning on July 6, 2025, and have an initial exercise price per share of Common Stock of $14.0875. The issuance of the shares in the Placement, the Placement Agent Warrants and the shares of Common Stock underlying the Placement Agent Warrants were issued in reliance on the exemption from registration provided by Section 4(a)(2) under the Securities Act and/or Regulation D promulgated thereunder for transactions not involving a public offering. Â II-2 Â Â Item 16. Exhibits and Financial Statement Schedules Â (a) Exhibits Â We have filed the exhibits listed on the accompanying Exhibit Index of this registration statement and below in this Item 16: Â Exhibit Â Â Â Reference Â Filed or Furnished Number Â Exhibit Description Â Form Â Exhibit Â Filing Date Â Herewith 3.1(i) Â Amended and Restated Certificate of Incorporation Â 10-K/A Â 3.1(i) Â 07/10/2023 Â Â 3.1(ii) Â Certificate of Designations of the Series A Convertible Preferred Stock Â 8-K Â 3.1 Â 11/17/2021 Â Â 3.1(iii) Â Certificate of Amendment of Certificate of Designations of Series A Convertible Preferred Stock of Quantum Computing Inc., filed with the Delaware Secretary of State on December 16, 2021 Â 8-K Â 3.1 Â 12/17/2021 Â Â 3.2 Â Amended and Restated By-laws Â 10-K/A Â 3.2 Â 07/10/2023 Â Â 3.3 Â Certificate of Designation with respect to the Series B Preferred Stock, par value $0.0001 per share, dated June 14, 2022 Â 8-K Â 3.1 Â 06/21/2022 Â Â 4.1 Â Common Stock Specimen Â 10-12(g) Â 4.1 Â 01/09/2019 Â Â 4.2 Â Promissory Note in the amount of $8,250,000 issued by Quantum Computing Inc. to Streeterville Capital, LLC, dated September 23, 2022 Â 8-K Â 4.1 Â 09/28/2022 Â Â 4.3 Â Form of Placement Agent Warrant Â 8-K Â 4.1 Â 12/12/2024 Â Â 4.4 Â Form of Placement Agent Warrant Â 8-K Â 4.1 Â 01/08/2025 Â Â 5.1 Â Legal Opinion of Lucosky Brookman LLP Â Â Â Â Â Â X 10.1 Â ATM Agreement, dated as of December 5, 2022, between Quantum Computing Inc. and Ascendiant Capital Markets, LLC Â 8-K Â 1.1 Â 12/06/2022 Â Â 10.2 Â First Amendment to ATM Agreement, dated as of August 17, 2023, between Quantum Computing Inc. and Ascendiant Capital Markets, LLC Â 8-K Â 1.1 Â 08/21/2023 Â Â 10.3* Â Employment Agreement between Quantum Computing Inc. and Christopher Boehmler, dated as of June 26, 2023 Â 8-K Â 10.1 Â 06/26/2023 Â Â 10.4* Â 2019 Quantum Computing Inc. Equity and Incentive Plan Â S-1 Â 10.8 Â 11/22/2019 Â Â 10.5* Â Form Director Agreement Â 8-K Â 10.1 Â 02/23/2021 Â Â 10.6* Â Employment Agreement between William J. McGann and Quantum Computing Inc., dated as of January 3, 2022 Â 8-K Â 10.2 Â 01/03/2022 Â Â 10.7*Â Â Â First Amendment to Employment Agreement between Quantum Computing Inc. and William J. McGann, dated as of February 1, 2024 Â Â Â Â Â Â Â X 10.8* Â Second Amendment to Employment Agreement between Quantum Computing Inc. and William J. McGann, dated as of December 30, 2024 Â 8-K Â 10.1 Â 12/31/2024 Â Â 10.9 Â Note Purchase Agreement, dated as of February 18, 2022, between Quantum Computing Inc. and QPhoton, Inc. Â 8-K Â 10.1 Â 02/23/2022 Â Â 10.10 Â Unsecured Promissory Note issued by QPhoton, Inc. to Quantum Computing Inc., in the amount of $1,250,000, dated February 18, 2022 Â 8-K Â 10.2 Â 02/23/2022 Â Â 10.11 Â Agreement and Plan of Merger by and among Quantum Computing Inc., Project Alpha Merger Sub I, Inc., Project Alpha Merger Sub II, LLC, QPhoton, Inc., and Yuping Huang, dated as of May 18, 2022 Â 8-K Â 10.1 Â 05/23/2022 Â Â Â II-3 Â Â 10.12 Â Escrow Agreement, dated as of June 16, 2022, by and among Quantum Computing Inc., Yuping Huang and Worldwide Stock Transfer, LLC Â 8-K Â 10.2 Â 06/21/2022 Â Â 10.13 Â Stockholders Agreement by and among Quantum Computing Inc. and each of the Stockholders set forth on Exhibit A thereto, dated as of June 16, 2022 Â 8-K Â 10.3 Â 06/21/2022 Â Â 10.14 Â Form Registration Rights Agreement Â 8-K Â 10.4 Â 06/21/2022 Â Â 10.15* Â Employment Agreement, dated as of June 15, 2022, by and between Quantum Computing Inc. and Yuping Huang Â 8-K Â 10.5 Â 06/21/2022 Â Â 10.16* Â Director Agreement between Quantum Computing Inc. and Dr. Carl Weimer, dated January 6, 2023 Â 8-K Â 10.1 Â 01/09/2023 Â Â 10.17* Â Quantum Computing Inc. 2022 Equity and Incentive Plan Â 10-K/A Â 10.42 Â 07/10/2023 Â Â 10.18 Â Consulting Services Agreement, dated as of July 1, 2023, by and between Quantum Computing Inc. and Christopher Roberts Â 10-K Â 10.31 Â 04/01/2024 Â Â 10.19 Â Modification 1 to Consulting Services Agreement, dated as of January 2, 2024, by and between Quantum Computing Inc. and Christopher Roberts Â 10-K Â 10.32 Â 04/01/2024 Â Â 10.20 Â Form of Registered Offering Purchase Agreement, dated as of December 10, 2024, between Quantum Computing Inc. and each Purchaser (as defined therein) Â 8-K Â 10.1 Â 12/12/2024 Â Â 10.21 Â Form of Placement Purchase Agreement, dated as of December 10, 2024, between Quantum Computing Inc. and each Purchaser (as defined therein) Â 8-K Â 10.2 Â 12/12/2024 Â Â 10.22 Â Placement Agency Agreement, dated December 10, 2024, between Quantum Computing Inc. and Titan Partners Group LLC, a division of American Capital Partners, LLC Â 8-K Â 10.3 Â 12/12/2024 Â Â 10.23 Â Form of Lock-Up Agreement dated December 12, 2024 Â 8-K Â 10.4 Â 12/12/2024 Â Â 10.24 Â Form of Purchase Agreement, dated as of January 7, 2025, between Quantum Computing Inc. and each Purchaser (as defined therein) Â 8-K Â 10.1 Â 01/08/2025 Â Â 10.25 Â Placement Agency Agreement, dated January 7, 2025, between Quantum Computing Inc. and Titan Partners Group LLC, a division of American Capital Partners, LLC Â 8-K Â 10.2 Â 01/08/2025 Â Â 10.26 Â Form of Lock-Up Agreement dated January 7, 2025 Â 8-K Â 10.3 Â 01/08/2025 Â Â 21.1 Â List of Subsidiaries Â 10-K Â 21.1 Â 04/01/2024 Â Â 23.1 Â Consent of BPM LLP, an independent registered public accounting firm Â Â Â Â Â Â Â X 23.2 Â Consent of Lucosky Brookman LLP (included in Exhibit 5.1) Â Â Â Â Â Â Â X 24.1 Â Power of Attorney (included in the signature page of this Registration Statement) Â Â Â Â Â Â Â X 107 Â Filing Fee Table. Â Â Â Â Â Â Â X Â *Indicates a management contract or compensatory plan or arrangement. Â (b) Financial Statement Schedules. Â All schedules have been omitted because either they are not required, are not applicable or the information is otherwise set forth in the financial statements and related notes thereto. Â II-4 Â Â Item 17. Undertakings Â The undersigned registrant hereby undertakes: Â Â (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement: Â Â (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933; Â 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 Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 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 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 Â (2) That for the purpose of determining any liability under the Securities Act of 1933 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 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 Â (4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser, each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use. Â Â (5) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrantâ€™s annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit planâ€™s annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this registration statement 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 The undersigned Registrant hereby undertakes to provide to the underwriters at the closing specified in the underwriting agreement certificates in such denominations and registered in such names as required by the underwriters to permit prompt delivery to each purchaser. Â 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 provisions described in Item 14 above, 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 II-5 Â Â SIGNATURES Â Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Hoboken, New Jersey, on January 22, 2025. Â Â Quantum Computing Inc. Â Â Â Â Â By: /s/ Dr. William McGann Â Â Name: Dr. William McGann Â Â Title: Chief Executive Officer Â Â Â (Principal Executive Officer) Â POWER OF ATTORNEY: KNOW ALL PERSONS BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints William McGann, his true and lawful attorneys-in-fact and agents with full power of substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to sign any registration statement for the same offering covered by the Registration Statement that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act, and all post-effective amendments thereto, and to file the same, with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact 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-fact and agents or any of them, or his, her or their substitute or substitutes, may lawfully do or cause to be done or by virtue hereof. Â Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated: Â Signature Â Title Â Date Â Â Â Â Â Â /s/ Dr. Yuping Huang Â Chairman of the Board of Directors Â January 22, 2025 Yuping Huang Â and Chief Quantum Officer Â Â Â Â Â Â Â Â /s/ Dr. William McGann Â Chief Executive Officer Â January 22, 2025 Dr. William McGann Â (Principal Executive Officer) Â Â Â Â Â Â Â Â /s/ Christopher Boehmler Â Chief Financial Officer, Treasurer Â January 22, 2025 Christopher Boehmler Â (Principal Financial Officer and Principal Accounting Officer) Â Â Â Â Â Â Â Â /s/ Michael Turmelle Â Director Â January 22, 2025 Michael Turmelle Â Â Â Â Â Â Â Â Â Â Â Â /s/ Robert Fagenson Â Vice-Chairman of the Board of Directors Â January 22, 2025 Robert Fagenson Â Â Â Â Â Â Â Â Â Â Â Â /s/ Dr. Carl Weimer Â Director Â January 22, 2025 Dr. Carl Weimer Â Â Â Â Â Â /s/ Dr. Javad Shabani Â Director Â January 22, 2025 Dr. Javad Shabani Â Â Â Â Â Â II-6 Â QPhoton purchase accounting â€“ We adjusted the final purchase price accounting for identifiable intangibles and the value attributable to the QPhoton Warrants, as defined below, including associated mark-to-market quarterly adjustments. Stock-based compensation â€“ We adjusted expenses and prior period retained earnings to reflect the change in our accounting policy election to account for forfeitures as they occur, as well as to refine assumptions used in calculating the fair value. We also ensured all such expenditures were accrued and accounted for in the appropriate periods based on vesting schedules and underlying agreements. Debt issuance costs â€“ We corrected errors to appropriately accrete issuance costs for the Streeterville Unsecured Note, as defined below, over the life of the loan. Uncollectable reserve â€“ We identified a reserve for collection risk related to notes receivable. Accrued Expenses â€“ We identified and corrected errors to record liabilities for performance-based bonus expenditures and state franchise fees to reflect the expenses in the appropriate period. Financing Expenditures â€“ We corrected the presentation of Series A Preferred Stock dividends and ATM proceeds. Other - We corrected certain classifications, previously identified errors and out of period adjustments that were deemed immaterial to the annual or interim period in which they were recorded and restated prior periods to reflect these corrections in the appropriate periods. 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We have acted as counsel to Quantum Computing Inc., a Delaware corporation (the â€œCompanyâ€), in connection with filing with the U.S. Securities and Exchange Commission (the â€œCommissionâ€) of a Registration Statement on Form S-1 (as amended or supplemented, the â€œRegistration Statementâ€) pursuant to the Securities Act of 1933, as amended (the â€œSecurities Actâ€). The Registration Statement relates to the resale by certain selling stockholders of up to an aggregate of 8,489,797 shares of the Companyâ€™s common stock, $0.0001 par value per share (the â€œCommon Stockâ€), which consists of (i) 8,163,266 shares of Common Stock (the â€œPIPE Sharesâ€) and (ii) 326,531 shares of Common Stock (the â€œWarrant Sharesâ€) issuable upon exercise of the warrants issued to American Capital Partners, LLC (the â€œPlacement Agent Warrantsâ€). The Placement Agent Warrants were issued pursuant to that certain Placement Agency Agreement by and between the Company and Titan Partners Group LLC, a division of American Capital Partners, LLC, dated January 7, 2025 (the â€œPlacement Agency Agreementâ€). Â The offering of the PIPE Shares and the Warrant Shares will be as set forth in the prospectus contained in the Registration Statement, as amended, and as supplemented from time to time. Â For purposes of this opinion, we have examined such documents and reviewed such questions of law as we have considered necessary and appropriate for the purposes of our opinion set forth below. In rendering our opinion, we have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures and the conformity to authentic originals of all documents submitted to us as copies. We have also assumed the legal capacity for all purposes relevant hereto of all natural persons and, with respect to all parties to agreements or instruments relevant hereto other than the Company, that such parties had the requisite power and authority (corporate or otherwise) to execute, deliver and perform such agreements or instruments, that such agreements or instruments have been duly authorized by all requisite action (corporate or otherwise), executed and delivered by such parties and that such agreements or instruments are the valid, binding and enforceable obligations of such parties. As to questions of fact material to our opinions, we have relied upon certificates of officers of the Company and of public officials. Â Based upon and subject to the foregoing, we are of the opinion that (i) the PIPE Shares, having already been issued, are validly issued, fully paid and non-assessable shares of Common Stock, (ii) the Placement Agent Warrants, issued in accordance with the Placement Agency Agreement, are valid and binding obligations of the Company, and (iii) the Warrant Shares have been duly authorized and, when issued by the Company upon the exercise of the Placement Agent Warrants, delivered and paid for in accordance with the terms thereof, will be validly issued, fully paid and non-assessable. Â The opinions expressed herein are limited to the Delaware General Corporation Law and the laws of the State of New York, as currently in effect, and no opinion is expressed with respect to any other laws or any effect that such other laws may have on the opinions expressed herein. Â Very Truly Yours, Â Â Â /s/ Lucosky Brookman LLP Â Lucosky Brookman LLP Â Â Â EX-10.7 3 ea022826101ex10-7_quantum.htm FIRST AMENDMENT TO EMPLOYMENT AGREEMENT BETWEEN QUANTUM COMPUTING INC. AND WILLIAM J. MCGANN, DATED AS OF FEBRUARY 1, 2024 Exhibit 10.7 Ã Â AMENDMENT 1 TO EMPLOYMENT AGREEMENT Â Between Â QUANTUM COMPUTING INC. and WILLIAM J. MCGANN Â This First Amendment to Employment Agreement (this â€œFirst Amendmentâ€) is made as of the 1st day of February 2024, between William J. McGann (the â€œExecutiveâ€) and Quantum Computing Inc. (the â€œCompanyâ€), and amends in certain respects that certain Employment Agreement dated as of January 3, 2022, between the Executive and the Company (the â€œOriginal Employment Agreementâ€). Â 1. Amendments to Section 2. Section 2 of the Original Agreement is hereby deleted and replaced in its entirety with the following: Â The Executive agrees to work for the Company as its Chief Executive Officer (CEO), performing all of the duties and responsibilities inherent in such position. The Executive shall report to the Companyâ€™s Board of Directors and shall be subject to the supervision thereof, and Executive shall have such authority as is delegated by the Board, which authority shall be sufficient for Executive to perform all of the duties of the office referenced herein. The Executive shall devote the Executiveâ€™s full business time and reasonable best efforts in the performance of the foregoing services. Subject to the restrictions set forth in Section 6.4, the Executive may accept other board memberships or service with other organizations that are not in conflict with the Executiveâ€™s primary responsibilities and obligations to the Company. Â 2. No Other Amendments. The Original Employment Agreement remains in full force and effect and is unamended except as explicitly set forth in this First Amendment. Â 3. Counterparts. This First Amendment may be executed in two or more counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument. Copies of executed counterparts of this First Amendment transmitted by electronic transmission (including by email or in .pdf format) or facsimile as well as electronically or digitally executed counterparts (such as DocuSign) shall have the same legal effect as original signatures and shall be considered original executed counterparts of this First Amendment. Â Â Â Â IN WITNESS WHEREOF, each of the Executive and the Company has executed this First Amendment as of the date first above written. Â WILLIAM J MCGANN Â Quantum Computing Inc. Â Â Â Â Signature: Â Â Signature: Â Typed Name: William McGann Â Typed Name: Chris Boehmler Title: CEO Â Title: Chief Financial Officer Date: 2/9/2024 Â Date: 2/9/2024 Â Â Â Â Â EX-23.1 4 ea022826101ex23-1_quantum.htm CONSENT OF BPM LLP, AN INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM Exhibit 23.1 Â Consent of Independent Registered Public Accounting Firm Â We hereby consent to the use in this Registration Statement on FormÂ S-1 of our report (which contains an explanatory paragraph relating to the Companyâ€™s ability to continue as a going concern as described in Note 1 to the consolidated financial statements) dated September 11, 2024, relating to the consolidated financial statements of Quantum Computing Inc. We also consent to the refence to us under the heading â€œExpertsâ€ in such Registration Statement. Â /s/ BPM LLP Â San Jose, California January 22, 2025 Â Â EX-FILING FEES 5 ea022826101ex-fee_quantum.htm FILING FEE TABLE Exhibit 107 Â Calculation of Filing Fee Table Â S-1 (Form Type) Â Quantum Computing Inc. (Exact Name of Registrant as Specified in its Charter) Â Table 1: Newly Registered Securities Â Â Â Security TypeÂ Security Class TitleÂ Fee Calculation RuleÂ Â Amount RegisteredÂ Â Proposed Maximum Offering Price Per UnitÂ Â Maximum Aggregate Offering PriceÂ Â Fee RateÂ Â Amount of Registration FeeÂ Fees to Be PaidÂ EquityÂ Common Stock, par value $0.0001 per shareÂ Â 457(c)Â Â 8,489,797(1)Â $7.32(2)Â $62,145,314.04Â Â Â 0.00015310Â Â $9,514.45Â Â Â Total Offering AmountsÂ Â Â Â Â Â $62,145,314.04Â Â Â Â Â $9,514.45Â Â Â Total Fees Previously PaidÂ Â Â Â Â Â Â

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by financing activities Net decrease in cash Net increase in cash Business Combinations [Abstract] Schedule of Adjusted Acquisition Date Fair Values of Assets Acquired and Liabilities Assumed By the Company [Abstract] Purchase price Purchase price, net of cash acquired Goodwill Intangible Assets and Goodwill [Abstract] Finite-Lived Intangible Assets by Major Class [Axis] Schedule of Future Amortization Expense [Abstract] Total Net Carrying Amount Schedule of Changes in Goodwill [Abstract] Goodwill, at beginning of year Goodwill, at end of year Goodwill Income Taxes [Abstract] Property and Equipment [Abstract] Long-Lived Tangible Asset [Axis] Property and equipment, net Property and equipment, net Financial Liabilities [Abstract] Schedule of Outstanding Promissory Notes Payable to Financial Liabilities [Abstract] Financial liabilities, net Financial liabilities, net of issuance costs Contingencies [Abstract] Loan Receivable [Abstract] Capital Stock [Abstract] Schedule of Warrants Outstanding [Abstract] Award Date [Axis] Class of Warrant or Right [Axis] Stock-Based Compensation [Abstract] Stock-based Compensation [Abstract] Schedule of Grant-Date Fair Value of Stock Options Granted [Abstract] Statistical Measurement [Axis] Schedule of Option Activity [Abstract] Schedule of Exercise Price Range [Abstract] Exercise Price Range [Axis] Statement of Income Location, Balance [Axis] Related Party Transactions [Abstract] Operating Leases [Abstract] Schedule of Undiscounted Future Minimum Lease Payments under these Operating Lease [Abstract] Total minimum payments Present value of operating lease liabilities Schedule of Other Information Related Operating Lease Liabilities [Abstract] License Agreement â€“ Stevens Institute of Technology [Abstract] Subsequent Events [Abstract] Net Loss per Common Share [Abstract] Schedule of Computation of Basic and Diluted Loss Per Share [Abstract] Schedule of Undiscounted Future Minimum Lease Payments Under Operating Leases [Abstract] Debt Instrument [Axis] Number Outstanding, Outstanding balance Weighted Average Number of Shares, Outstanding Ending balance Weighted Average Exercise Price per Share, Outstanding balance Weighted Average Exercise Price, Outstanding Ending balance Document Type Entity Registrant Name Entity Incorporation, State or Country Code Entity Filer Category Entity Small Business Entity Emerging Growth Company Entity Central Index Key Amendment Flag Assets Current assets Current assets: Cash and cash equivalents Accounts receivable, net Inventory Loans receivable, net Loans receivable, net of provision for credit losses Prepaid expenses and other current assets Operating lease right-of-use assets Intangible assets, net Intangible Assets, net Other non-current assets Liabilities and Stockholdersâ€™ Equity Liabilities, Mezzanine, and Stockholdersâ€™ Equity Current liabilities Current liabilities: Accounts payable Accrued expenses Financial liabilities, net of issuance costs Other current liabilities Financial liabilities, net of issuance costs Derivative liability Derivative Liability Operating lease liabilities Long-term operating lease liabilities Contingencies (see Note 9) Stockholdersâ€™ equity Stockholdersâ€™ equity: Preferred stock value Preferred stock Preferred stock par value (in Dollars per share) Preferred stock, par value (in Dollars per share) Preferred stock, shares authorized Preferred stock, share authorized Preferred stock, shares issued Preferred stock shares issued (in Shares) Preferred stock, shares outstanding Preferred stock shares outstanding (in Shares) Common stock value Common stock Common stock, par value (in Dollars per share) Common stock par value (in Dollars per share) Common stock, shares authorized Common stock, shares issued Common stock shares issued Common stock, shares outstanding Common stock shares outstanding Additional paid-in capital Accumulated deficit Assets Deferred revenue Contingencies (see Note 10) Mezzanine equity Total revenue Cost of revenue Research and development Sales and marketing General and administrative Total operating expenses Operating expenses Loss from operations Loss from operations Non-operating income (expense) Interest and other income Income tax provision Income tax provision Loss per share â€“ basic (in Dollars per share) Loss per share - basic (in Dollars per share) Net loss per common share â€“ basic (in Dollars per share) Loss per share â€“ diluted (in Dollars per share) Loss per share - diluted (in Dollars per share) Net loss per common share - diluted (in Dollars per share) Weighted average shares used in computing net loss per common share â€“ basic (in Shares) Weighted average shares used in computing net loss per common share â€“ dilutive (in Shares) Weighted average shares used in computing net loss per common share â€“ diluted (in Shares) Operating expenses Non-operating income (expense) Cancellation of shares Cancellation of shares (in Shares) Issued shares forfeited Conversion of preferred stock Conversion of preferred stock (in Shares) Issuance of shares in conjunction with QPhoton Merger Issuance of shares in conjunction with QPhoton Merger (in Shares) Common stock shares QPhoton warrants Preferred OID Amortization Stock-based compensation Stock-based compensation (in Shares) Stock-based compensation for services Stock-based compensation for services (in Shares) Number of shares issued for services Issuance of shares for cash Issuance of shares for cash (in Shares) Shares issued Repurchase of redeemable shares Reclassification of Series A preferred stock to mezzanine equity Reclassification of Series A preferred stock to mezzanine equity (in Dollars) Cash flows from operating activities: Adjustments to reconcile net loss to net cash used in operations Adjustments to reconcile net loss to net cash from operations Depreciation and intangibles amortization Amortization of issuance costs Change in fair value of warrant liability Change in value of warrant liabilities Change in fair value of warrant liabilities Change in value of warrant liability Recognized mark-to-market gains (in Dollars) Provision for credit losses Stock-based compensation expense Total stock-based compensation Stock-based compensation expense for services Total stock-based compensation Changes in operating assets and liabilities Accounts payable Accrued expenses and other current liabilities Other long-term liabilities Cash flows from investing activities: Cash flows from financing activities: Proceeds raised from financial liabilities, net of issuance costs Proceeds from stock issuance related to ATM facility Received net proceeds (in Dollars) Supplemental disclosures of Cash flow information: Supplemental disclosures of cash flow information: Cash paid for interest Non-cash operating activities Non-cash issuance of shares for services Non-cash financing activities Common stock, preferred stock and warrants issued in connection with QPhoton Merger Deferred revenue Non-cash investing and financing activities: Reclassification of Series A preferred stock to mezzanine equity Valuation of derivative associated with convertible financial liability Interest expense, net Less: Series A convertible preferred stock dividends Preferred stock dividends Repurchase of redeemable shares (in Shares) Redeemed, shares Redeemed, shares (in Shares) Other recognized losses (gains) Other recognized losses (gains) Accounts receivable Accounts receivable Inventories Inventory Prepaid expenses and other current assets Prepaid expenses and other current assets Other non-current assets Other non-current assets Purchase of property and equipment Purchase of property and equipment Loans receivable Issuance of loan receivable Net cash used for QPhoton, Inc. merger Net cash used for QPhoton, Inc. Merger Net of cash acquired (in Dollars) Payments of financial liabilities, net of interest Series A Preferred stock dividend payments Series A Preferred dividend payments Repurchase of Series A preferred stock Series A Preferred Stock Series A Convertible Preferred Stock [Member] Series A Preferred Stock [Member]

Series B Preferred Stock Series B Convertible Preferred [Member] Series B Preferred Stock [Member] As previously reported As Previously Reported [Member] As Previously Reported [Member] Previously Reported [Member] Adjustments Adjustments [Member] Series A Preferred Stock Preferred Stock [Member] Common Stock Common Stock [Member] Series A Convertible Preferred Stock [Member] Additional Paid-in Capital Accumulated Deficit Mezzanine Equity Nature of the Organization and Business Significant Accounting Policies Schedule of Basic and Diluted Loss per Share Schedule of Computation of Basic and Diluted Loss Per Share Numerator: Less: Series A convertible preferred stock dividends Less: Series A convertible preferred stock dividends Net loss available to common stockholders â€“ diluted Denominator: Schedule of Securities Outstanding Schedule of Weighted Average Common Stock Equivalents Securities Outstanding Effect Anti-Dilutive Total potentially dilutive shares Restatement of Previously Issued Financial Statements Schedule of Consolidated Balance Sheets Assets Current assets Accounts receivable Liabilities and Stockholdersâ€™ Equity Current liabilities Financial liabilities, current, net of issuance costs Other current liabilities Stockholdersâ€™ equity Assets Current assets Liabilities and Stockholdersâ€™ Equity Current liabilities Financial liabilities, current Financial liabilities, net of issuance costs Warrant liability Contingently issuable warrants Stockholdersâ€™ equity Schedule of Consolidated Statements of Operations Interest and other income Schedule of Consolidated Statements of Cash Flows Accrued expenses and other current liabilities Proceeds from stock issuance related to ATM facility Sales of equity (in Dollars) Accrued expenses and other current liabilities Business Combinations Schedule of Adjusted Acquisition Date Fair Values of Assets Acquired and Liabilities Assumed By the Company Purchase price Less: Prepaid expenses Property and equipment at cost Security deposits Non-compete agreement with founder Trade names and trademarks Developed Technology and licensed patents Intangible Assets and Goodwill Schedule of Amounts Related to Intangible Assets Gross Carrying Amount Schedule of Future Amortization Expense 2024 2025 2025 2026 2026 2027 2027 2028 2028 Thereafter Thereafter Schedule of Changes in Goodwill Goodwill additions Income Taxes Property and Equipment Schedule of Property and Equipment Total cost of property and equipment Accumulated depreciation Accumulated depreciation Estimated Useful Life Estimated Useful Life Financial Liabilities Schedule of Amounts Related to Financial Liabilities Remaining loan balances Contingencies Loan Receivable Capital Stock Schedule of Warrants Outstanding Expiration Date Exercise Price (in Dollars per share) Exercise price per share (in Dollars per share) Exercise price (in Dollars per share) Issued Warrants Outstanding Issuance of warrant Stock-based Compensation Schedule of Grant-Date Fair Value of Stock Options Granted Exercise price (in Dollars per share) Risk-free interest rate Expected volatility Expected dividend yield Expected life of options (in years) Schedule of Option Activity Contractual Term, Outstanding Ending balance Weighted Average Remaining Contractual Life (Years), Outstanding balance Weighted Average Number of Shares, Granted Number Outstanding, Granted Weighted Average Exercise Price, Granted Weighted Average Exercise Price per Share, Granted Weighted average grant-date fair value of stock options granted (in Dollars per share) Contractual Term, Granted Weighted Average Remaining Contractual Life (Years), Granted Weighted Average Exercise Price, Forfeited Weighted Average Exercise Price per Share, Forfeited Contractual Term, Forfeited Weighted Average Remaining Contractual Life (Years), Forfeited Weighted Average Number of Shares, Vested Weighted Average Exercise Price, Vested Contractual Term, Vested Schedule of Exercise Price Range Exercise Price (in Dollars per share) Outstanding Options Exercisable Options Schedule of Stock-Based Compensation Expense Related to Common Stock Options and Restricted Shares of Common Stock Schedule of Stock-Based Compensation Expense for Services Expenses for Both Shares Issued and Stock Option Awards Granted Related Party Transactions Operating Leases Schedule of Undiscounted Future Minimum Lease Payments under these Operating Lease Schedule of Undiscounted Future Minimum Lease Payments Under Operating Leases 2024 2025 2025 2026 2026 2027 2027 2028 2028 Schedule of Other Information Related to Operating Lease Liabilities Cash paid for operating lease liabilities (in thousands) Cash paid for operating lease liabilities Weighted average remaining lease term in years Weighted average discount rate License Agreement â€“ Stevens Institute of Technology Subsequent Events Net Loss per Common Share Numerator: Denominator: Schedule of Amounts Related to Intangible Assets 2024 (remaining three months) 2024 (remaining three months) Schedule of Outstanding Promissory Notes Payable to Financial Liabilities Remaining loan balances Aggregate principal amount Principal amount Derivative liability Issued Number Outstanding, Exercised Weighted Average Exercise Price per Share, Exercised Weighted Average Remaining Contractual Life (Years), Exercised Number Outstanding, Vested and exercisable Weighted Average Exercise Price per Share, Vested and exercisable Weighted Average Remaining Contractual Life (Years), Vested and exercisable Schedule of Stock-Based Compensation Expense Related to Common Stock Options and Restricted Shares of Common Stock Interest expense, net Stock-based compensation expense for services Proceeds raised from financial liabilities, net of issuance costs Common stock Series B convertible preferred Less: cash acquired Accounts payable and other current liabilities Accumulated Amortization Remaining unamortized debt issuance costs Exercised Forfeited / Canceled Weighted Average Number of Shares, Forfeited Number Outstanding, Forfeited Less: imputed Interest Less: imputed interest Less: current portion included in other current liabilities Less: Series A convertible preferred stock dividends Warrants [Member] Warrant [Member] Options [Member] Unvested restricted common stock [Member] Non-compete agreement with founder [Member] Website domain name and trademark [Member] Technology and licensed patents [Member] Computer And Lab Equipment [Member] Computer and lab equipment [Member] Network Equipment [Member] Furniture and Fixtures [Member] Software [Member] Leasehold Improvements [Member] August 18, 2020 [Member] November 15, 2021 [Member] June 16, 2022 [Member] Minimum [Member] Maximum [Member] 0.00 â€“ 1.00 [Member] 1.00 â€“ 2.00 [Member] 2.00 â€“ 3.00 [Member] 3.00 â€“ 5.00 [Member] 5.00 â€“ 7.00 [Member] 7.00 â€“ 12.00 [Member] Research and development [Member] Selling and marketing [Member] General and administrative [Member] Options [Member] Stock options [Member] Equity Option [Member] Loans Payable [Member] Debt Issuance Costs [Member] 3.00 â€“ 6.00 [Member] 6.00 â€“ 8.00 [Member] 8.00 â€“ 12.00 [Member] General and administrative [Member] Financial Instrument [Axis] Customer [Axis] Related Party Transaction [Axis] Business Acquisition [Axis] Agreement [Axis] Title and Position [Axis] Scenario [Axis] Related and Nonrelated Parties [Axis] Investment, Name [Axis] Sale of Stock [Axis] Award Type [Axis] Plan Name [Axis] Derivative Instrument [Axis] Subsequent Event Type [Axis] Incorporation date Cash and cash equivalents Paid a cash Working capital Initial term Value of assets Carrying value Cash equivalents invested in mutual funds Provision for credit losses Cash and cash equivalent Intangible and goodwill assets Goodwill Consideration of common shares Preferred stock shares issued Warrants purchased Warrants to purchase shares (in Shares) Purchase of warrants Converts shares Purchase price approximately (in Dollars) Share price (in Dollars per share) Converted shares Converted shares (in Shares) Shares converted Stock conversion ratio Exercise price (in Dollars per share) Fair value (in Dollars) Fair value of attributable to trade name and trademark (in Dollars) Fair value of attributable to technology and licensed patents (in Dollars) Promissory note principal amount (in Dollars) Initial principal amount Principal balance (in Dollars) Loans assumed (in Dollars) Percentage of interest rate Interest rate, percentage Extension year Amortization expense of intangible assets Federal income tax rate Net operating loss carry forwards Taxable income Cumulative change percentage Tax-effected carryforwards Carryforwards assumed tax rate Net deferred tax assets Capitalized research and development expenditures Intangible asset Valuation allowance increased Federal R&D credit carryforwards Depreciation expense Accrued interest payable Interest percentage Percentage of interest Annual interest rate Interest rate Maturity date Matured term Original issue discount Outstanding balance percentage Redemption amount Outstanding balance Trading days Interest rate Cash for streeterville convertible note Received fee Other issuance costs Redeem of streeterville convertible note Redemption amount Closing trade percentage Conversion price equal rate Common Stock exceeding percentage Market capitalization percentage Minimum market capitalization value Aggregate sales of Conversion percentage Outstanding balance percentage Accruing outstanding balance percentage Original issue discount Purchase of convertible promissory note Cash proceeds Cash proceeds Cashier's check Purchase price percentage Total purchase price Fair market valuation contemplated shares (in Shares) Conversion shares (in Shares) Acquire, percentage of AI firm Principal amount Loans receivable, net of provision for credit losses Bears simple interest Outstanding receivable Purchased shares Aggregate purchase price (in Dollars) Preferred dividends percentage Conversion price per share (in Dollars per share) Warrants term Accrued dividend shares Sale of stock units Average price (in Dollars per share) Issued warrants shares Exercise price per share (in Dollars per share) Forfeited percentage Additional paid in capital (in Dollars) Price of per share (in Dollars per share) Cash Paid (in Dollars) Aggregate offering price (in Dollars) Average price (in Dollars per share) Net proceeds (in Dollars) Issued warrants price (in Dollars) Warrants (in Dollars) Shares of common stock Shares issued Shares of common stock Common stock options (in Dollars) Recognized over a period Stockholdersâ€™ equity (in Dollars) Expected to be recognized over a period Stock-based compensation expense (in Dollars) Offerings expense (in Dollars) Stock-based compensation for services (in Dollars) Shares awarded consultant Grant incentive stock options Number of shares available for issue Number of shares available for issue Reserves increased shares Total unrecognized compensation cost (in Dollars) Stock-based compensation expense (in Dollars) Net expense (in Dollars) Vesting percentage Realization of stock-based compensation expense (in Dollars) Consideration agreement, description Repaid of principal amount Accrued interest Cumulative redemption amount Purchase price Purchase price per share (in Dollars per share) Original issue discount amount Agreement amount Basis of Presentation and Principles of Consolidation Risk and Uncertainties Use of Estimates Cash and Cash Equivalents Revenue Accounts Receivable Provision for Credit Losses Inventory Operating Leases Business Combinations and Valuation of Goodwill Property and Equipment Impairment of Long-Lived Assets Fair Value of Financial Instruments Research and Development Costs Software Development Costs Stock-Based Compensation Loss Per Share Recently Issued Accounting Pronouncements Reclassifications Risk and Uncertainties Income Taxes Corporate History [Member] Customer [Member] Merger with QPhoton, Inc. [Member] QPhoton [Member] Common Stock [Member] Common Stock [Member] Non-Compete Agreement [Member] Patented Technology [Member] Purchase Agreement [Member] Unsecured Promissory Note [Member] Streeterville Capital, LLC [Member] Streeterville [Member] Forecast [Member] Streeterville Unsecured Note [Member] BV Notes [Member] BV Advisory [Member] BV Advisory Partners, LLC [Member] Unissued QPhoton Shares [Member] Unissued QPhoton Warrants [Member] Millionways [Member] millionways [Member] Unsecured Promissory Notes [Member] MW Agreement [Member] MW Note [Member] Preferred Warrants [Member] Falcon Capital Partners [Member] Greenfield Children, LLC, [Member] Other Offerings [Member] Restricted Stock Units [Member] Restricted Stock Units (RSUs) [Member] Capital Stock [Member] QPhoton Merger [Member] QPhoton [Member] QPhoton Warrants [Member] 2019 Equity and Incentive Plan[Member] Options 2019 [Member] Options 2022 [Member] Incentive Plans and Options [Member] Bonus Incentive Shares [Member] Stock-based compensation [Member] Carriage House Capital, Inc [Member] FMW Media Work [Member] Stock-based compensation for services [Member] 2019 Equity and Incentive Plan [Member] 2022 Equity and Incentive Plan [Member] Separation Agreement Shares [Member] 2023 Incentive Shares [Member] Retention Incentive Shares [Member] Subsequent Event [Member] Series A Convertible Preferred [Member] Preferred Class A [Member] ATM Agreement [Member] Class of Stock [Domain] Statement [Table] Statement [Line Items] Equity Component [Domain] Revision of Prior Period [Domain] Antidilutive Securities, Name [Domain] Antidilutive Security, Excluded EPS Calculation [Table] Schedule of Securities Outstanding [Line Items] Condensed Balance Sheet Statement [Table] Condensed Balance Sheet Statements, Captions [Line Items] Condensed Income Statement [Table] Schedule of Consolidated Statements of Operations [Line Items] Condensed Cash Flow Statement [Table] Schedule of Consolidated Statements of Cash Flows [Line Items] Finite-Lived Intangible Assets, Major Class Name [Domain] Intangible Assets and Goodwill - Schedule of Amounts Related to Intangible Assets (Details) [Table] Schedule of Amounts Related to Intangible Assets [Line Items] Long-Lived Tangible Asset [Domain] Property, Plant and Equipment [Table] Property, Plant and Equipment [Line Items] Award Date [Domain] Class of Warrant or Right [Domain] Class of Warrant or Right [Table] Class of Warrant or Right [Line Items] Statistical Measurement [Domain] Schedule of Grant-Date Fair Value of Stock Options Granted [Table] Schedule of Grant-Date Fair Value of Stock Options Granted [Line Items] Stock-Based Compensation - Schedule of Option Activity (Details) [Table] Stock-Based Compensation - Schedule of Option Activity (Details) [Line Items] Exercise Price Range [Domain] Schedule of Exercise Price Range [Table] Schedule of Exercise Price Range [Line Items] Statement of Income Location, Balance [Domain] Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table] Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Schedule of Weighted Average Common Stock Equivalents Securities Outstanding Effect Anti-Dilutive [Line Items] Schedule of Amounts Related to Intangible Assets [Line Items] Property Plant and Equipment [Line Items] Debt Instrument, Name [Domain] Financial Liabilities - Schedule of Outstanding Promissory Notes Payable to Financial Liabilities (Details) [Table] Financial Liabilities - Schedule of Outstanding Promissory Notes Payable to Financial Liabilities (Details) [Line Items] Schedule of Warrants Outstanding [Line Items] Stock-Based Compensation - Schedule of Grant-Date Fair Value of Stock Options Granted (Details) [Table] Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Share-Based Payment Arrangement, Option, Exercise Price Range [Table] Share-Based Payment Arrangement, Option, Exercise Price Range [Line Items] Stock-Based Compensation - Schedule of Stock-Based Compensation Expense Related to Common Stock Options and Restricted Shares of Common Stock (Details) [Table] Schedule of Stock-Based Compensation Expense Related to Common Stock Options and Restricted Shares of Common Stock [Line Items] Schedule of Stock-Based Compensation Expense for Services Expenses for Both Shares Issued and Stock Option Awards Granted [Line Items] Financial Instruments [Domain] Nature of the Organization and Business (Details) [Table] Nature of the Organization and Business [Line Items] Customer [Domain] Significant Accounting Policies (Details) [Table] Significant Accounting Policies [Line Items] Restatement of Previously Issued Financial Statements (Details) [Table] Restatement of Previously Issued Financial Statements (Details) [Line Items] AgreementDomain [Domain] Related Party Transaction [Domain] Business Acquisition, Acquiree [Domain] Business Combinations (Details) [Table] Business Combinations [Line Items] Income Taxes (Details) [Table] Income Taxes [Line Items] Scenario [Domain] Title and Position [Domain] Financial Liabilities (Details) [Table] Financial Liabilities (Details) [Line Items] Investment, Name [Domain] Related and Nonrelated Parties [Domain] Contingencies (Details) [Table] Contingencies [Line Items] Loan Receivable (Details) [Table] Loan Receivable [Line Items] Sale of Stock [Domain] Award Type [Domain] Capital Stock (Details) [Table] Capital Stock [Line Items] Plan Name [Domain] Derivative Contract [Domain] Stock-based Compensation [Table] Stock-based Compensation [Line Items] Subsequent Event Type [Domain] Subsequent Events (Details) [Table] Subsequent Events [Line Items] Amount of decrease (increase) in additional paid in capital (APIC) for the Preferred OID Amortization. Aggregate offering price. Agreement amount. Represent the amount of common stock. Amount recognized as of the business combination convertible preferred. The amount of business combination purchase price. Amount of Non-compete agreement with founder. Amount of technology and licensed patents. Amount of website domain, trade name and trademark. Aggregate cash purchase price. Represents amount tendered as cashier's check of full principal balance. Expiration date of warrants or rights. Common stock exceeding percentage. Common stock options. Consideration agreement description. Number of shares consideration of common stock. Represent the estimated useful life. Expected to be recognized over a period. Extension year. Number of shares fair market valuation contemplated. The amount of fair value attributable to the non-compete. Fair value of attributable to technology and licensed patents. Fair value of attributable to the trade name and trademark. Financial liabilities, current. Financial liabilities, current, net of issuance costs. The entire disclosure of financial liabilities. Forfeited Percentage. The entire disclosure of license agreement Institute of technology. Amount related to financial liabilities loan balances. Market capitalization percentage Amount of minimum market capitalization value. Non-cash issuance of shares for services. Number of trading days. Offerings expense. Debt instrument discount issued. The amount of original issued discount. Payment of or proceeds raised from financial liabilities. Percentage of outstanding balance, unsecured promissory note. The amount represents the value of Series A convertible preferred stock dividends. The cash inflow proceeds raised from financial liabilities, net of issuance costs. Disclosure of accounting policy for provision for credit losses. The amount of purchase price. Represent the amount of difference in stock-based compensation for services on the statement of stockholdersâ€™ equity as compared to the statement of cash flows. Amount of reclassification of Series A preferred stock to mezzanine equity. Disclosure of accounting policy for risk and uncertainties. Tabulor of amounts related to financial liabilities. Tabularb disclosure of outstanding promissory notes payable to financial liabilities. Contractual term for fully vested. Weighted average remaining contractual term for forfeited portions of options outstanding and currently exercisable or convertible, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. Weighted average remaining contractual term for vested portions of options outstanding and currently exercisable or convertible, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. Weighted average remaining contractual life (years), exercised. Amount of noncash expense for share-based payment arrangement. Stock-based compensation expense for services. Amount of valuation of derivative associated with convertible financial liability. The percentage of vesting percentage. Working capital deficit. Shares Issued, Shares, Share-Based Payment Arrangement, Forfeited Preferred Stock Dividends and Other Adjustments Assets [Abstract] Deferred Tax Assets, Net Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures in Period Entity Small Business Earnings Per Share, Diluted Operating Loss Carryforwards Retained Earnings [Member] Lessee, Operating Lease, Remaining Lease Term Amortization of Debt Discount (Premium) Three Point Zero Zero To Six Point Zero Zero Member Fair Value Of Attributable To Technology And Licensed Patents Percentage Of Outstanding Balance Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate Consideration Agreement Description QPhoton Member Other Offerings Member Market Capitalization Percentage Share-Based Payment Arrangement, Restricted Stock Unit, Activity [Table Text Block] Offerings Expense Schedule Of Stock Based Compensation Expense For Services Expenses For Both Shares Issued And Stock Option Awards

Granted Abstract Series B Preferred Stock [Member] Weighted Average Number of Shares Outstanding, Basic Preferred Stock, Convertible, Shares Issuable Finite-Lived Intangible Assets, Net Capital Stock Member Class Of Warrant Or Righ Expiration Date Increase (Decrease) in Other Noncurrent Liabilities Mezzanine Equity Member Cash Purchase Price Finite-Lived Intangible Asset, Expected Amortization, after Year Five Financial Instruments Subject to Mandatory Redemption, Settlement Terms, Share Value, Amount, Current Long-Term Debt, Current Maturities Deposits, Money Market Deposits Business Combination Disclosure [Text Block] Debt Instrument, Redemption Price, Percentage Stock Issued During Period, Shares, Acquisitions Schedule of Goodwill [Table Text Block] Noncontrolling Interest, Change in Redemption Value Fair Value Measurement, Policy [Policy Text Block] Finite-Lived Intangible Asset, Expected Amortization, Year Two Stock Issued During Period, Shares, New Issues Investment Income, Interest Business Combination, Price of Acquisition, Expected Schedule Of Property And Equipment Abstract Other Assets, Noncurrent Financial Liabilities Current Schedule Of Outstanding Promissory Notes Payable To Financial Liabilities Table Text Block Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Liabilities, Accounts Payable Six Point Zero Zero To Eight Point Zero Zero Member Additional Paid in Capital Operating Expenses [Abstract] Carriage House Capital Inc Member Supplemental Cash Flow Information [Abstract] Warrants and Rights Outstanding Net Cash Provided by (Used in) Operating Activities [Abstract] Shares Issued, Value, Share-Based Payment Arrangement, after Forfeiture Equity, Attributable to Parent [Abstract] Sharebased Compensation Arrangement By Sharebased Payment Award Options Granted Weighted Average Remaining Contractual Term1 Common Unit, Issued BVNotes Member Preferred Stock, Shares Issued Business Combination Common Stock Financing Receivable, Nonaccrual to Outstanding, Percent Share-Based Payment Arrangement, Exercise of Option, Tax Benefit Patented Technology [Member] Separation Agreement Shares Member Lessee, Operating Lease, Liability, to be Paid, Maturity [Table Text Block] Share-Based Compensation Arrangement by Share-Based Payment Award, Purchase Price of Common Stock, Percent Goodwill, Acquired During Period Forecast [Member] Minimum [Member] Schedule of Stockholders' Equity Note, Warrants or Rights [Table Text Block] Common Stock, Shares, Outstanding Share-Based Payment Arrangement, Option, Exercise Price Range, Shares Outstanding Realization Of Stock Based Compensation Expense Retained Earnings (Accumulated Deficit) Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Assets, Prepaid Expense and Other Assets License Agreement Stevens Institute Of Technology Text Block November152021 Member Lessee, Operating Lease, Liability, to be Paid, Year Three Depreciation Bonus Incentive Shares Member Net Cash Provided by (Used in) Investing Activities Other Liabilities Common Stock Exceeding Percentage Payments to Acquire Property, Plant, and Equipment Share-Based Payment Arrangement [Policy Text Block] Preferred Stock, Shares Authorized Interest Paid, Excluding Capitalized Interest, Operating Activities Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Amount Shares Issued, Shares, Share-Based Payment Arrangement, after Forfeiture Preferred Stock, Shares Outstanding Property, Plant and Equipment, Net Prepaid Expense and Other Assets, Current Security Sold Short, Principal Amount Maximum [Member] Income Tax, Policy [Policy Text Block] Common Stock, Shares Authorized Preferred Stock, Dividend Rate, Percentage Entity Incorporation, State or Country Code Other Noncash Investing and Financing Items [Abstract] Short-Term Debt, Percentage Bearing Fixed Interest Rate Options2022 Member Two Point Zero Zero To Three Point Zero Zero Member Operating Lease, Liability, Noncurrent Accounts Receivable [Policy Text Block] Loan Balances Operating Lease, Weighted Average Discount Rate, Percent Stock and Warrants Issued During Period, Value, Preferred Stock and Warrants Error Correction [Text Block] Preferred Stock [Member] Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Available for Grant Network Equipment Member Share-Based Payment Arrangement, Expense Unsecured Promissory Notes Member Increase (Decrease) in Operating Capital [Abstract] Net Cash Provided by (Used in) Financing Activities [Abstract] Additional Paid-in Capital [Member] Financing Receivable, Allowance for Credit Loss, Current Class of Warrant or Right, Number of Securities Called by Warrants or Rights Stock Redeemed or Called During Period, Value Merger With QPhoton Inc Member Temporary Equity, Carrying Amount, Attributable to Parent Share-Based Payment Arrangement, Option [Member] Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Term Net Cash Provided by (Used in) Investing Activities [Abstract] Denominator Abstract Sharebased Compensation Arrangement By Sharebased Payment Award Options Forfeited Weighted Average Remaining Contractual Term1 Purchase Agreement Member Finite-Lived Intangible Asset, Expected Amortization, Year One Unissued QPhoton Warrants Member Two Thousand And Twenty Two Equity And Incentive Plan Member Subsidiary or Equity Method Investee, Cumulative Percentage Ownership after All Transactions Schedule of Recognized Identified Assets Acquired and Liabilities Assumed [Table Text Block] Less Abstract Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Excluding Exchange Rate Effect Depreciation, Depletion and Amortization, Nonproduction Significant Accounting Policies [Text Block] Goodwill Property, Plant and Equipment, Useful Life Gain (Loss) on Investments Technology And Licensed Patents Member Lessee, Operating Lease, Liability, to be Paid, Year Two Common Stock, Capital Shares Reserved for Future Issuance Share-Based Payment Arrangement, Expense, Tax Benefit Shares Issued, Value, Share-Based Payment Arrangement, Forfeited Related Party Transactions Disclosure [Text Block] Fair Value Of Attributable To The Trade Name And Trademark Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Assets, Marketable Securities Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Exercisable, Number Valuation Of Derivative Associated With Convertible Financial Liability Liabilities And Stockholders Equity Abstract0 Liabilities And Stockholders Equity Abstract1 Net Cash Provided by (Used in) Operating Activities Goodwill and Intangible Assets Disclosure [Text Block] Cash Flow, Noncash Investing and Financing Activities Disclosure [Abstract] Unsecured Promissory Note Member Working Capital Deficit Effective Income Tax Rate Reconciliation, Change in Enacted Tax Rate, Percent Sharebased Compensation Arrangement By Sharebased Payment Award Options Weighted Average Remaining Contractual Life Years Exercised Risk And Uncertainties Policy Text Block Payments of Financing Costs Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Exercisable, Weighted Average Remaining Contractual Term Warrant, Exercise Price, Increase Share-Based Compensation Arrangement by Share-Based Payment Award, Shares Purchased for Award Financial Liabilities Current Net Of Issuance Costs Equity Option [Member] Payments of Stock Issuance Costs Preferred Stock, Convertible, Conversion Price Stockbased Compensation For Services Member Finite-Lived Intangible Assets Amortization Expense [Table Text Block] Share-Based Payment Arrangement, Shares Expected to be Repurchased, Next Fiscal Period Finite-Lived Intangible Assets, Gross 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GQNU&]0V%; M+4 6CF R-KX8-^'>KOQ=\>:-X@\/V^AZ+<"]GFG#L8U.!CC'N23TKI?%.O\M@35O!8%KK5_8MJ6F[Q;Q^4G[R)O0^G KCM#\8?"S0+]+BTT.\2=&!$DB;S&?8 M$\?A3$+X_P##6HZ!HGA#7H8F:32X(XKC'\)!W#/IU(KN[7XQ>$Y=#^WRW[17 M"IEK0H?,W>@[=?>NJM-9T?7?#QU**>&?2Y(R9'8@!W"9<$,4]< M\UT'@KXN>'IO#-K!]JZMG?6L8BD$@$FT8W*?\:ZSP9XE\.>(=)"^'RD4,(V MM:A=C1CW6N)^(-C\,M$OO.UC3O,U&4[VM[1B&<>K#. #0!SL>H-\3?C!9ZA8MQ2#2=*P_FE> JG.3Z$GM6]-XZ^'GC&[O+3Q%916\L,S1Q33("OB=X&B:/1[&Q?1A(0%\Q?E8]B6[_C4WQ"M/ =MKFG1:YHC376I-MCEMAM MSR!\V#SGK4@<)X7ATR+XTVR>$99Y=,4,TC-R-NP[AGKC@ 9JGX'\#VWC5/%6 MYW6]MV(M&S\HY27PGK+E=4L-RQ&0_-(HX*G/ MDZ)X4\6RV7C*VL?],FVR),"4<$ M<<@'KZUS7B'QEX&\0>+[71M3TVXO+RUNOL\,P7Y$JV\:QP1(@ M54'0#VJ>L#Q3XFL/"&B-JE^:'%&$82,98D] !5;P?XUT[QM97%SIZRH()/ M+=)1ALXSG'H:0'3FEKAKGXGZ':>_ P#A&;D3Q7/F"+S67]WN(R.??I6[XE\1 M6WA70KC5[Q)'@@QN5!DG)H W**RO#VMP>(]"M=6M5=(;A=RAQR!G%% 'CG[0 MG_'_*#_-_TKRC3M8OM-W_8+^:UW_?\ *?&[ZUM!71$CT;P5X!\4Z;XQTF\O=)DBMX9M MTCEE.T8^M?0V..M?)">+=?/_#'KW_O]_P#7JS#XHULGG6[O_O\5M[!SW9A M[11Z'NOQ3^Q'PA,UP5\\.OD"S Y[>O%><> 99(?&6FF,8WL4(!_A(KE)=2N MM0D5KN\EN'SP'?=CZ5Z=\,/"UR;]=;NX6BBC4B!6&"Q/>NWE5&A*,G2H!D"XSNZ]:ZSX^9'M@FSYQB\)..QK B^(GP\7PNMC-I"RWGV54?%LH+OMP3N^M>1T/5.7N='N-,^ M!_GS.K?;M326-5.=H (Y]Z[$^)?AP/A]':7*V&3;CKCKGWKS^ M-+N'X-W\LN]+]6B^S;SP"%.[&>HSBNF\8>;*T^&^D^)-(M0)XXHY+P;BPE M# ?,<^AIZ#.;AO=1T[X0&V4M'!J>J8CP< HJC('J"2*]Z\'>!M#T3PQ:VYT^ MVGFDB5IY98PS,Q)Y/;FN)\1VD?Q$^&&GW^A11">PQ(;:$="!AU _6I/"OQL MT:WT""VUY;B"_M8Q$^U,B3 QG'44@,>ZLHOA]\;[)=+S'8WJY:!3\H4YR,?4 M<4?#'1;;QIXTUWQ!KD:W;03?)'*,KN)../0 =*=X:-Y\3?BHOB9K9X=)L0#$M6Z$#A5SW)/)]*J:3JEQ\'_'VIVFJVTLFDWI+K*B_PYR&';(S@B@#MOBSX,ZB M\\%WNI06<%O>V*>8LD2!,C/W3CK7E>MZ\]_H?@74+UR[6Q9(Y)9$M? ^B7?\ K6!-R0W5MF<%E_F*%Y@;GA2U/Q6^(%SXBU5D_LW3V406;-DD=5R.P]??BK'QS@6YU[PU: MY"";=$/;+ 9_*JWBO3)OA/XQM/$NBQ,NC7&([BW'W1V*GZ]1[TOQ8U2SUC5OM!>HV4R2VUPVY'#=06'\NE'4"S\/_!,WA3PMXLTB^8^?HK221J3U!X 'XX_. MO/-(TVXM/$7A/4+IF,NJ7 NMI';S,9-=9\6O#=TGQ!M!8[E37E1&5> S@@$>M_8U=^(%!!H_Q(\$V2LJ06L,2+_#WA&W).Z5990I[L M<#/XJ(#CK@?*1^M(/"_EM<6\ MI5)7(_=IRJ@9]A47BZS\;Z!K6F>)O$YC,\4R)%&R\E>=IQ[9I#)/'.C7FO_ M !8U^SL./SP,\L$4']L]*W+OQH?%7P1U*TNF']J:>8DF#'EU#8#?XU9\ M.7T.I?M#37ENZM%/:^8I!SUC![5A_%WP@_AG6I=5L=T>EZD2)54G:DG=3[$\ MT]!'L7PKP?AKHO.?W) F:*/A6P/PUT4@AAY)Y'U-%0,W]2T'2M8DC;4M/M[L MQ9"&9 VW/7%4QX*\,C_F!6/_'Z%%%,D4>#/#0_Y@EC_-^A3O\ A#_#H'&C M6?\ W[%%%/F8FD/B\-:) P:+2K16'0B(5JQHJ@!0 , "BBE.3:U(@ES%74] M*L-6@6#4;2&ZB5MP290P!K./@GPP2'\ B16'/7]R***70UZERYT+2KRP2QN- M-M1+1#E(3&-J_058-A:FQ^PF!#:[/+\HCY=N.F***!D.F:/IVD1/%IUI%:QN MP9EB& 36?>^"_#>]71NKW1;26W-QJ-G#=0YR$E0, ?:BB@"II?A/0-%E\W3M)M;>7&-Z1CM6; M[0],U.>&>^L8;B6 YB>102GTHHH EOM/M-3M3;7UO'<0$@E)%R,CI5$>$M , M4$?]DVNR!MT2^6,(BZ9<"[L=,MK>X5=@DC3! Z8J[?Z=9ZG;-;7 EUM'<0L GRAPHIC 13 ex5-1_002.jpg GRAPHIC begin 644 ex5-1_002.jpg M_]C_X 02D9)1@ ! 0$ 8 !@ # _VP!# @&!@<&!0@'!P<)"0@*#!0-# L+ M#!D2$P\4'1H?'AT:'!P@)"XG(" (L(QP<*#7J#A(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*SM+6VM[BYNL+#Q,7& MQ\C)RM+3U-76U]C9VN'BX^3EYN?HZ>KQ\O/T]?;W^/GZ_\0 'P$ P$! 0$! M 0$! 0 $" P0%!@<("0H+_\0 M1$ @$"! 0#! <%! 0 0)W $" M Q$$!2$Q!A)!40=A<1,B,H$(%$*1H;'!"2,S4O 58G+1"A8D-.$E\1<8&1HF M)R@I*C4V-S@Y.D-$149'2$E*4U155E=865IC9&5F9VAI:G-T=79W>'EZ@H.$ MA8:'B(F*DI.4E9:7F)F:HJ.DI::GJ*FJLK.TM;:WN+FZPL/$Q<;'R,G*TM/4 MU=;7V-G:XN/DY>;GZ.GJ\O/T]?;W^/GZ_]H # ,! (1 Q$ /P#W^BBDS0 M M%)GU(HW=N_I0 M%)FC- "T4F?I1D>HH 6BDS[49H 6BDS]*,T +129HW<9H M6BDSFC/TH 6BDS]?RHH Q?%FJW&B^&;W4;55::!5*AQPG[8_+ATG[8IQR9,D8^C2MS51+M=:TNXTZ\#&WG7:X5BI]>HK!E^'C7%M%' M,U[(T0*"4W3;VC/6-F')3V/% &3I?BCQ)X@"_P!F)IT8M8(7NC/G]X[C<0OH M /7-$GC'7/(FUM+>S;1H;LVIMR3YSX;9N#= <]O0UN7?@?1;R>&4PS0F*-(L M02L@9$^ZK <$"ED\$Z(^JF_-M)EI/-:2L(2^,;BG3/O3 Y+_A8&L6ECJ-QJ M/V>"XM]K 8G@=9(UWA3WPXQS\O>KLWC76[32+?77M89]/OF:.W@B&9(F8XA# MGIDGKZ=*VX_ 6BHTCLMU,[8::X9R@#!P%ST&0.E6E\):6;6>V5)5MY[H7C1 M!SM60$'*CL"0#BC0##\4^(};A!-#AMS"D,JC;& PE.Y2C;@0?7/4T: 89\9ZUY#Z_Y%H-"2[^RM;\ M^>0&VE\],Y_AZXH7Q?KBP6VL3169TF^G:"WB7/G1GY@CDYP22O([5T!\%:* M7.H&"7>9?../FGR3)_?*=,TR+P1H<.IM>K;R[BSNL1D)B1F!#,J] >3THT Y M"/XA:Y>^%[S6+"&V,EMY5OY+JI!!+CP#X?N(RCVCK'E MBR)(0K;FWD$=P2*- .77XA:U%HEA<26D%Q>I]!@OX8&SB,+ORA'4[>:TD\<7 M=SX9O=6M3!($U-;: C[K1EE'//7G\#6U;>"=#M-434+:S\B57$@2-B$W!2N=MO3H:#X'T0:'=:/%!+%9W,YN'6.0@AR0<@]N12 &UR[_X2'6K#8ABLK))XCM^ M8LP;CW'RUB>!/%^J^(=0\FZ-O<9H(F00/G&QLGDXYXK67P'I:7:W0N=M1,P01NS73'S%&06:*UQ*L:NP12W=CT%5SJUBLLL1NXPT08OGC&.3^0JEXJBEETV 0 MV[3NMW"^U1G #C)_ 5SRZ7>)Y5JT$ADM[NZGDEQP\;AMH![YR!CVH Z]]6LD M%JS7*!+MML!SGS#C(Q^%,BUK3Y@OE72-OE,"XSS(,J_45@S:=>3>!+!HK9QJ M5DDK;0R+)4NP4Y):3_6JOH0 ?SI6 [\-P/>] MUQ?VUO=6UM+(%EN"1&"/O$#-<0\6IB2YS'>'3V$@T]5R65^-N[N!Z9JQ:IJT MFI:1_:4,TEW!=N9F0?NU4H0O-%@.S%U";@V_F)YX3?Y8;YL=,X],U+N('7-< M/?V6H7>LIJD4J;M6ED#*A!!#<@CH:X M_P 0V4QMM/>"2[%_;0GR+I4W"0\ QR#T; JD;?79?,1TN$U)FD,QC/[L1&/Y M0O\ P(<>AI@=Z\@1&=CA0"34-G=0WUK'$K6\LKFUBD@N8H6L,RK)]T2;S^7% ':8HI/FHH =111 M0 F.SGE52[*F0 M"12:>*T9=%LVBU"Q-XZ/J1W M,,@,..!]!46H:5IFH6L27%[B&S0QMAP!D@U5S;^1T97 M;MQTQCOZ\U?T33++3I;G[#/O1PB-'D,$VC _2D!M9/O^5%-+'Z_]\FB@"2B MBB@!K#-6(7:.GM5UM1U:2WO+ MNXN)-\=S BVIARN&"DCIR+;S)(HC.8 P!ZHVCCKCI5FTU'59I[>,ZPFWR_/$I4D2,'(:/C&"%P M,=H.,CZU MWL4*1(B(JH,* *J-I-H^HI?O'NG084D\#MG'KCC- ''ZK#=`4M44([WSWEN M]G@$?NUVYP?^^L^]9"07AAF19L&21&MIX^+<9;$;NZ'U/6NP$8W!]JY QG'./2E6/!R,#/4@=:0#QR,_G104 M!.>?SHH =1110 4444 ((QM?UB;1;.2\6R-Q!$F^1@^".0,?K6R>E9'B/3)] M7T*YL+>58I@ '<9 Y!/\J +=E20 M1QH#]YCT'\ZBGT^#4;..VNFSMP287*\@8XQVJK>:*J6-K9AF-K.LZ"1R2V# MSDGU% %% _$^I0O<+-HOEB %FD\\%0HR1GT)'3ZTX^+=TT:K82 2'8HF.,^M17/AZ\FBE5;^)IKB25YT;[1##"C_ (!3?[&U2*[2X%W;7$,-KJG@ MWC$C,5P3NSC+$?E0!IW^O/:Z?;WUM:F>WDB,I?< % .WZG.!56#Q?#+=(C6 MK10O*\&YR RR*FY@1^GUJ*]\.W$VD6EE;7:I%%;M"ZN/ERO1Q)]0>E,?PTYO8 M;I9;7S;<[H)2N3*^W:3)SC) /(H WM+U!M1L5NFA6'<3A/,#8'N1W]JS7\5V MRZ1>ZAY+E+6X-OM'61@0,CT'--T_PU#"DKW,K&XEF>*!-L2+&OHHP/RIQ0$T >"<1LEW+M>/U&#^>:]-BL;>&-XXXP$= MBSKCAB>N:!!J]H/*Q;Q_NON?*/E^E ')VVH2Q^(#++#! :%Q-:[CY3D&(M0"IR M< DY[=JCO=9N8O&-H6M[O<;5UCMU3(SD9<^U=DEI!$[O'$B, P!\JH!,ZT\P M(T@D*@R $!LXYQ]*V_"$MP^IS" M[9C<&PMFD!8G+8(Z=N,5UAL;8IL\B/8&W!=HP#ZU(MO"DIF6-!(1@L ,D4 / MR!Z?G12X&** *M[?I80>;*DCC. (UW$U0_X26V_Y]+[_ ,!VK9P!2XH Q?\ MA);;_GTOO_ =J/\A);;_GTOO_ =JVJ* ,7_ (26V_Y]+[_P':C_ (26V_Y] M+[_P':MJB@#%_P"$EMO^?2^_\!VH_P"$EMO^?2^_\!VK:HH Q?\ A);;_GTO MO_ =J/\ A);;_GTOO_ =JVJ* ,7_ (26V_Y]+[_P':C_ (26V_Y]+[_P':MJ MB@#%_P"$EMO^?2^_\!VH_P"$EMO^?2^_\!VK:HH Q?\ A);;_GTOO_ =JGL] M:@O;CR4@nN&_%F()(T M\FZ29MSXD+V%9<7A^]2Z@D:>#;']4EX5 Y*," OUYS0!8U+Q,-,U(VDEH[A1M$2RN,MO8J,+U.#5PZ_I@>5/MT)>-BK $G# X(/O[=JQ]<\-7.IZI<72RVT22 MVZ1+(1^\A*L3N!]3G%,A\.7-LRW4,UL]PEU+,,CY6#C!W?[5 &^NL6+SB(7D M6\KN SVQG/Y9JI!XCMWU6ZLIGBC\LIY3EO\ 6;E+'\@":YZ7P7=RPV]N-2C, M,*&-?D^9YU!YGN;BVBWM"R^4,E5165Q^(/6@#H)=;T^)PK M7D8)(''(Y&1].":.EM]5L[IXU@N8Y#)NV[><[>#^51,KD*I#=23C^E9J^)#]IN;62S*7$$X1D:0# M,9&1+G^[U_$4 =#QFDP#68>=TL1I)]NAV.VU1VTKNHC>3A"<\(V.QZ5R\'BBXL=-E58({5H;>4 M^4[%QYRR!6"-W4@\>E;][KUNNJ7FDW-B6=+?SXM^"DV!EE&>XXJM_:UM)(]E M-HZ"XA2-K>%BO[U7Z[?IW^E &./.9655(Q^?Z5@PFWLIVB5&)3 M[0'_.69[@#&/K6]X;LXWUN6[*2"ZBMXUNG9V.^5P"0 3CY?ZTZ/Q'I&Y=5U2[G,D<<4]C]EW ?/NW;L_3M739]>,4A]._:@#DX_#=V^KP:E. MUL95F5WB5A)Y/X4W1]"U?0)I3#/;7"7,Q>56!!3+) MP5^9B0,$'L*W>_\ /%&XM '-:OX=FU2]NI3-"&\4*Q#DLKQN6#'VY(MJ$>&;I-5DUF*2,:A*S[U_AVLH7]Q@&NKW#KGCM1T/O0!QL'@HVMG+80S@VE MR(C=OUXJ]HGAN33-1BG,B".."%X4'#EPS[LM[CI71G;W[#U/ MZT +G_.:*3#'D-10 ^BBB@ HHHH *J7UJ+J$(SR(H8,2C;2<>_I5NF2*'4J0 M"".&)4BQIB,8EB-OF/KYIRH7))1S[T 2I M>&716BN;F1'2 -O%M;!G(.0N>V<$5BQ:CYEE8SKJ\[SI)"(Q.!$#(P P.6R M<#Z"NCTJ?2-2L#:1PDI'F4I*,-OW$$_7<".*J1ZAHSR1E=(G$T(0QQ^7S@DX M)'0=#UH BTF]N;&_NWN)Y+M(HTBF$)W^9-N/S*.H&,_2J,NIWK:GJN9I4@: M&X^S7,9^5BH!VD![I3U[J:9JOA^SE1]/LC!]K:-))$3&UWSM!^O-7M2?1]/ MN62:S#27*,T@49^0G!:,_49[T +=D@=1G@_M2M7P]=W/]KV<+7#SK=:<+F?=SMDW=?;TQ[5/]NT3>LT5B3<03&TBC"@.63)X MR<8S@U>TF73UU&ZM:U>"XCC2232..:#UZ?I10 ^BBB M@ HHHH *:WZ=Z=01F@#G++1)5\4ZAJER@"N4\@J_4;<'(JNU76TF9M1%V=3N MH8-Y 8;/RQ6J !2T <9JFE:F9-1AL;:*>2XF699)'V[$*[6"G'![?2E;1M4 M@CN6M;"S+-9PPPQ-)\JNI/KZ#H?6NP*T;?6@#D]&TB]MYQ9HH[=X;-HAAMP, MCMNR3W['\Z@BT;71++//(V68(ES$'P9R =S!NP)X[J[/;C'MTH"^E '$PZ' MK"7.E12VUI-#;*K2SB3:=XS@XQSMSQ4VL>%[N]EM!Y[7(@^:&>1L/%+NSN./ MO#'&*[#;Q_GBC:* .'N/#&H33/9PRR*%5SZ$&M?0]*O]/U.1 M[EEDC^QP0B7=DNR##9KH=H]/K[T8P:#%%+10!6O=0AT^#SIPY7./D4L?TK. M'BBPQ_J[O_P&;_"MK;S1B@#&_P"$HL/^>=W_. S_P"%'_"46'_/.[_\!G_P MK:Q1B@#%_P"$HL/^>=W_. S_P"%'_"46'_/.[_\!G_PK:Q10!B_\)18?%\[MO_P&?_"C_A*+#_GG=\_@,_^%;-% &-_PE%A_P\[S_P&?\ PH_X2BP_YYWG M_@,_^%;--+8/(Q0!D?\ "46'_/.[_P# 9_\ "C_A)[#_)YW?_@.W^%:Y'I M^/%_)]TH R/^$HL/^>=W_X#M_A1_P)18?%\[O_,!G_P*V >,XHR*_?_M (2>Q_YY7G_@,W^%3V6N6M_<&")9P^,_/"RC];TLY%-':@!<_3\Z*7CUHH 6 MBBB@ HHHH *#110!A^(=;FT-+686XEAED,;BS2 M2TN%;RPKD.SA<[<>N=P_X#773VL-R$$T:R!'#J&&<,.A^HJ'^R[+RHXOLT?E MQ,61<<*3G)'OR?SH Y:7QQ+;>7<36D;V5Q'YL#QO\Q3(#$CM@'-2:EJMS'_9 MNIG:&$=P_E*Y*2*$W GW(P?QKHVTC3WACA:TB,<:LB+M&%5NH'UILFB:=+(9 M)+5';!&6YP",8_+BF!B'Q/7"*'Y)1E7=CZ5U*>&]C4A+-%RRL2"0=R]#GMZ<=J>= TMGD=K. M,F12K>^>OXGN:0& OBRJCCEFN+:$);M)51R6/FX(Q]15F^\23VTVHO#"C6 M^G%%E#$[I"PX*]L<@5LOHNGR3Q3-;(7B4*AQP .G'0XIHT+3 Q/V1.4\MAV9 M>>"._6@##D\2:BFHIIPM[9KC>5:3<=H'E^8# _59T#Q# XML 15 R1.htm IDEA: XBRL DOCUMENT v3.24.4 Document And Entity Information 9 Months Ended Sep. 30, 2024 Document Information Line Items Â Entity Central Index Key 0001758009 Document Type S-1 Entity Registrant Name QUANTUM COMPUTING INC. Entity Incorporation, State or Country Code DE Entity Filer Category Non-accelerated Filer Entity Small Business true Entity Emerging Growth Company false Amendment Flag false X - DefinitionBoolean flag that is true when the XBRL content amends previously-filed or accepted submission. + ReferencesNo definition available. + Details Name: dei_AmendmentFlag Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: dei_DocumentInformationLineItems Namespace Prefix: dei_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe type of document being provided (such as 10-K, 10-Q, 485BPOS, etc). The document type is limited to the same value as the supporting SEC submission type, or the word 'Other'. + ReferencesNo definition available. + Details Name: dei_DocumentType Namespace Prefix: dei_ Data Type: dei:submissionTypeItemType Balance Type: na Period Type: duration X - DefinitionA unique 10-digit SEC-issued value to identify entities that have filed disclosures with the SEC. It is commonly abbreviated as CIK. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityCentralIndexKey Namespace Prefix: dei_ Data Type: dei:centralIndexKeyItemType Balance Type: na Period Type: duration X - DefinitionIndicate if registrant meets the emerging growth company criteria. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityEmergingGrowthCompany Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionIndicate whether the registrant is one of the following: Large Accelerated Filer, Accelerated Filer, Non-accelerated Filer. Definitions of these categories are stated in Rule 12b-2 of the Exchange Act. This information should be based on the registrant's current or most recent filing containing the related disclosure. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityFilerCategory Namespace Prefix: dei_ Data Type: dei:filerCategoryItemType Balance Type: na Period Type: duration X - DefinitionTwo-character EDGAR code representing the state or country of incorporation. + ReferencesNo definition available. + Details Name: dei_EntityIncorporationStateCountryCode Namespace Prefix: dei_ Data Type: dei:edgarStateCountryItemType Balance Type: na Period Type: duration X - DefinitionThe exact name of the entity filing the report as specified in its charter, which is required by forms filed with the SEC. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityRegistrantName Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionIndicates that the company is a Smaller Reporting Company (SRC). + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntitySmallBusiness Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration XML 16 R2.htm IDEA: XBRL DOCUMENT v3.24.4 Condensed Consolidated Balance Sheets (Unaudited) - USD ($) $ in Thousands Sep. 30, 2024 Dec. 31, 2023 Dec. 31, 2022 Current assets Â Â Â Cash and cash equivalents $ 3,064 $ 2,059 $ 5,308 Accounts receivable, net 63 65 13 Inventory 241 73 Loans receivable, net 306 279 Prepaid expenses and other current assets 238 180 129 Total current assets 3,912 2,656 5,450 Property and equipment, net 5,826 2,870 975 Operating lease right-of-use assets 1,622 1,051 1,273 Intangible assets, net 9,748 12,076 15,180 Goodwill 55,573 55,573 55,573 Other non-current assets 129 129 60 Total assets 76,810 74,355 78,511 Current liabilities Â Â Â Accounts payable 923 1,462 872 Accrued expenses 539 639 2,961 Financial liabilities, net of issuance costs 1,925 Deferred revenue 48 Â Other current liabilities 921 786 760

Total current liabilities 2,431 4,812 4,593 Financial liabilities, net of issuance costs 6,514 7,188 Derivative liability 666 528 Operating lease liabilities 1,297 840 1,078 Total liabilities 10,908 5,652 13,387 Contingencies (see Note 10) Â Mezzanine equity 5,463 Â Stockholdersâ€™ equity Â Â Â Preferred stock value Common stock value 9 8 6 Additional paid-in capital 209,675 200,635 169,175 Accumulated deficit (149,245) (131,940) (104,057) Total stockholdersâ€™ equity 60,439 68,703 [1] 65,124 [1],[2] Total liabilities and mezzanine and stockholdersâ€™ equity $ 76,810 $ 74,355 $ 78,511 [1] As described in Note 3 to the Consolidated Financial Statements appearing elsewhere in this Amendment, we have restated the Consolidated Financial Statements. [2] As described in Note 15 to these unaudited condensed consolidated financial statements, we have restated the condensed consolidated statements of stockholdersâ€™ equity for the three and nine months ended September 30, 2023. X - DefinitionFinancial liabilities, current, net of issuance costs. + ReferencesNo definition available. + Details Name: qubt_FinancialLiabilitiesCurrentNetOfIssuanceCosts Namespace Prefix: qubt_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionCarrying 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. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10 + Details Name: us-gaap_AccountsPayableCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after allowance for credit loss, of right to consideration from customer for product sold and service rendered in normal course of business, classified as current. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481990/310-10-45-2 + Details Name: us-gaap_AccountsReceivableNetCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionCarrying 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). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_AccruedLiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount 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. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_AdditionalPaidInCapital Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of asset recognized for present right to economic benefit. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 12: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 13: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(12)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 18: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 19: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 30: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(11)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_Assets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of asset recognized for present right to economic benefit, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 10: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7 + Details Name: us-gaap_AssetsCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_AssetsCurrentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount 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. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashAndCashEquivalentsAtCarryingValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionRepresents the caption on the face of the balance sheet to indicate that the entity has entered into (1) purchase or supply arrangements that will require expending a portion of its resources to meet the terms thereof, and (2) is exposed to potential losses or, less frequently, gains, arising from (a) possible claims against a company's resources due to future performance under contract terms, and (b) possible losses or likely gains from uncertainties that will ultimately be resolved when one or more future events that are deemed likely to occur do occur or fail to occur. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1 + Details Name: us-gaap_CommitmentsAndContingencies Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAggregate par or stated value of issued nonredeemable common stock (or common stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable common shares, par value and other disclosure concepts are

in another section within stockholders' equity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_CommonStockValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of obligation to transfer good or service to customer for which consideration has been received or is receivable, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-8Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-2 + Details Name: us-gaap_ContractWithCustomerLiabilityCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionFair 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, expected to be settled after one year or the normal operating cycle, if longer. Includes assets not subject to a master netting arrangement and not elected to be offset. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483466/210-20-50-3 + Details Name: us-gaap_DerivativeLiabilitiesNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionFor entities that provide full or partial financing and servicing for customers supplementary to its major operations (such as a manufacturer or a homebuilder providing and servicing loans to buyers), represents the liabilities associated with such activities, including accounts payable and accrued liabilities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_FinancialServicesLiabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after accumulated impairment loss, of asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482598/350-20-45-1Reference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(10)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_Goodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionSum of the carrying amounts of all intangible assets, excluding goodwill, as of the balance sheet date, net of accumulated amortization and impairment charges. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482686/350-30-45-1 + Details Name: us-gaap_IntangibleAssetsNetExcludingGoodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount after valuation and LIFO reserves of inventory expected to be sold, or consumed within one year or operating cycle, if longer. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_InventoryNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of liability recognized for present obligation requiring transfer or otherwise providing economic benefit to others. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(26)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(21)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 15: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(14)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 18: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting 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-SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 29: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30 + Details Name: us-gaap_Liabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of liabilities and equity items, including the portion of equity attributable to noncontrolling interests, if any. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name 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https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-5Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 15:

http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 21: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7 + Details Name: us-gaap_LiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_LiabilitiesCurrentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmortized cost, after allowance for credit loss, of financing receivable classified as current. Excludes net investment in lease. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481990/310-10-45-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_NotesAndLoansReceivableNetCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease, classified as noncurrent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiabilityNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's right to use underlying asset under operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseRightOfUseAsset Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of noncurrent assets classified as other. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_OtherAssetsNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of liabilities classified as other, due within one year or the normal operating cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10 + Details Name: us-gaap_OtherLiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAggregate 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. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(21)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_PreferredStockValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of asset related to consideration paid in advance for costs that provide economic benefits in future periods, and amount of other assets that are expected to be realized or consumed within one year or the normal operating cycle, if longer. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_PrepaidExpenseAndOtherAssetsCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount after accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business to produce goods and services and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 360 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-7AReference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 360 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478451/942-360-50-1 + Details Name: us-gaap_PropertyPlantAndEquipmentNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of accumulated undistributed earnings (deficit). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-11Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(23)(a)(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_RetainedEarningsAccumulatedDeficit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 12: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 13: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 14: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 4.E) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480418/310-10-S99-2 + Details Name: us-gaap_StockholdersEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_StockholdersEquityAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionCarrying amount, attributable to parent, of an entity's issued and outstanding stock which is not included within permanent equity. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. Includes stock with a put option held by an ESOP and stock redeemable by a holder only in the event of a change in control of the issuer. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(23)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.E.Q2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1B + Details Name: us-gaap_TemporaryEquityCarryingAmountAttributableToParent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant XML 17 R3.htm IDEA: XBRL DOCUMENT v3.24.4 Condensed Consolidated Balance Sheets (Unaudited) (Parentheticals) - $ / shares Sep. 30, 2024 Dec. 31, 2023 Dec. 31, 2022 Common stock, par value (in Dollars per share) $ 0.0001 $ 0.0001 $ 0.0001 Common stock, shares authorized 250,000,000 250,000,000 250,000,000 Common stock, shares issued 94,416,000 77,451,000 55,963,000 Common stock, shares outstanding 94,416,000 77,451,000 55,963,000 Series A Preferred Stock Â Â Â Preferred stock par value (in Dollars per share) $ 0.0001 $ 0.0001 $ 0.0001 Preferred stock, shares authorized 1,550,000 1,550,000 1,550,000 Preferred stock, shares issued 993,000 1,490,000 1,500,000 Preferred stock, shares outstanding 993,000 1,490,000 1,500,000 Series B Preferred Stock Â Â Â Preferred stock, shares authorized 3,080,000 3,080,000 3,080,000 Preferred stock, shares issued Preferred stock, shares outstanding X - DefinitionFace amount or stated value per share of common stock. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockParOrStatedValuePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionThe maximum number of common shares permitted to be issued by an entity's charter and bylaws. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1 + Details Name: us-gaap_CommonStockSharesAuthorized Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionTotal number of common shares of an entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockSharesIssued Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of shares of common stock outstanding. Common stock represent the ownership interest in a corporation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -

SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3 + Details Name: us-gaap_CommonStockSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionFace amount or stated value per share of preferred stock nonredeemable or redeemable solely at the option of the issuer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13 + Details Name: us-gaap_PreferredStockParOrStatedValuePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionThe 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. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1 + Details Name: us-gaap_PreferredStockSharesAuthorized Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber 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. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13 + Details Name: us-gaap_PreferredStockSharesIssued Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionAggregate 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. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3 + Details Name: us-gaap_PreferredStockSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_SeriesAPreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_SeriesBPreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 18 R4.htm IDEA: XBRL DOCUMENT v3.24.4 Condensed Consolidated Statements of Operations (Unaudited) - USD ($) $ in Thousands 3 Months Ended 9 Months Ended 12 Months Ended Sep. 30, 2024 Sep. 30, 2023 [1] Sep. 30, 2024 Sep. 30, 2023 [1] Dec. 31, 2023 [2] Dec. 31, 2022 [2] Income Statement [Abstract] Â Â Â Â Â Â Total revenue $ 101 $ 50 $ 311 $ 283 $ 358 $ 136 Cost of revenue 92 24 233 131 196 61 Gross profit 9 26 78 152 162 75 Research and development 2,244 2,328 6,560 6,977 8,891 5,216 Sales and marketing 363 584 1,243 1,397 1,806 2,092 General and administrative 2,840 3,725 9,298 11,442 15,708 21,412 Total operating expenses 5,447 6,637 17,101 19,816 26,405 28,720 Loss from operations (5,438) (6,611) (17,023) (19,664) (26,243) (28,645) Non-operating income (expense) Â Â Â Â Â Â Interest and other income 70 126 180 219 295 47 Interest expense, net (307) (369) (462) (1,334) (1,602) (772) Change in value of warrant liabilities 13 384 [3] 528 3,392 Loss before income tax provision (5,675) (6,841) (17,305) (20,395) (27,022) (25,978) Income tax provision Net loss (5,675) (6,841) (17,305) (20,395) [3] (27,022) (25,978) Less: Series A convertible preferred stock dividends (215) (646) 861 889 Net loss attributable to common stockholders $ (5,675) $ (7,056) $ (17,305) $ (21,041) $ (27,883) $ (26,867) Loss per share â€“ basic (in Dollars per share) $ (0.06) $ (0.1) $ (0.19) $ (0.33) $ (0.42) $ (0.73) Loss per share â€“ diluted (in Dollars per share) $ (0.06) $ (0.1) $ (0.19) $ (0.33) $ (0.42) $ (0.73) Weighted average shares used in computing net loss per common share â€“ basic (in Shares) 93,048,000 71,588,000 89,063,000 64,246,000 66,611,000 36,680,000 Weighted average shares used in computing net loss per common share â€“ dilutive (in Shares) 93,048,000 71,588,000 89,063,000 64,246,000 66,611,000 36,680,000 [1] As described in Note 15 to these unaudited condensed consolidated financial statements, we have restated the unaudited condensed consolidated statements of operations for the three and nine months ended September 30, 2023. [2] As described in Note 3 to the Consolidated Financial Statements appearing elsewhere in this Amendment, we have restated the Consolidated Financial Statements. [3] As described in Note 15 to these unaudited condensed consolidated financial statements, we have restated the unaudited condensed consolidated statement of cash flows for the nine months ended September 30, 2023. X - ReferencesNo definition available. + Details Name: qubt_NonOperatingIncomeExpenseAbstract Namespace Prefix: qubt_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe amount represents the value of Series A convertible preferred stock dividends. + ReferencesNo definition available. + Details Name: qubt_PreferredStockDividendsIncomeStatementsImpact Namespace Prefix: qubt_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe aggregate cost of goods produced and sold and services rendered during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1B + Details Name: us-gaap_CostOfRevenue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-15Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7 + Details Name: us-gaap_EarningsPerShareBasic Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-15Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 14:

http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7 + Details Name: us-gaap_EarningsPerShareDiluted Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionAmount of expense (income) related to adjustment to fair value of warrant liability. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef - Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 25 -Paragraph 13 -SubTopic 10 -Topic 480 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481766/480-10-25-13 + Details Name: us-gaap_FairValueAdjustmentOfWarrants Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAggregate revenue less cost of goods and services sold or operating expenses directly attributable to the revenue generation activity. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 7: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 9: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 14: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB 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Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 23: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31 + Details Name: us-gaap_GrossProfit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of income (loss) from continuing operations, including income (loss) from equity method investments, before deduction of income tax expense (benefit), and income (loss) attributable to noncontrolling interest. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI 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https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 7: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(11)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 9: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 235 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-05(b)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477314/942-235-S99-1Reference 11: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(10)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 12: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_IncomeStatementAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 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Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)) -SubTopic 10 -Topic 235 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1 + Details Name: us-gaap_IncomeTaxExpenseBenefit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe amount of interest income and other income recognized during the period. Included in this element is interest derived from investments in debt securities, cash and cash equivalents, and other investments which reflect the time value of money or transactions in which the payments are for the use or forbearance of money and other income from ancillary business-related activities (that is, excluding major activities considered part of the normal operations of the business). + ReferencesNo definition available. + Details Name: us-gaap_InterestAndOtherIncome Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of expenses related to the generation of investment income. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-10Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(2)(c)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1 + Details Name: us-gaap_InvestmentIncomeInvestmentExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 17: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-10Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -

URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount, after deduction of tax, noncontrolling interests, dividends on preferred stock and participating securities; of income (loss) available to common shareholders. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 5 -Subparagraph (SAB Topic 6.B) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-5Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60B + Details Name: us-gaap_NetIncomeLossAvailableToCommonStockholdersBasic Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionGenerally recurring costs associated with normal operations except for the portion of these expenses which can be clearly related to production and included in cost of sales or services. Includes selling, general and administrative expense. + ReferencesNo definition available. + Details Name: us-gaap_OperatingExpenses Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe net result for the period of deducting operating expenses from operating revenues. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31 + Details Name: us-gaap_OperatingIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of 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. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 730 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482916/730-10-50-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 912 -SubTopic 730 -Name Accounting Standards Codification -Section 25 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479532/912-730-25-1 + Details Name: us-gaap_ResearchAndDevelopmentExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount 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). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-41Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-42Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-40Reference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 235 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-05(b)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477314/942-235-S99-1Reference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_Revenues Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe aggregate total amount of expenses directly related to the marketing or selling of products or services. + ReferencesNo definition available. + Details Name: us-gaap_SellingAndMarketingExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe aggregate total costs related to selling a firm's product and services, as well as all other general and administrative expenses. Direct selling expenses (for example, credit, warranty, and advertising) are expenses that can be directly linked to the sale of specific products. Indirect selling expenses are expenses that cannot be directly linked to the sale of specific products, for example telephone expenses, Internet, and postal charges. General and administrative expenses include salaries of non-sales personnel, rent, utilities, communication, etc. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_SellingGeneralAndAdministrativeExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe average number of shares or units issued and outstanding that are used in calculating diluted EPS or earnings per unit (EPU), determined based on the timing of issuance of shares or units in the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 16 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-16 + Details Name: us-gaap_WeightedAverageNumberOfDilutedSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of [basic] shares or units, after adjustment for contingently issuable shares or units and other shares or units not deemed outstanding, determined by relating the portion of time within a reporting period that common shares or units have been outstanding to the total time in that period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-16 + Details Name: us-gaap_WeightedAverageNumberOfSharesOutstandingBasic Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration XML 19 R5.htm IDEA: XBRL

DOCUMENT v3.24.4 Condensed Consolidated Statements of Mezzanine and Stockholdersâ€™ Equity (Unaudited) - USD ($) shares in Thousands, $ in Thousands Series A Preferred Stock As previously reported Series A Preferred Stock Adjustments [1] Series A Preferred Stock Common Stock As previously reported Common Stock Adjustments [1] Common Stock Additional Paid-in Capital As previously reported Additional Paid-in Capital Adjustments [1] Additional Paid-in Capital Accumulated Deficit As previously reported Accumulated Deficit Adjustments [1] Accumulated Deficit Mezzanine Equity As previously reported Adjustments Total Balance at Dec. 31, 2021 $ 3 $ 3 $ 97,593 $ (5,384) $ 92,209 $ (81,394) $ 4,204 $ (77,190) Â $ 16,202 $ (1,180) [1] $ 15,022 Balance (in Shares) at Dec. 31, 2021 1,545 1,545 29,157 29,157 Â Â Â Â Â Â Â Â Â Â Â Â Cancellation of shares Â Â Â Â Â Â Â Â Â Â Â Â Cancellation of shares (in Shares) Â Â Â Â Â (11) Â Â Â Â Â Â Â Â Â Â Â Â Conversion of preferred stock Â Â Â Â Â Â Â Â Â Â Â Â Conversion of preferred stock (in Shares) Â Â (45) Â Â 48 Â Â Â Â Â Â Â Â Â Â Â Â Issuance of shares in conjunction with QPhoton Merger Â Â Â Â Â Â $ 3 Â Â 67,127 Â Â Â Â Â Â 67,130 Issuance of shares in conjunction with QPhoton Merger (in Shares) Â Â Â Â Â 26,615 Â Â Â Â Â Â Â Â Â Â Â Â Preferred stock dividends Â Â Â Â Â Â Â Â Â Â Â Â (889) Â Â Â (889) Preferred OID Amortization Â Â Â Â Â Â Â Â 318 Â Â Â Â Â Â Â 318 Stock-based compensation Â Â Â Â Â Â Â 9,493 Â Â Â Â Â 9,493 Stock-based compensation (in Shares) Â Â Â Â Â 20 Â Â Â Â Â Â Â Â Â Â Â Â Stock-based compensation for services Â Â Â Â Â Â Â 28 Â Â Â Â Â Â 28 Stock-based compensation for services (in Shares) Â Â Â Â Â 135 Â Â Â Â Â Â Â Â Â Â Â Â Net loss Â Â Â Â Â Â Â Â (25,978) Â (38,594) 12,616 (25,978) [2] Balance at Dec. 31, 2022 Â Â [1],[3] Â Â $ 6 [1],[3] Â Â 169,175 [1],[3] Â Â (104,057) [1],[3] Â 74,897 (9,773) 65,124 [1],[3] Balance (in Shares) at Dec. 31, 2022 [1],[3] Â Â 1,500 Â Â 55,963 Â Â Â Â Â Â Â Â Â Â Â Â Issuance of shares for cash Â Â Â Â $ 2 Â Â 22,762 Â Â Â Â Â 22,764 Issuance of shares for cash (in Shares) Â Â Â Â Â 15,291 Â Â Â Â Â Â Â Â Â Â Â Â Conversion of preferred stock Â Â Â Â Â Â 1 Â Â Â Â Â 1 Conversion of preferred stock (in Shares) Â Â (10) Â Â 11 Â Â Â Â Â Â Â Â Â Â Â Â Preferred stock dividends Â Â Â Â Â Â Â Â Â Â Â Â (646) Â Â Â (646) Stock-based compensation Â Â Â Â Â Â 2,904 Â Â Â Â Â 2,904 Stock-based compensation (in Shares) Â Â Â Â Â 2,330 Â Â Â Â Â Â Â Â Â Â Â Â Stock-based compensation for services Â Â Â Â Â Â 2,407 Â Â Â Â Â 2,407 Stock-based compensation for services (in Shares) Â Â Â Â Â 1,500 Â Â Â Â Â Â Â Â Â Â Â Â Net loss Â Â Â Â Â Â Â Â (20,395) Â 1,000 Â (20,395) [4],[5] Balance at Sep. 30, 2023 Â Â [3] Â Â $ 8 [3] Â Â 197,249 [3] Â Â (125,098) [3] Â 9,100 Â 72,159 [3] Balance (in Shares) at Sep. 30, 2023 [3] Â Â 1,490 Â Â 75,095 Â Â Â Â Â Â Â Â Â Â Â Â Balance at Dec. 31, 2022 Â Â [1],[3] Â Â $ 6 [1],[3] Â Â 169,175 [1],[3] Â Â (104,057) [1],[3] Â 74,897 (9,773) 65,124 [1],[3] Balance (in Shares) at Dec. 31, 2022 [1],[3] Â Â 1,500 Â Â 55,963 Â Â Â Â Â Â Â Â Â Â Â Â Issuance of shares for cash Â Â Â Â Â $ 2 Â Â 24,728 Â Â Â Â Â 24,730 Issuance of shares for cash (in Shares) Â Â Â Â Â 17,572 Â Â Â Â Â Â Â Â Â Â Â Â Conversion of preferred stock Â Â Â Â Â Â 1 Â Â Â Â Â 1 Conversion of preferred stock (in Shares) Â Â (10) Â Â 11 Â Â Â Â Â Â Â Â Â Â Â Â Preferred stock dividends Â Â Â Â Â Â Â Â Â Â Â Â (861) Â Â Â (861) Stock-based compensation Â Â Â Â Â Â Â 4,238 Â Â Â Â Â 4,238 Stock-based compensation (in Shares) Â Â Â Â Â 2,330 Â Â Â Â Â Â Â Â Â Â Â Â Stock-based compensation for services Â Â Â Â Â Â 2,493 Â Â Â Â Â 2,493 Stock-based compensation for services (in Shares) Â Â Â Â Â 1,575 Â Â Â Â Â Â Â Â Â Â Â Â Net loss Â Â Â Â Â Â Â Â (27,022) Â (29,731) 2,709 (27,022) [2] Balance at Dec. 31, 2023 Â Â [1] Â Â $ 8 [1] Â Â 200,635 [1] Â Â (131,940) [1] Â 73,269 (4,566) 68,703 [1] Balance (in Shares) at Dec. 31, 2023 [1] Â Â 1,490 Â Â 77,451 Â Â Â Â Â Â Â Â Â Â Â Â Balance at Jun. 30, 2023 [3] Â Â Â Â $ 7 Â Â 187,751 Â Â (118,042) Â Â Â 69,716 Balance (in Shares) at Jun. 30, 2023 [3] Â Â 1,490 Â Â 67,215 Â Â Â Â Â Â Â Â Â Â Â Â Issuance of shares for cash Â Â Â Â $ 1 Â Â 8,536 Â Â Â Â Â 8,537 Issuance of shares for cash (in Shares) Â Â Â Â Â 6,380 Â Â Â Â Â Â Â Â Â Â Â Â Conversion of preferred stock Â Â Â Â Â Â Â Â Â Â Â Â Preferred stock dividends Â Â Â Â Â Â Â Â Â Â Â Â (215) Â Â Â (215) Stock-based compensation Â Â Â Â Â Â 984 Â Â Â Â Â 984 Stock-based compensation (in Shares) Â Â Â Â Â 1,500 Â Â Â Â Â Â Â Â Â Â Â Â Stock-based compensation for services Â Â Â Â Â Â (22) Â Â Â Â Â (22) Net loss Â Â Â Â Â Â Â Â (6,841) Â 1,400 Â (6,841) [5] Balance at Sep. 30, 2023 Â Â [3] Â Â $ 8 [3] Â Â 197,249 [3] Â Â (125,098) [3] Â 9,100 Â 72,159 [3] Balance (in Shares) at Sep. 30, 2023 [3] Â Â 1,490 Â Â 75,095 Â Â Â Â Â Â Â Â Â Â Â Â Balance at Dec. 31, 2023 Â Â [1] Â Â $ 8 [1] Â Â 200,635 [1] Â Â (131,940) [1] Â $ 73,269 $ (4,566) 68,703 [1] Balance (in Shares) at Dec. 31, 2023 [1] Â Â 1,490 Â Â 77,451 Â Â Â Â Â Â Â Â Â Â Â Â Issuance of shares for cash Â Â Â Â $ 1 Â Â 14,628 Â Â Â Â Â Â Â Â Â Â Â Â 14,629 Issuance of shares for cash (in Shares) Â Â Â Â Â 16,605 Â Â Â Â Â Â Â Â Â Â Â Â Reclassification of Series A preferred stock to mezzanine equity Â Â Â Â Â (8,195) Â Â $ 8,195 Â Â (8,195) Repurchase of redeemable shares Â Â Â Â Â Â Â Â Â Â Â Â (2,732) Â Â Â Repurchase of redeemable shares (in Shares) Â Â (497) Â Â Â Â Â Â Â Â Â Â Â Â Stock-based compensation Â Â Â Â Â Â 2,473 Â Â Â Â Â 2,473 Stock-based compensation (in Shares) Â Â Â Â Â 218 Â Â Â Â Â Â Â Â Â Â Â Â Stock-based compensation for services Â Â Â Â Â Â 134 Â Â Â Â Â 134 Stock-based compensation for services (in Shares) Â Â Â Â Â 142 Â Â Â Â Â Â Â Â Â Â Â Â Net loss Â Â Â Â Â Â Â Â (17,305) Â Â Â (17,305) Balance at Sep. 30, 2024 Â Â Â Â Â $ 9 Â Â 209,675 Â Â (149,245) 5,463 Â Â 60,439 Balance (in Shares) at Sep. 30, 2024 Â Â 993 Â Â 94,416 Â Â Â Â Â Â Â Â Â Â Â Â Balance at Jun. 30, 2024 Â Â Â Â Â $ 9 Â Â 209,086 Â Â (143,570) 6,829 Â Â 65,525 Balance (in Shares) at Jun. 30, 2024 Â Â 1,241 Â Â 94,416 Â Â Â Â Â Â Â Â Â Â Â Â Issuance of shares for cash Â Â Â Â Â Â Â Â Â Â Â Â Repurchase of redeemable shares Â Â Â Â Â Â Â Â Â Â Â Â (1,366) Â Â Repurchase of redeemable shares (in Shares) Â Â (248) Â Â Â Â Â Â Â Â Â Â Â Â Stock-based compensation Â Â Â Â Â Â 587 Â Â Â Â Â 587 Stock-based compensation for services Â Â Â Â Â Â 2 Â Â Â Â Â 2 Net loss Â Â Â Â Â Â Â Â (5,675) Â Â Â (5,675) Balance at Sep. 30, 2024 Â Â Â Â Â $ 9 Â Â $ 209,675 Â Â $ (149,245) $ 5,463 Â Â $ 60,439 Balance (in Shares) at Sep. 30, 2024 Â Â 993 Â Â 94,416 Â Â Â Â Â Â Â Â Â Â Â Â [1] As described in Note 3 to the Consolidated Financial Statements appearing elsewhere in this Amendment, we have restated the Consolidated Financial Statements. [2] As described in Note 3 to the Consolidated Financial Statements appearing elsewhere in this Amendment, we have restated the Consolidated Financial Statements. [3] As described in Note 15 to these unaudited condensed consolidated financial statements, we have restated the condensed consolidated statements of stockholdersâ€™ equity for the three and nine months ended September 30, 2023. [4] As described in Note 15 to these unaudited condensed consolidated financial statements, we have restated the unaudited condensed consolidated statement of cash flows for the nine months ended September 30, 2023. [5] As described in Note 15 to these unaudited condensed consolidated financial statements, we have restated the unaudited condensed consolidated statements of operations for the three and nine months ended September 30, 2023. X - DefinitionAmount of decrease (increase) in additional paid in capital (APIC) for the Preferred OID Amortization. + ReferencesNo definition available. + Details Name: qubt_AdjustmentstoAdditionalPaidinCapitalPreferredOIDAmortization Namespace Prefix: qubt_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of increase to additional paid-in capital (APIC) for recognition of cost for option under share-based payment arrangement. + ReferencesNo definition available. + Details Name: us-gaap_AdjustmentsToAdditionalPaidInCapitalShareBasedCompensationStockOptionsRequisiteServicePeriodRecognition Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of paid and unpaid preferred stock dividends declared with the form of settlement in cash. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 2 -SubTopic 405 -Topic 942 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477787/942-405-45-2 + Details Name: us-gaap_DividendsPreferredStockCash Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 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-URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11: 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10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 17: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-10Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) 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-Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe difference between the carrying amount of a financial instrument subject to a registration payment arrangement recorded as temporary equity prior to adoption of FSP EITF 00-19-2 and the carrying amount reclassified to permanent equity upon the adoption of FSP EITF 00-19-2. Recorded as a cumulative effect adjustment to the beginning balance of retained earnings. Does not apply to registration payment arrangements that are no longer outstanding upon adoption of FSP EITF 00-19-2. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 480 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3A -Publisher FASB -URI https://asc.fasb.org/1943274/2147480244/480-10-S99-3AReference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480237/815-40-50-3 + Details Name: us-gaap_ReclassificationsOfTemporaryToPermanentEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionNumber of shares issued which are neither cancelled nor held in the treasury. + ReferencesNo definition available. + Details Name: us-gaap_SharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of shares of stock issued during the period pursuant to acquisitions. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesAcquisitions Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of shares issued during the period as a result of the conversion of convertible securities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards

Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3 + Details Name: us-gaap_StockIssuedDuringPeriodSharesConversionOfConvertibleSecurities Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber 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. + ReferencesNo definition available. + Details Name: us-gaap_StockIssuedDuringPeriodSharesIssuedForServices Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of new stock issued during the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesNewIssues Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber, after forfeiture, of shares or units issued under share-based payment arrangement. Excludes shares or units issued under employee stock ownership plan (ESOP). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesShareBasedCompensation Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of shares (or other type of equity) forfeited during the period. + ReferencesNo definition available. + Details Name: us-gaap_StockIssuedDuringPeriodSharesShareBasedCompensationForfeited Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionValue of stock issued pursuant to acquisitions during the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodValueAcquisitions Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe gross value of stock issued during the period upon the conversion of convertible securities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodValueConversionOfConvertibleSecurities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionEquity impact of the value of new stock issued during the period. Includes shares issued in an initial public offering or a secondary public offering. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-11Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-4Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodValueNewIssues Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionValue, after forfeiture, of shares issued under share-based payment arrangement. Excludes employee stock ownership plan (ESOP). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_StockIssuedDuringPeriodValueShareBasedCompensation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionValue of forfeited shares issued under share-based payment arrangement. Excludes employee stock ownership plan (ESOP). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_StockIssuedDuringPeriodValueShareBasedCompensationForfeited Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionNumber of stock bought back by the entity at the exercise price or redemption price. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2 + Details Name: us-gaap_StockRedeemedOrCalledDuringPeriodShares Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionEquity impact of the value of stock that has been repurchased during the period and has not been retired and is not held in treasury. Some state laws may mandate 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. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-11Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-4Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockRepurchasedDuringPeriodValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 12: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 13: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 14: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 4.E) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480418/310-10-S99-2 + Details Name: us-gaap_StockholdersEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant XML 20 R6.htm IDEA: XBRL DOCUMENT v3.24.4 Condensed Consolidated Statements of Cash Flows (Unaudited) - USD ($) $ in Thousands 9 Months Ended 12 Months Ended Sep. 30, 2024 Sep. 30, 2023 [1] Dec. 31, 2023 Dec. 31, 2022 Cash flows from operating activities: Â Â Â Â Net loss $ (17,305) $ (20,395) [2] $ (27,022) [3] $ (25,978) [3] Adjustments to reconcile net loss to net cash used in operations Â Â Â Â Depreciation and intangibles amortization 2,542 2,509 3,307 [4] 1,863 [4] Amortization of issuance costs 323 730 925 [4] 547 [4] Change in fair value of warrant liability (384) [2] (528) [3] (3,392) [3] Provision for credit losses [4] Â Â 279 Other recognized losses (gains) 31 5 [4] 78 [4] Stock-based compensation expense 2,680 3,110 4,271 [4] 9,323 [4] Stock-based compensation expense for services 21 282 284 [4] 2,350 [4] Changes in operating assets and liabilities Â Â Â Â Accounts receivable 2 11 (52) [4] (13) [4] Inventories (168) (70) [4] [4] Prepaid expenses and other current assets (115) (110) (110) [4] (145) [4] Other non-current assets (571) 89 153 [4] (1,214) [4] Accounts payable (539) 259 596 [4] 219 [4] Deferred revenue 48 12 Â Â Accrued expenses and other current liabilities 155 939 110 [4] (319) [4] Other long-term liabilities 457 (400) (463) [4] 1,303 [4] Net cash used in operating activities (12,439) (13,348) (18,315) [4] (15,378) [4] Cash flows from investing activities: Â Â Â Â Purchase of property and equipment (3,170) (2,165) (2,112) [4] (870) [4] Loans receivable (500) (500) [4] [4] Net cash used for QPhoton, Inc. merger [4] Â Â (1,356) Net cash used in investing activities (3,170) (2,665) (2,612) [4] (2,226) [4] Cash flows from financing activities: Â Â Â Â Proceeds raised from financial liabilities, net of issuance costs 6,995 [4] 6,960 [4] Payments of financial liabilities, net of interest (2,063) (4,030) (6,187) [4] [4] Series A Preferred stock dividend payments (215) (650) (865) [4] (787) [4] Repurchase of Series A preferred stock (2,732) Â Â Proceeds from stock issuance related to ATM facility 14,629 22,764 24,730 [4] [4] Net cash provided by financing activities 16,614 18,084 17,678 [4] 6,173 [4] Net increase in cash 1,005 2,071 (3,249) [4]

(11,431) [4] Cash and cash equivalents, beginning of period [4] 2,059 5,308 5,308 [1] 16,739 Cash and cash equivalents, end of period 3,064 7,379 2,059 [4] 5,308 [1],[4] Supplemental disclosures of Cash flow information: Â Â Â Â Cash paid for interest 31 720 813 [4] [4] Non-cash investing and financing activities: Â Â Â Â Reclassification of Series A preferred stock to mezzanine equity 8,195 Â Â Valuation of derivative associated with convertible financial liability $ 666 Â Â Non-cash operating activities Â Â Â Â Non-cash issuance of shares for services [4] Â Â 2,651 502 Non-cash financing activities Â Â Â Â Common stock, preferred stock and warrants issued in connection with QPhoton Merger [4] Â Â $ 71,050 [1] As described in Note 15 to these unaudited condensed consolidated financial statements, we have restated the unaudited condensed consolidated statement of cash flows for the nine months ended September 30, 2023. [2] As described in Note 15 to these unaudited condensed consolidated financial statements, we have restated the unaudited condensed consolidated statements of operations for the three and nine months ended September 30, 2023. [3] As described in Note 3 to the Consolidated Financial Statements appearing elsewhere in this Amendment, we have restated the Consolidated Financial Statements. [4] As described in Note 3 to the Consolidated Financial Statements appearing elsewhere in this Amendment, we have restated the Consolidated Financial Statements. X - DefinitionNon-cash issuance of shares for services. + ReferencesNo definition available. + Details Name: qubt_NoncashIssuanceOfSharesForServices Namespace Prefix: qubt_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash inflow proceeds raised from financial liabilities, net of issuance costs. + ReferencesNo definition available. + Details Name: qubt_ProceedsRaisedFromFinancialLiabilitiesNetOfIssuanceCosts Namespace Prefix: qubt_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of reclassification of Series A preferred stock to mezzanine equity. + ReferencesNo definition available. + Details Name: qubt_ReclassificationOfSeriesAPreferredStockToMezzanineEquity Namespace Prefix: qubt_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionStock-based compensation expense for services. + ReferencesNo definition available. + Details Name: qubt_StockbasedCompensationExpenseForServices Namespace Prefix: qubt_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of valuation of derivative associated with convertible financial liability. + ReferencesNo definition available. + Details Name: qubt_ValuationOfDerivativeAssociatedWithConvertibleFinancialLiability Namespace Prefix: qubt_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of amortization expense attributable to debt issuance costs. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-3 + Details Name: us-gaap_AmortizationOfFinancingCosts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount 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. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-8Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of increase (decrease) in cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; excluding effect from exchange rate change. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 1 -SubTopic 230 -Topic 830 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477401/830-230-45-1 + Details Name: us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseExcludingExchangeRateEffect Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_CashFlowNoncashInvestingAndFinancingActivitiesDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe current period expense charged against earnings on long-lived, physical assets not used in production, and which are not intended for resale, to allocate or recognize the cost of such assets over their useful lives; or to record the reduction in book value of an intangible asset over the benefit period of such asset; or to reflect consumption during the period of an asset that is not used in production. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 360 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1 + Details Name: us-gaap_DepreciationAndAmortization Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of expense (income) related to adjustment to fair value of warrant liability. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 25 -Paragraph 13 -SubTopic 10 -Topic 480 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481766/480-10-25-13 + Details Name: us-gaap_FairValueAdjustmentOfWarrants Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of realized and unrealized gain (loss) on investment. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(9)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(7)(c)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 3: http://www.xbrl.org/2003/role/recommendedDisclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_GainLossOnInvestments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in the aggregate amount of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInAccountsPayable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in amount due within one year (or one business cycle) from customers for the credit sale of goods and services. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInAccountsReceivable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of increase (decrease) in accrued expenses, and obligations classified as other. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInAccruedLiabilitiesAndOtherOperatingLiabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of increase (decrease) in obligation to transfer good or service to customer for which consideration has been received or is receivable. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 912 -SubTopic 310 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478345/912-310-45-11Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInContractWithCustomerLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in the aggregate value of all inventory held by the reporting entity, associated with underlying transactions that are classified as operating activities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInInventories Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_IncreaseDecreaseInOperatingCapitalAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of increase (decrease) in noncurrent assets classified as other. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInOtherNoncurrentAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of increase (decrease) in noncurrent operating liabilities classified as other. + ReferencesNo definition available. + Details Name: us-gaap_IncreaseDecreaseInOtherNoncurrentLiabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of increase (decrease) in prepaid expenses, and assets classified as other. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInPrepaidDeferredExpenseAndOtherAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash paid for interest, excluding capitalized interest, classified as operating activity. Includes, but is not limited to, payment to settle zero-coupon bond for accreted interest of debt discount and debt instrument with insignificant coupon interest rate in relation to effective interest rate of borrowing attributable to accreted interest of debt discount. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 17 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-17Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-25Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-2 + Details Name: us-gaap_InterestPaidNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash inflow (outflow) from financing activities, including discontinued operations. Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on long-term credit. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24 + Details Name: us-gaap_NetCashProvidedByUsedInFinancingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInFinancingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash inflow (outflow) from investing activities, including discontinued operations. Investing activity cash flows include making and collecting loans and acquiring and disposing of debt or equity instruments and property, plant, and equipment and other productive assets. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24 + Details Name: us-gaap_NetCashProvidedByUsedInInvestingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInInvestingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash inflow (outflow) from operating activities, including discontinued operations. Operating activity cash flows include transactions, adjustments, and changes in value not defined as investing or financing activities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-25 + Details Name: us-gaap_NetCashProvidedByUsedInOperatingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic

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http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 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https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NoncashInvestingAndFinancingItemsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_OtherNoncashInvestingAndFinancingItemsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe cash outflow to reacquire preferred stock during the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15 + Details Name: us-gaap_PaymentsForRepurchaseOfPreferredStockAndPreferenceStock Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionCash outflow in the form of capital distributions and dividends to common shareholders, preferred shareholders and noncontrolling interests. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15 + Details Name: us-gaap_PaymentsOfDividends Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow for loan and debt issuance costs. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15 + Details Name: us-gaap_PaymentsOfFinancingCosts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow associated with the acquisition of a business, net of the cash acquired from the purchase. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquireBusinessesNetOfCashAcquired Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow for the purchase of loan receivable arising from the financing of goods and services. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 13 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquireLoansReceivable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow associated with the acquisition of long-lived, physical assets that are used in the normal conduct of business to produce goods and services and not intended for resale; includes cash outflows to pay for construction of self-constructed assets. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 13 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquirePropertyPlantAndEquipment Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash inflow from the additional capital contribution to the entity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14 + Details Name: us-gaap_ProceedsFromIssuanceOfCommonStock Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of expense (reversal of expense) for expected credit loss on accounts receivable. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479319/326-20-50-13Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_ProvisionForDoubtfulAccounts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of noncash expense for share-based payment arrangement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_ShareBasedCompensation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe fair value of stock issued in noncash financing activities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-4Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-3Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-5 + Details Name: us-gaap_StockIssued1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_SupplementalCashFlowInformationAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 21 R7.htm IDEA: XBRL DOCUMENT v3.24.4 Nature of the Organization and Business 9 Months Ended 12 Months Ended Sep. 30, 2024 Dec. 31, 2023 Nature of the Organization and Business [Abstract] Â Â Nature of the Organization and Business Note 1. Nature of the Organization and Business Â Corporate History Â Quantum Computing Inc. (â€œQCiâ€ or the â€œCompanyâ€) was formed in the State of Nevada on July 25, 2001, under its original name, Ticketcart, Inc., which was changed to Innovative Beverage Group Holdings, Inc. in 2009. The Company redomiciled to Delaware on February 22, 2018 and changed its name to Quantum Computing Inc. Effective July 20, 2018, the trading symbol for the Companyâ€™s common stock, par value $0.0001, on the OTC Market changed from â€œIBGHâ€ to â€œQUBTâ€. On July 15, 2021 the Company uplisted to The Nasdaq Stock Market LLC. On June 16, 2022, the Company merged with QPhoton, Inc. (â€œQPhotonâ€), a developer of quantum photonic systems and related technologies and applications. Â Nature of Business Â QCi is an American company utilizing integrated photonics and non-linear quantum optics to deliver quantum and ancillary products for high-performance computing applications based on patented and proprietary photonics technology. QCiâ€™s products are designed to operate at room temperature and at very low power levels beyond the capabilities of other systems in the market. Our core photonics technology enables the execution of a go-to-market strategy which emphasizes accessibility and affordability. Our quantum machines enable subject matter experts (SMEs) and end users to deliver critical business solutions today in working with highly complex optimization problems. Â The Company initially focused on providing software tools and applications for several commercially available quantum computers. However, following the June 2022 merger with QPhoton and its associated intellectual property and engineering team, the Company now offers integrated high-performance quantum systems, ancillary products and services. Â The core of our quantum offerings today is our Entropy Quantum Computing (â€œEQCâ€) technology. We have built room-temperature, photonic quantum information processing systems underpinned by a series of patented and patent pending technologies. Our technology, supported by professional services through our â€œQuantum Solutionsâ€ offering, enables our clients to solve complex optimization problems. In addition, our engineering teams are using our leading-edge photonics technology to continue to enhance and further develop quantum LIDAR sensing and imaging systems, quantum-secured network solutions, and photonic chips. Â Going Concern Â The accompanying unaudited condensed consolidated financial statements have been prepared on a going concern basis, which contemplates the continuity of operations, the realization of assets, and the satisfaction of liabilities in the normal course of business. Cash and cash equivalents on hand were $3.1 million as of September 30, 2024. The Company has historically incurred losses and negative cash flows from operations. As of September 30, 2024, the Company also had an accumulated deficit of $149.2Â million and working capital of $1.5 million. Furthermore, we have not achieved a level of sales adequate to support the Companyâ€™s cost structure and may need to raise additional funds in the next 12 months by selling additional equity or incurring debt. It is managementâ€™s opinion that these conditions raise substantial doubt about our ability to continue as a going concern. Note 1 â€“ Nature of the Organization and Business Â Corporate History Â Quantum Computing Inc. (â€œQCiâ€ or the â€œCompanyâ€) was formed in the State of Nevada on July 25, 2001, under its prior name, Ticketcart, Inc. The Company redomiciled to Delaware on February 22, 2018 and changed its name to Quantum Computing Inc. Effective July 20, 2018, the trading symbol for the Companyâ€™s common stock, par value $0.0001, on the OTC Market changed from â€œIBGHâ€ to â€œQUBTâ€. On July 15, 2021 the Company uplisted to the Nasdaq Stock Market LLC (â€œNasdaqâ€). On June 16, 2022, the Company merged with QPhoton, Inc. (â€œQPhotonâ€), a developer of quantum photonic systems and related technologies and applications. Â Nature of Business Â QCi is an American company utilizing integrated photonics and non-linear quantum optics to deliver quantum and ancillary non-quantum products for high-performance computing applications based on proprietary photonics technology. Quantumâ€™s products are designed to operate at room temperature and low power. Our core photonics technology enables the execution of a go-to-market strategy which emphasizes accessibility and affordability. Our quantum systems enable subject matter experts (SMEs) and end users to deliver critical business solutions today. Â The Company initially focused on providing software tools and applications for several commercially available quantum computers. However, following the June 2022 merger with QPhoton and its associated intellectual property and engineering team, the Company now offers integrated high-performance quantum systems, ancillary non-quantum products and services.Â The core of our quantum offerings today is our Entropy Quantum Computing (â€œEQCâ€) technology. We have built room-temperature, photonic quantum information processing systems underpinned by a series of patented and patent pending technologies. Our technology, supported by professional services through our â€œQuantum Solutionsâ€ offering, enables our clients to solve complex optimization problems. In addition, our engineering teams are using our leading-edge photonics technology to continue to enhance and further develop quantum LIDAR sensing and imaging systems, quantum-secured network solutions, and photonic chips. Â Going Concern Â The accompanying consolidated financial statements have been prepared on a going concern basis, which contemplates the continuity of operations, the realization of assets, and the satisfaction of liabilities in the normal course of business. Cash and cash equivalents on hand were $2.1 million as of December 31, 2023. The Company has historically incurred losses and negative cash flows from operations. As of December 31, 2023, the Company also had an accumulated deficit of $131.9 million and a working capital deficit of $2.2 million. Furthermore, we have not achieved a level of sales adequate to support the Companyâ€™s cost structure and may need to raise additional funds in the next twelve months by selling additional equity or incurring debt. It is managementâ€™s opinion that these conditions raise substantial doubt about our ability to continue as a going concern. X - DefinitionThe entire disclosure for the nature of an entity's business, major products or services, principal markets including location, and the relative importance of its operations in each business and the basis for the determination, including but not limited to, assets, revenues, or earnings. For an entity that has not commenced principal operations, disclosures about the risks and uncertainties related to the activities in which the entity is currently engaged and an understanding of what those activities are being directed toward. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Topic 275 -Publisher FASB -URI https://asc.fasb.org/275/tableOfContentReference 2: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-1 + Details Name: us-gaap_NatureOfOperations Namespace Prefix: us-gaap_ Data Type: dtr-

types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 22 R8.htm IDEA: XBRL DOCUMENT v3.24.4 Significant Accounting Policies 9 Months Ended 12 Months Ended Sep. 30, 2024 Dec. 31, 2023 Significant Accounting Policies [Abstract] Â Â Significant Accounting Policies Note 2. Significant Accounting Policies Â Basis of Presentation and Principles of Consolidation: Â The Company prepares its consolidated financial statements in conformity with accounting principles generally accepted in the United States of America (â€œU.S. GAAPâ€) as determined by the Financial Accounting Standards Board (the â€œFASBâ€), including Accounting Standards Codification (â€œASCâ€) 810, Consolidation. The accompanying unaudited condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation. The Companyâ€™s fiscal year end is December 31. Â Reclassifications Â Certain reclassifications have been made to the fiscal year 2023 audited consolidated financial statements to conform to the presentation in the three and nine months ended September 30, 2024. The reclassifications had no impact on consolidated net loss, total consolidated assets, total consolidated liabilities, or consolidated stockholdersâ€™ equity. Â Risk and Uncertainties Â The Company is subject to certain risks and uncertainties and believes changes in any of the following areas could have a material adverse effect on the Companyâ€™s future consolidated financial position or consolidated results of operations or cash flows: new product development, including market receptivity; litigation or claims against the Company based on intellectual property, patent, product regulation or other factors; competition from other products; general economic conditions; the ability to attract and retain qualified employees; and, ultimately, to sustain profitable operations. Â Use of Estimates Â These unaudited condensed consolidated financial statements have been prepared in accordance with U.S. GAAP, which requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the unaudited condensed consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Some of the more significant estimates required to be made by management include the valuation of goodwill and intangible assets, deferred tax assets, equity-based transactions and liquidity assessment. Actual results may differ from these estimates. Â Cash and Cash Equivalents Â Highly liquid investments with a maturity of three months or less when purchased are considered to be cash equivalents. The Company maintains its cash in mutual funds and deposit and money market accounts with high quality financial institutions which, at times, may exceed federally insured limits. As of September 30, 2024 and December 31, 2023, the Company had $2.3 million and $2.1 million, respectively, in cash equivalents invested in mutual funds. The Company has not experienced any losses on these deposits and believes it is not exposed to significant credit risk on cash.Â Â Â Revenue Â The Company recognizes revenue in accordance with ASC 606 â€“ Revenue from Contracts with Customers, by analyzing contracts with its customers using a five-step approach: Â Â 1. Identify the contract Â Â Â Â Â 2. Identify the performance obligations Â Â Â Â Â 3. Determine the transaction price Â Â Â Â Â 4. Allocate the transaction price to the performance obligations Â Â Â Â Â 5. Recognize revenue when performance obligations are satisfied Â The revenue the Company has recognized in the nine months ended September 30, 2024 and 2023 were primarily derived from contracts to perform professional services. Revenue from time and materials-based contracts is recognized as the direct hours worked during the period times the contractual hourly rate, plus direct materials and other direct costs as appropriate, plus negotiated materials handling burdens, if any. Revenue from units-based contracts is recognized as the number of units delivered or performed during the period times the contractual unit price. Revenue from fixed price contracts is recognized as work is performed with estimated profits recorded on a percentage of completion basis. The Company has no cost-plus type contracts at this time. Â The Company includes depreciation and amortization expenses in manufacturing overhead, which is a component of cost of revenue. However, at the present time manufacturing overhead, including depreciation and amortization expense related to production equipment, is not material and the primary components of cost of revenue are direct labor and direct materials, with a small amount of shipping expenses. Â Accounts Receivable Â Accounts receivable consists of amounts due from customers for work performed on contracts. The Company records accounts receivable at their net realizable value. Periodically the Company evaluates its accounts receivable to establish a provision for credit losses, when deemed necessary, based on the history of past write-offs, collections and current credit conditions. The customer accounts receivable as of September 30, 2024 are considered not fully collectible and thus the Company has recorded a provision for credit losses of $3.5 thousand; the customer accounts receivable as of December 31, 2023 are considered fully collectible. Â Provision for Credit Losses Â The Company estimates losses on loans and other financial instruments in accordance with Accounting Standards Update (â€œASUâ€) 2016-13, Measurement of Credit Losses on Financial Instruments. ASU 2016-13 introduces the current expected credit losses (â€œCECLâ€) methodology for estimating allowances for credit losses. The CECL framework requires the Company to measure all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions and reasonable and supporting forecasts. Under CECL, the allowance for credit losses is measured as the difference between the financial assetâ€™s cost basis and the net amount expected to be collected on the financial asset. CECL allows us to use information about past events including historical loan loss experience, current conditions, and reasonable and supportable forecasts to assess the collectability of the financial assets. The receivables for financial assets as of September 30, 2024 and December 31, 2023 are not considered fully collectible and thus management has recorded a provision for credit losses. See Note 9, Loan Receivable, for additional information. Â Inventory Â Inventory is stated at the lower of cost or net realizable value. Cost is determined on a standard cost basis which approximates actual cost on a first in-first out method. Lower of cost or net realizable value is evaluated by considering obsolescence, excessive levels of inventory, deterioration and other factors. Adjustments to reduce the cost of inventory to its net realizable value, if required, are made for estimated excess, obsolescence or impaired inventory and are charged to cost of revenue. Once the cost of the inventory is reduced, a new lower-cost basis for that inventory is established, and subsequent changes in facts and circumstances do not result in the restoration or increase in that newly established cost basis. Factors influencing these adjustments include changes in demand, product life cycle and development plans, component cost trends, product pricing, physical deterioration and quality issues. Revisions to these adjustments would be required if these factors differ from our estimates. Â Operating Leases Â The Company determines if an arrangement is a lease at inception. Operating lease right-of-use (â€œROUâ€) assets are included in right-of-use assets, net on the consolidated balance sheets. The current and long-term components of operating lease liabilities are included in the current operating lease liabilities and noncurrent operating lease liabilities, respectively, on the consolidated balance sheets.Â Operating lease ROU assets and operating lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term. As most of the Companyâ€™s leases do not provide an implicit rate, and the Company uses an incremental borrowing rate based on the information available at the commencement date in determining the present value of future payments. Certain leases may include options to extend or terminate the lease. Lease expense for minimum lease payments is recognized on a straight-line basis over the lease term. Leases with an initial term of 12 months or less are not recorded on the consolidated balance sheet. All of our operating leases are comprised of office space leases, and as of September 30, 2024 and December 31, 2023, we had no finance leases. Â Business Combinations and Valuation of Goodwill Â We account for business combinations under the acquisition method of accounting. This method requires the recording of acquired assets and assumed liabilities at their acquisition date fair values. The excess of the purchase price over the fair value of assets acquired and liabilities assumed is recorded as goodwill. Results of operations related to business combinations are included prospectively beginning with the date of acquisition and transaction costs related to business combinations are recorded withing general and administrative expenses. Â The Company reviews goodwill for impairment on an annual basis or whenever events or changes in circumstances indicate the carrying value may not be recoverable. The Company performs an annual impairment test by comparing the fair value of a reporting unit with its carrying amount. An impairment charge should be recognized for the amount by which the carrying amount exceeds the reporting unitâ€™s fair value; however, the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. In addition, income tax effects from any tax-deductible goodwill carrying amount of the reporting unit should be considered when measuring the goodwill impairment loss, if applicable. The Company has determined that it has a single reporting unit for purposes of performing its goodwill impairment test. As the Company uses the market approach to assess impairment, its common stock price is an important component of the fair value calculation. If the Companyâ€™s stock price continues to experience significant price and volume fluctuations, this will impact the fair value of the reporting unit and can lead to potential impairment in future periods. The Company performs its annual impairment test during the fourth quarter of each fiscal year. As of September 30, 2024, we had not identified any factors that indicated there was an impairment of our goodwill and determined that no additional impairment analysis was then required. Â Property and Equipment Â Property and equipment are stated at cost or contributed value. Depreciation of furniture, software and equipment is calculated using the straight-line method over their estimated useful lives, and leasehold improvements are amortized on a straight-line basis over the shorter of their estimated useful lives or the lease term. The cost and related accumulated depreciation of equipment retired or sold are removed from the accounts and any differences between the undepreciated amount and the proceeds from the sale are recorded as a gain or loss on sale of equipment. Maintenance and repairs are charged against expense as incurred. Â Impairment of Long-Lived Assets Â The Company has long-lived assets such as tangible property and equipment, identified intangible assets consisting of acquired patents and core technology. When events or changes in circumstances occur that could indicate the carrying value of long-lived assets may not be recoverable, the Company assesses recoverability by determining whether the undiscounted cash flows estimated to be generated by those assets are less than the carrying amounts of those assets. If the undiscounted cash flow is less, an impairment charge is recognized for the excess of the carrying amounts of these assets over the fair values. Fair values are determined by discounted future cash flows, appraisals or other methods. Â During the three and nine months ended September 30, 2024 and 2023, the Company did not record any impairment from long-lived assets. Â Fair Value of Financial Instruments Â The carrying amount of certain financial instruments held by the Company, such as cash equivalents, accounts receivable, contract assets and liabilities, accounts payable, and accrued and other current liabilities, approximate fair value due to their short maturities. The carrying amount of the liabilities for the convertible preferred stock warrants represent their fair value. The carrying amounts of the Companyâ€™s borrowings and lease liabilities approximate fair value due to the market interest rates that these obligations bear and interest rates currently available to the Company.Â Fair value is defined as the exchange price that would be received for an asset or an exit price paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The fair value hierarchy defines a three-level valuation hierarchy for disclosure of fair value measurements as follows: Â Â Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities; Â Â Level 2 Inputs other than quoted prices included within Level 1 that are observable, unadjusted 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 related assets or liabilities; and Â Â Level 3 Unobservable inputs that are supported by little or no market activity for the related assets or liabilities. Â The categorization of a financial instrument within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. As of September 30, 2024 and December 31, 2023, the Company had $2.3 million of the $3.1 million cash and cash equivalents and $793 thousand of the $2.1 million cash and cash equivalents, respectively, in Level 1 assets, comprised of U.S. Government mutual funds, and $666 thousand and no carrying value, respectively, for Level 3 liabilities, which are comprised of derivative and warrant liabilities. See Note 11, Capital Stock â€“ Warrants, for a full discussion of the warrant liability.Â Â Research and Development Costs Â Research and development costs include costs directly attributable to the conduct of research and development programs, including the cost of services provided by outside contractors, acquiring work-in-progress intellectual property, development, and mandatory compliance fees and contractual obligations. All costs associated with research and development are expensed as incurred. Â Software Development Costs Â Software development costs incurred subsequent to the establishment of technological feasibility for software intended to be sold, licensed or otherwise marketed to customers will be capitalized, but development costs not meeting the criteria for capitalization are expensed as incurred. With respect to internal use software, the Company will capitalize such development costs incurred during the application development stage, but development costs incurred prior to that stage will be expensed as incurred. No amortization expense will be recorded until the software is ready for its intended use. To date the Company has not incurred any material capitalizable software development costs. Â Stock-based Compensation Â Stock-based compensation expense for expected-to-vest awards is valued under the single-option approach and amortized on a straight-line basis, accounting for actual pre-vesting forfeitures as they occur. We utilize the Black-Scholes pricing model in order to determine the fair value of stock-based option awards. The Black-Scholes pricing model requires various highly subjective assumptions including volatility, expected option life, and risk-free interest rate. The assumptions used in calculating the fair value of share-based payment awards represent managementâ€™s best estimates. These estimates involve inherent uncertainties and the application of management judgment. If factors change and different assumptions are used, our stock-based compensation expense could be materially different in the future. Â Income Taxes Â The Company uses the asset and liability method of accounting for income taxes. Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Deferred tax expense or benefit is the result of changes in the deferred tax assets and liabilities. Valuation allowances are established when necessary to reduce deferred tax assets where, based upon the available evidence, management concludes that it is more-likely-than-not that the deferred tax assets will not be realized. Realization of deferred tax assets is also dependent upon future earnings, if any, the timing and amount of which are uncertain.Â The Company records a liability for the uncertain tax positions taken or expected to be taken on the Companyâ€™s tax return when it is more-likely-than-not that the tax position might be challenged despite the Companyâ€™s belief that the tax return positions are fully supportable, and additional taxes will be due as a result. To the extent that the assessment of such tax positions changes, for example, based on the outcome of a tax audit, the change in estimate is recorded in the period in which the determination is made. The provision for income taxes includes the impact of provisions for uncertain tax positions. Â Loss Per Share Â Basic net loss per common share is computed by dividing net loss by the weighted average number of common shares outstanding during the period. Diluted net loss per common share is computed by dividing net loss attributable to common stockholders by the weighted average number of common shares outstanding, plus the number of additional common shares that would have been outstanding if the common share equivalents had been issued (computed using the â€œIf-Convertedâ€ method), unless the effect of such issuances would have been anti-dilutive. Â Recently Issued Accounting Pronouncements Â From time to time, new accounting pronouncements are issued by the FASB or other standard setting bodies that are adopted by the Company as of the specified effective date. Unless otherwise discussed, we believe that the impact of recently issued standards that are not yet effective will not have a material impact on our financial position or results of operations upon adoption. The Company has evaluated the recently implemented accounting standards and concluded that none currently apply to the Company. Note 2 â€“ Significant Accounting Policies: Â Basis of Presentation and Principles of Consolidation: Â The Company prepares its consolidated financial statements in conformity with accounting principles generally accepted in the United States of America (â€œU.S. GAAPâ€) as determined by the Financial Accounting Standards Board (the â€œFASBâ€), including ASC 810, Consolidation. The accompanying consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation. The Companyâ€™s fiscal year end is December 31.Â Risk and Uncertainties Â The Company is subject to certain risks and uncertainties and believes changes in any of the following areas could have a material adverse effect on the Companyâ€™s future financial position or results of operations or cash flows: new product development, including market receptivity; litigation or claims against the Company based on intellectual property, patent, product regulation or other factors; competition from other products; general economic conditions; the ability to attract and retain qualified employees; and, ultimately, to sustain profitable operations. Â Use of Estimates Â These consolidated financial statements have been prepared in accordance with U.S. GAAP, which requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Some of the more significant estimates required to be made by management include the valuation of goodwill and intangible assets, deferred tax assets, equity-based transactions and liquidity assessment. Actual results may differ from these estimates. Â Cash and Cash Equivalents Â Highly liquid investments with a maturity of three months or less when purchased are considered to be cash equivalents. As of December 31, 2023 and 2022, there were no cash equivalents. The Company maintains its cash in deposit and money market accounts with high quality financial institutions which, at times, may exceed federally insured limits. The Company has not experienced any losses on these deposits and believes it is not exposed to significant credit risk on cash.Â Revenue Â The Company recognizes revenue in accordance with ASC 606, Revenue from Contracts with Customers, by analyzing contracts with its customers using a five-step approach: Â Â 1. Identify

the contract Â Â Â Â 2. Identify the performance obligations Â Â Â Â 3. Determine the transaction price Â Â Â Â 4. Allocate the transaction price to the performance obligations Â Â Â Â 5. Recognize revenue when performance obligations are satisfied Â The Company recognized a small amount of revenue in 2023 and 2022, which was primarily derived from contracts to perform professional services. Revenue from time and materials-based contracts is recognized as the direct hours worked during the period times the contractual hourly rate, plus direct materials and other direct costs as appropriate, plus negotiated materials handling burdens, if any. Revenue from units-based contracts is recognized as the number of units delivered or performed during the period times the contractual unit price. Revenue from fixed price contracts is recognized as work is performed with estimated profits recorded on a percentage of completion basis. The Company has no cost-plus type contracts at this time. Â The Company includes depreciation and amortization expenses in manufacturing overhead, which is a component of cost of revenue. However, at the present time manufacturing overhead, including depreciation and amortization expense related to production equipment, is not material and the primary components of cost of revenue are direct labor and direct materials, with a small amount of shipping expenses. Â Accounts Receivable Â Accounts receivable consists of amounts due from customers for work performed on contracts. The Company records accounts receivable at their net realizable value. Periodically the Company evaluates its accounts receivable to establish a provision for credit losses, when deemed necessary, based on the history of past write-offs, collections and current credit conditions. Within 2022, certain accounts receivable, attributable to a single customer, were determined not to be collectible and management recorded a provision and wrote off the uncollectible receivables against that account. The customer accounts receivable as of December 31, 2023 are considered fully collectible and thus management has not recorded a provision for credit losses.Â Provision for Credit Losses Â The Company estimates losses on loans and other financial instruments in accordance with Accounting Standards Update (â€œASUâ€) 2016-13, Measurement of Credit Losses on Financial Instruments. ASU 2016-13 introduces the current expected credit losses (â€œCECLâ€) methodology for estimating allowances for credit losses. The CECL framework requires the Company to measure all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions and reasonable and supporting forecasts. Under CECL, the allowance for credit losses is measured as the difference between the financial assetâ€™s cost basis and the net amount expected to be collected on the financial asset. CECL allows us to use information about past events including historical loan loss experience, current conditions, and reasonable and supportable forecasts to assess the collectability of the financial assets. The receivables for financial assets as of December 31, 2023 are not considered fully collectible and thus management has recorded a provision for credit losses. Note 10, Loan Receivable, for additional information. Â Inventory Â Inventory is stated at the lower of cost or net realizable value. Cost is determined on a standard cost basis which approximates actual cost on a first in-first out (â€œFIFOâ€) method. Lower of cost or net realizable value is evaluated by considering obsolescence, excessive levels of inventory, deterioration and other factors. Adjustments to reduce the cost of inventory to its net realizable value, if required, are made for estimated excess, obsolescence or impaired inventory and are charged to cost of revenue. Once the cost of the inventory is reduced, a new lower-cost basis for that inventory is established, and subsequent changes in facts and circumstances do not result in the restoration or increase in that newly established cost basis. Factors influencing these adjustments include changes in demand, product life cycle and development plans, component cost trends, product pricing, physical deterioration and quality issues. Revisions to these adjustments would be required if these factors differ from our estimates. Â Operating Leases Â The Company determines if an arrangement is a lease at inception. Operating lease right-of-use (â€œROUâ€) assets are included in right-of-use assets, net on the consolidated balance sheets. The current and long-term components of operating lease liabilities are included in the current operating lease liabilities and non-current operating lease liabilities, respectively, on the consolidated balance sheets. Â Operating lease ROU assets and operating lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term. As most of the Companyâ€™s leases do not provide an implicit rate, the Company uses an incremental borrowing rate based on the information available at the commencement date in determining the present value of future payments. Certain leases may include options to extend or terminate the lease. Lease expense for minimum lease payments is recognized on a straight-line basis over the lease term. Leases with an initial term of 12 months or less are not recorded on the consolidated balance sheet. All of our operating leases are comprised of office space leases, and as of December 31, 2023 and 2022, we had no finance leases. Â Business Combinations and Valuation of Goodwill Â We account for business combinations under the acquisition method of accounting. This method requires the recording of acquired assets and assumed liabilities at their acquisition date fair values. The excess of the purchase price over the fair value of assets acquired and liabilities assumed is recorded as goodwill. Results of operations related to business combinations are included prospectively beginning with the date of acquisition and transaction costs related to business combinations are recorded withing general and administrative expenses.Â The Company reviews goodwill for impairment on an annual basis or whenever events or changes in circumstances indicate the carrying value may not be recoverable. The Company performs an annual impairment test by comparing the fair value of a reporting unit with its carrying amount. An impairment charge should be recognized for the amount by which the carrying amount exceeds the reporting unitâ€™s fair value; however, the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. In addition, income tax effects from any tax-deductible goodwill carrying amount of the reporting unit should be considered when measuring the goodwill impairment loss, if applicable. The Company has determined that it has a single reporting unit for purposes of performing its goodwill impairment test. As the Company uses the market approach to assess impairment, its common stock price is an important component of the fair value calculation. If the Companyâ€™s stock price continues to experience significant price and volume fluctuations, this will impact the fair value of the reporting unit and can lead to potential impairment in future periods. The Company performed its annual impairment test during the second quarter of fiscal 2023 and 2022 and determined that its goodwill was not impaired. As of December 31, 2023 and 2022, we had not identified any factors that indicated there was an impairment of our goodwill and determined that no additional impairment analysis was then required. Â Property and Equipment Â Property and equipment are stated at cost or contributed value. Depreciation of furniture, software and equipment is calculated using the straight-line method over their estimated useful lives, and leasehold improvements are amortized on a straight-line basis over the shorter of their estimated useful lives or the lease term. The cost and related accumulated depreciation of equipment retired or sold are removed from the accounts and any differences between the undepreciated amount and the proceeds from the sale are recorded as a gain or loss on sale of equipment. Maintenance and repairs are charged against expense as incurred. Â Impairment of Long-Lived Assets Â The Company has long-lived assets such as tangible property and equipment, identified intangible assets consisting of acquired patents and core technology. When events or changes in circumstances occur that could indicate the carrying value of long-lived assets may not be recoverable, the Company assesses recoverability by determining whether the undiscounted cash flows estimated to be generated by those assets are less than the carrying amounts of those assets. If the undiscounted cash flow is less, an impairment charge is recognized for the excess of the carrying amounts of these assets over the fair values. Fair values are determined by discounted future cash flows, appraisals or other methods. Â During the years ended December 31, 2023 and 2022, the Company did not record any impairment from long-lived assets. Â Fair Value of Financial Instruments Â The carrying amount of certain financial instruments held by the Company, such as cash equivalents, accounts receivable, contract assets and liabilities, accounts payable, and accrued and other current liabilities, approximate fair value due to their short maturities. The carrying amount of the liabilities for the convertible preferred stock warrants represent their fair value. The carrying amounts of the Companyâ€™s borrowings and lease liabilities approximate fair value due to the market interest rates that these obligations bear and interest rates currently available to the Company. Â Fair value is defined as the exchange price that would be received for an asset or an exit price paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The fair value hierarchy defines a three-level valuation hierarchy for disclosure of fair value measurements as follows: Â Â Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities; Â Â Level 2 Inputs other than quoted prices included within Level 1 that are observable, unadjusted 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 related assets or liabilities; and Â Â Level 3 Unobservable inputs that are supported by little or no market activity for the related assets or liabilities. Â The categorization of a financial instrument within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. As of December 31, 2023, the Company had $793 thousand in Level 1 assets, comprised of U.S. Government mutual funds, and no carrying value for Level 3 liabilities, comprised of the QPhoton Warrants, as defined below. As of December 31, 2022, the Company had $528 thousand in carrying value for Level 3 liabilities, comprised of the QPhoton Warrants. Â Research and Development Costs Â Research and development costs include costs directly attributable to the conduct of research and development programs to enhance existing products and services and to develop future technologies, including the cost of services provided by outside contractors, and mandatory compliance fees and contractual obligations. All costs associated with research and development are expensed as incurred.Â Software Development Costs Â Software development costs incurred subsequent to the establishment of technological feasibility for software intended to be sold, licensed or otherwise marketed to customers will be capitalized, but development costs not meeting the criteria for capitalization are expensed as incurred. With respect to internal use software, the Company will capitalize such development costs incurred during the application development stage, but development costs incurred prior to that stage will be expensed as incurred. No amortization expense will be recorded until the software is ready for its intended use. To date the Company has not incurred any capitalizable software development costs. Â Stock-Based Compensation Â The Company has adopted ASU 2018-07, Compensation-Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting. ASU 2018-07 expands the scope of ASC 718, Share-Based Payment, to include share-based payment transactions for acquiring goods and services from nonemployees. An entity should apply the requirements of ASC 718 to nonemployee awards except for specific guidance on inputs to an option pricing model and the attribution of cost. ASU 2018-07 specifies that Topic 718 applies to all share-based payment transactions in which a grantor acquires goods or services to be used or consumed in a grantorâ€™s own operations by issuing share-based payment awards, and that ASC 718 does not apply to share based payments used to effectively provide (1) financing to the issuer or (2) awards granted in conjunction with selling goods or services to customers as part of a contract accounted for under ASC 606, Revenue from Contracts with Customers. Â Stock-based compensation expense for expected-to-vest awards is valued under the single-option approach and amortized on a straight-line basis, accounting for actual forfeitures as they occur. We utilize the Black Scholes pricing model in order to determine the fair value of stock-based option awards. The Black Scholes pricing model requires various highly subjective assumptions including volatility, expected option life, and risk-free interest rate. The assumptions used in calculating the fair value of share-based payment awards represent managementâ€™s best estimates. These estimates involve inherent uncertainties and the application of management judgment. If factors change and different assumptions are used, our stock-based compensation expense could be materially different in the future. Â Loss Per Share Â Basic net loss per common share is computed by dividing net loss by the weighted average number of common shares outstanding during the period. Diluted net loss per common share is computed by dividing net loss attributable to common stockholders by the weighted average number of common shares outstanding, plus the number of additional common shares that would have been outstanding if the common share equivalents had been issued (computed using the â€œIf-Convertedâ€ method), unless the effect of such issuances would have been anti-dilutive. Â The following table sets forth the computation of basic and diluted loss per share (in thousands, except per share data): Â Â Â Year Ended December 31,Â Â Â 2023Â Â 2022Â Numerator:Â Â Â Â Â Net lossÂ $(27,022)Â $(25,978) Less: Series A convertible preferred stock dividendsÂ Â 861Â Â Â 889Â Net loss available to common stockholders â€“ basic and dilutedÂ $(27,883)Â $(26,867) Denominator:Â Â Â Â Â Â Â Â Â Â Â Â Â Weighted average shares used in computing net loss per common share â€“ basic and dilutedÂ Â 66,611Â Â Â 36,680Â Loss per share - basic and dilutedÂ $(0.42)Â $(0.73) Â Net loss per share is based on the weighted average number of common shares and common share equivalents outstanding during the period. Â In periods with a reported net loss, the effect of anti-dilutive stock options, unvested restricted common stock and warrants are excluded and diluted loss per share is equal to basic loss per share. Due to a net loss in the years ended December 31, 2022 and 2023, there were therefore no dilutive securities and hence basic and diluted loss per share were the same. The following is a summary of the weighted average common stock equivalents for the securities outstanding during the respective periods that have been excluded from the computation of diluted net loss per common share, as their effect would be anti-dilutive (in thousands): Â Â Â Year Ended December 31,Â Â Â 2023Â Â 2022Â WarrantsÂ Â 6,053Â Â Â 3,976Â OptionsÂ Â 12,280Â Â Â 6,830Â Unvested restricted common stockÂ Â 1,192Â Â Â -Â Total potentially dilutive sharesÂ Â 19,525Â Â Â 10,778Â Â As all potentially dilutive securities are anti-dilutive as of December 31, 2023 and 2022, diluted net loss per share is the same as basic net loss per share for each period.Â Recently Issued Accounting Pronouncements Â From time to time, new accounting pronouncements are issued by the FASB or other standard setting bodies that are adopted by the Company as of the specified effective date. Unless otherwise discussed, we believe that the impact of recently issued standards that are not yet effective will not have a material impact on our financial position or results of operations upon adoption. The Company has evaluated the recently implemented accounting standards and concluded that none currently apply to the Company. X - ReferencesNo definition available. + Details Name: us-gaap_AccountingPoliciesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for all significant accounting policies of the reporting entity. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483426/235-10-50-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 235 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/235/tableOfContent + Details Name: us-gaap_SignificantAccountingPoliciesTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 23 R9.htm IDEA: XBRL DOCUMENT v3.24.4 Restatement of Previously Issued Financial Statements 9 Months Ended 12 Months Ended Sep. 30, 2024 Dec. 31, 2023 Restatement of Previously Issued Financial Statements [Abstract] Â Â Restatement of Previously Issued Financial Statements Note 15. Restatement of Previously Issued Financial Statements Â Subsequent to the issuance of our Annual Report on Form 10-K for the year ended December 31, 2023, and our subsequent retention of BPM LLP to replace BF Borgers CPA PC as our independent registered public accounting firm, management became aware of various adjustments to be recorded to our consolidated financial statements. Accordingly, on September 11, 2024, we filed Amendment 1 to our Annual Report on Form 10-K for the year ended December 31, 2023 (the â€œ2023 Amendmentâ€), amending our consolidated balance sheets as of December 31, 2023 and 2022, and amending our consolidated statements of operations, our consolidated statements of stockholdersâ€™ equity, and our consolidated statements of cash flows for the years ended December 31, 2023 and 2022, primarily with regard to the purchase accounting of the QPhoton Merger, stock-based compensation accounting, financing costs, and other matters. The restated consolidated financial statements in the 2023 Amendment also reflect the correction of certain previously-identified errors and out-of-period adjustments that were deemed immaterial to the annual or interim period in which they were recorded and have been restated in the 2023 Amendment to properly reflect the corrections in the appropriate periods. Â In this Quarterly Report on Form 10-Q for the nine months ended September 30, 2024, we amended our consolidated statements of operations, our consolidated statements of stockholdersâ€™ equity, and our consolidated statements of cash flows for the nine months ended September 30, 2023, which restate and revise items in line with the disclosures and reclassifications discussed in the 2023 Amendment. The aggregate impact of these errors on our condensed consolidated statements of operations for the three and nine months ended September 30, 2023, is a decrease in net loss of approximately $1.4 million and $1.0 million, respectively. The estimated aggregate impact of these errors on the Companyâ€™s condensed consolidated balance sheet for the nine months ended September 30, 2023, is (i) decreased intangible and goodwill assets of $8.6 million; (ii) materially unchanged and increased liabilities of approximately $500 thousand; and (iii) decreased stockholderâ€™s equity of approximately $9.1 million.Â Note 3 â€“ Restatement of Previously Issued Financial Statements Â Subsequent to the issuance of our Original Form 10-K and our subsequent retention of BPM to replace BF Borgers as our independent registered public accounting firm, management became aware of various adjustments to be recorded to our consolidated financial statements. Accordingly, our consolidated balance sheets as of December 31, 2023 and 2022, and our consolidated statements of operations, consolidated statements of stockholdersâ€™ equity, and our consolidated statements of cash flows for the years ended December 31, 2023 and 2022, have been restated for various errors, omissions, reclassifications or changes to accounting policy made primarily with regard to the purchase accounting of the QPhoton Merger, stock-based compensation accounting, financing costs, and other matters further described below. The restated consolidated financial statements also reflect the correction of certain previously-identified errors and out-of-period adjustments that were deemed immaterial to the annual or interim period in which they were recorded and have now been restated to properly reflect the corrections in the appropriate periods. Â Disclosures Â In Note 1, we expanded disclosures (i) for risks and uncertainties, valuation of goodwill, impairment of long-lived assets, income taxes, and net loss and (ii) to clearly indicate that depreciation and amortization expenses are included in cost of revenue, but that the amounts are not material. Â In Note 2, we expanded and revised disclosures (i) to clarify (a) that software development costs incurred

subsequent to the establishment of technological feasibility for software intended to be sold, licensed or otherwise marketed to customers will be capitalized, but development costs not meeting the criteria for capitalization are expensed as incurred, (b) that with respect to internal use software, the Company will capitalize such development costs incurred during the application development stage, and (c) that through December 31, 2023, the Company has not incurred any material capitalizable development costs, (ii) to appropriately detail the methodology and computation of basic and diluted loss per share and (iii) to reflect the Companyâ€™s change in accounting policy election for stock based compensation to no longer estimate forfeitures, but rather to account for forfeitures as they occur. Â In Note 3, we explained the drivers of the restatements of the Previously Issued Financial Statements. Â In Note 12, we clarified the basis for calculating the number of reported warrants to purchase shares of the Companyâ€™s common stock issued in connection with the QPhoton Merger. Â In Note 14, we expanded the disclosure to clarify that the interest rates implicit in our leases are not readily determinable and therefore that is the basis for using our incremental borrowing rate as the discount rate for our leases. Â Reclassifications Â We have made certain reclassifications. In the Consolidated Statements of Operations and Consolidated Statements of Cash Flows, we reclassified certain ATM facility-related financing fees and Series A Preferred Stock dividends, which were each previously presented as Interest Expense in Other Income and Expense and have been reclassified as direct deductions to equity and shown as cash used for financing activities. We additionally revised the presentation of operating expenses to classify expenses as (1) Research and Development, (2) Sales and Marketing, and (3) General and Administrative, as compared to previously-reported categories that included (1) Salaries and Benefits, (2) Professional Services, (3) Research & Development, (4) Stock Based Compensation, and (5) Selling General & Administrative. For the Consolidated Balance Sheets, we made certain reclassifications related to (1) right-of-use assets and operating liabilities and (2) other current liabilities for litigation reserves. Â Adjustments Â The following is a description of the areas in which the errors were identified and for which we made correcting adjustments to our consolidated financial statements. Â (1) QPhoton purchase accounting â€“ We adjusted the final purchase price accounting for identifiable intangibles and the value attributable to the QPhoton Warrants, as defined below, including associated mark-to-market quarterly adjustments. Â (2) Stock-based compensation â€“ We adjusted expenses and prior period retained earnings to reflect the change in our accounting policy election to account for forfeitures as they occur, as well as to refine assumptions used in calculating the fair value. We also ensured all such expenditures were accrued and accounted for in the appropriate periods based on vesting schedules and underlying agreements.Â (3) Debt issuance costs â€“ We corrected errors to appropriately accrete issuance costs for the Streeterville Unsecured Note, as defined below, over the life of the loan. Â (4) Uncollectable reserve â€“ We identified a reserve for collection risk related to notes receivable. Â (5) Accrued Expenses â€“ We identified and corrected errors to record liabilities for performance-based bonus expenditures and state franchise fees to reflect the expenses in the appropriate period. Â (6) Financing Expenditures â€“ We corrected the presentation of Series A Preferred Stock dividends and ATM proceeds and adjusted the valuation of the Series A convertible preferred stock warrants. Â (7) Other - We corrected certain classifications, previously identified errors and out of period adjustments that were deemed immaterial to the annual or interim period in which they were recorded and restated prior periods to reflect these corrections in the appropriate periods. Â The following table presents the effect of the aforementioned adjustments on our Consolidated Balance Sheets as of December 31, 2023 and 2022 and indicates the category of the adjustments by reference to the above descriptions of the errors for which we made corrections: Â Â Â Year Ended December 31, 2023Â Â Â As PreviouslyÂ Â Â Â Description ofÂ Â Â Â Â ReportedÂ Â AdjustmentsÂ Â AdjustmentsÂ Â As restatedÂ AssetsÂ Â Â Â Â Â Â Â Â Â Â Â Current assetsÂ Â Â Â Â Â Â Â Â Â Â Â Cash and cash equivalentsÂ $2,059Â Â $-Â Â Â Â Â Â $2,059Â Accounts receivableÂ Â 65Â Â Â -Â Â Â Â Â Â Â 65Â InventoryÂ Â 73Â Â Â -Â Â Â Â Â Â Â 73Â Loans receivable, net of provision for credit lossesÂ Â 557Â Â Â (278)Â Â (4)Â Â 279Â Prepaid expenses and other current assetsÂ Â 427Â Â Â (7)Â Â 180Â Total current assetsÂ Â 3,181Â Â Â (525)Â Â Â Â Â Â 2,656Â Property and equipment, netÂ Â 2,870Â Â Â -Â Â Â Â Â Â Â 2,870Â Operating lease right-of-use assetsÂ Â 800Â Â Â 251Â Â Â (7)Â Â 1,051Â Intangible Assets, netÂ Â 11,388Â Â Â 688Â Â Â (1)Â Â 12,076Â GoodwillÂ Â 60,360Â Â Â (4,787)Â Â (1)Â Â 55,573Â Other non-current assetsÂ Â 129Â Â Â -Â Â Â Â Â Â Â 129Â Total assetsÂ $78,728Â Â $(4,373)Â Â Â Â Â $74,355Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Liabilities and Stockholdersâ€™ EquityÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Current liabilitiesÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Accounts payableÂ $1,462Â Â $-Â Â Â Â Â Â $1,462Â Accrued expensesÂ Â 411Â Â Â 228Â Â Â (2)(5)Â Â 639Â Financial liabilities, current, net of issuance costsÂ Â 2,496Â Â Â (571)Â Â (3)Â Â 1,925Â Other current liabilitiesÂ Â 250Â Â Â 536Â Â Â (7)Â Â 786Â Total current liabilitiesÂ Â 4,619Â Â Â 193Â Â Â Â Â Â Â 4,812Â Operating lease liabilitiesÂ Â 840Â Â Â -Â Â Â Â Â Â Â 840Â Total liabilitiesÂ Â 5,459Â Â Â 193Â Â Â Â Â Â Â 5,652Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Stockholdersâ€™ equityÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Preferred stockÂ Â -Â Â Â -Â Â Â Â Â Â -Â Common stockÂ Â 8Â Â Â -Â Â Â Â Â Â Â Â 8Â Additional paid-in capitalÂ Â 222,980Â Â Â (22,345)Â Â (1)(2)(6)(7)Â Â 200,635Â Accumulated deficitÂ Â (149,719)Â Â 17,779Â Â Â (1)(2)(3)(4)(5)(6)(7)Â Â (131,940) Total stockholdersâ€™ equityÂ Â 73,269Â Â Â (4,566)Â Â Â Â Â Â 68,703Â Total liabilities and stockholdersâ€™ equityÂ $78,728Â Â $(4,373)Â Â Â Â Â $74,355Â Â Â Â Â Year Ended December 31, 2022Â Â Â As PreviouslyÂ Â Â Â Â Description ofÂ Â Â Â Â ReportedÂ Â AdjustmentsÂ Â AdjustmentsÂ Â As restatedÂ AssetsÂ Â Â Â Â Â Â Â Â Â Â Â Current assetsÂ Â Â Â Â Â Â Â Â Â Â Â Cash and cash equivalentsÂ $5,308Â Â $-Â Â Â Â Â Â $5,308Â Accounts receivableÂ Â 13Â Â Â -Â Â Â Â Â Â Â 13Â Prepaid expenses and other current assetsÂ Â 408Â Â Â (279)Â Â (7)Â Â 129Â Total current assetsÂ Â 5,729Â Â Â (279)Â Â Â Â Â Â 5,450Â Property and equipment, netÂ Â 975Â Â Â -Â Â Â Â Â Â Â 975Â Operating lease right-of-use assetsÂ Â 1,187Â Â Â 86Â Â Â (7)Â Â 1,273Â Intangible assets, netÂ Â 22,224Â Â Â (7,044)Â Â (1)Â Â 15,180Â GoodwillÂ Â 59,126Â Â Â (3,553)Â Â (1)Â Â 55,573Â Other non-current assetsÂ Â 60Â Â Â -Â Â Â Â Â Â Â 60Â Total assetsÂ $89,301Â Â $(10,790)Â Â Â Â Â $78,511Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Liabilities and Stockholdersâ€™ EquityÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Current liabilitiesÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Accounts payableÂ $872Â Â $-Â Â Â Â Â Â $872Â Accrued expensesÂ Â 3,780Â Â Â (819)Â Â (2)(5)Â Â 2,961Â Financial liabilities, currentÂ Â 536Â Â Â (536)Â Â (7)Â Â -Â Other current liabilitiesÂ Â 132Â Â Â 628Â Â Â (6)(7)Â Â 760Â Total current liabilitiesÂ Â 5,320Â Â Â (727)Â Â Â Â Â Â 4,593Â Financial liabilities, net of issuance costsÂ Â 7,858Â Â Â (670)Â Â (3)Â Â 7,188Â Warrant liabilityÂ Â -Â Â Â 528Â Â Â (1)Â Â 528Â Operating lease liabilitiesÂ Â 1,226Â Â Â (148)Â Â (7)Â Â 1,078Â Total liabilitiesÂ Â 14,404Â Â Â (1,017)Â Â Â Â Â Â 13,387Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Stockholdersâ€™ equityÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Preferred stockÂ Â -Â Â Â -Â Â Â Â Â Â Â -Â Common stockÂ Â 6Â Â Â -Â Â Â Â Â Â Â 6Â Additional paid-in capitalÂ Â 194,879Â Â Â (25,704)Â Â (1)(2)(6)(7)Â Â 169,175Â Accumulated deficitÂ Â (119,988)Â Â 15,931Â Â Â (1)(2)(3)(4)(5)(6)(7)Â Â (104,057) Total stockholdersâ€™ equityÂ Â 74,897Â Â Â (9,773)Â Â Â Â Â Â 65,124Â Total liabilities and stockholdersâ€™ equityÂ $89,301Â Â $(10,790)Â Â Â Â Â $78,511Â The following tables present the effect of the aforementioned reclassifications and adjustments on our consolidated statements of operations for the years ended December 31, 2023 and 2022 and indicate the category of the adjustments by reference to the above descriptions of the errors for which we made corrections: Â Â Â Year Ended December 31, 2023Â Â Â As PreviouslyÂ Â Â Â Description ofÂ Â Â Â Â ReportedÂ Â AdjustmentsÂ Â AdjustmentsÂ Â As restatedÂ Total revenueÂ $358Â Â $-Â Â Â Â Â $358Â Cost of revenueÂ Â 196Â Â Â -Â Â Â Â Â Â Â 196Â Gross profitÂ Â 162Â Â Â -Â Â Â Â Â Â Â 162Â Operating expensesÂ Â 27,384Â Â Â (979)Â Â (2)(5)Â Â 26,405Â Loss from operationsÂ Â (27,222)Â Â 979Â Â Â Â Â Â Â (26,243) Non-operating income (expense)Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Interest and other incomeÂ Â 295Â Â Â -Â Â Â Â Â Â Â 295Â Interest expense, netÂ Â (2,804)Â Â 1,202Â Â Â (3)(6)Â Â (1,602) Change in value of warrant liabilityÂ Â -Â Â Â 528Â Â Â (1)Â Â 528Â Loss before income tax provisionÂ Â (29,731)Â Â 2,709Â Â Â Â Â Â Â (27,022) Income tax provisionÂ Â -Â Â Â -Â Â Â Â Â Â -Â Net lossÂ Â (29,731)Â Â 2,709Â Â Â Â Â Â Â (27,022)Â Less: Series A convertible preferred stock dividendsÂ Â -Â Â Â (861)Â Â (6)Â Â (861) Net loss available to common stockholdersÂ $(29,731)Â $1,848Â Â Â Â Â Â $(27,883) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Loss per share â€“ basic and dilutedÂ $(0.38)Â $(0.04)Â Â Â Â Â $(0.42) Weighted average shares used in computing net loss per common share â€“ basic and dilutiveÂ Â 77,451Â Â Â (10,840)Â Â Â Â Â Â 66,611Â Â Â Â Year Ended December 31, 2022Â Â Â As PreviouslyÂ Â Â Â Description ofÂ Â Â Â Â ReportedÂ Â AdjustmentsÂ Â AdjustmentsÂ Â As restatedÂ Total revenueÂ $136Â Â $-Â Â Â Â Â Â Â Â Â Â $136Â Cost of revenueÂ Â 61Â Â Â -Â Â Â Â Â Â Â 61Â Gross profitÂ Â 75Â Â Â -Â Â Â Â Â Â Â 75Â Operating expensesÂ Â 36,654Â Â Â (7,934)Â Â (2)(5)Â Â 28,720Â Loss from operationsÂ Â (36,579)Â Â 7,934Â Â Â Â Â Â Â (28,645) Non-operating income (expense)Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Interest and other incomeÂ Â 47Â Â Â -Â Â Â Â Â Â Â 47Â Â Interest expense, netÂ Â (2,062)Â Â 1,290Â Â Â (3)(6)Â Â (772) Change in value of warrant liabilityÂ Â -Â Â Â 3,392Â Â Â (1)Â Â 3,392Â Loss before income tax provisionÂ Â (38,594)Â Â 12,616Â Â Â Â Â Â Â (25,978) Income tax provisionÂ Â -Â Â Â -Â Â Â Â Â Â -Â Net lossÂ Â (38,594)Â Â 12,616Â Â Â Â Â Â Â (25,978) Less: Series A convertible preferred stock dividendsÂ Â -Â Â Â (889)Â Â (6)Â Â (889) Net loss available to common stockholdersÂ $(38,594)Â $11,727Â Â Â Â Â Â $(26,867) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Loss per share â€“ basic and dilutedÂ $(0.69)Â $(0.04)Â Â Â Â Â $(0.73) Weighted average shares used in computing net loss per common share â€“ basic and dilutiveÂ Â 55,963Â Â Â (19,283)Â Â Â Â Â Â 36,680Â Â Â The following tables present the effect of the aforementioned adjustments on our consolidated statements of cash flows for the years ended December 31, 2023 and 2022 and indicate the category of the adjustments by reference to the above descriptions of the errors for which we made corrections: Â Â Â Year Ended December 31, 2023Â Â Â As PreviouslyÂ Â Â Â Description ofÂ Â Â Â Â ReportedÂ Â AdjustmentsÂ Â AdjustmentsÂ Â As restatedÂ Cash flows from operating activities:Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Net lossÂ $(29,731)Â Â 2,709Â Â Â Â Â Â Â (27,022) Adjustments to reconcile net loss to net cash from operationsÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Depreciation and intangibles amortizationÂ Â 1,958Â Â Â Â 1,349Â Â Â (1)Â Â Â 3,307Â Amortization of issuance costsÂ Â -Â Â Â 925Â Â Â (3)Â Â 925Â Change in fair value of warrant liabilitiesÂ Â -Â Â Â (528)Â Â (1)Â Â (528) Provision for credit lossesÂ Â -Â Â Â 279Â Â Â (4)Â Â 279Â Other recognized losses (gains)Â Â 4Â Â Â 1Â Â Â (7)Â Â 5Â Stock-based compensation expenseÂ Â 8,723Â Â Â (4,452)Â Â (2)Â Â 4,271Â Stock-based compensation expense for servicesÂ Â -Â Â Â 284Â Â Â (2)Â Â 284Â Changes in operating assets and liabilitiesÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Accounts receivableÂ Â (52)Â Â -Â Â Â Â Â Â Â (52) InventoryÂ Â (70)Â Â -Â Â Â Â Â Â Â (70) Prepaid expenses and other current assetsÂ Â (78)Â Â (32)Â Â (7)Â Â (110) Other non-current assetsÂ Â 318Â Â Â (165)Â Â (7)Â Â 153Â Accounts payableÂ Â 583Â Â Â 13Â Â Â Â Â Â Â 596Â Accrued expenses and other current liabilitiesÂ Â (985)Â Â 1,095Â Â Â (2)(7)Â Â 110Â Other long-term liabilitiesÂ Â (611)Â Â 148Â Â Â (7)Â Â (463) Net cash used in operating activitiesÂ Â (19,941)Â Â 1,626Â Â Â Â Â Â (18,315) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Cash flows from investing activities:Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Purchase of property and equipmentÂ Â (2,118)Â Â Â (6)Â Â (7)Â Â (2,112) Issuance of loan receivableÂ Â (500)Â Â -Â Â Â Â Â Â Â (500) Net cash used in investing activitiesÂ Â (2,618)Â Â (6)Â Â Â Â Â Â (2,612) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Cash flows from financing activities:Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Payments of financial liabilities, net of interestÂ Â (6,187)Â Â -Â Â Â Â Â Â Â (6,187) Series A Preferred dividend paymentsÂ Â -Â Â Â (865)Â Â (6)Â Â (865) Proceeds from stock issuance related to ATM facilityÂ Â 25,496Â Â Â (766)Â Â (6)Â Â 24,730Â Net cash provided by financing activitiesÂ Â 19,309Â Â Â (1,631)Â Â Â Â Â Â Â 17,678Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Net decrease in cashÂ Â (3,249)Â Â -Â Â Â Â Â Â Â (3,249) Cash and cash equivalents, beginning of periodÂ 5,308Â Â Â -Â Â Â Â Â Â 5,308Â Cash and cash equivalents, end of periodÂ $2,059Â Â $-Â Â Â Â Â Â $2,059Â Â Â Â Year Ended December 31, 2022Â Â Â As PreviouslyÂ Â Â Â Description ofÂ Â Â Â Â ReportedÂ Â AdjustmentsÂ Â AdjustmentsÂ Â AsÂ restatedÂ Cash flows from operating activities:Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Net lossÂ $(38,594)Â Â 12,616Â Â Â Â Â Â Â (25,978) Adjustments to reconcile net loss to net cash from operationsÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Depreciation and amortizationÂ Â 3,433Â Â Â (1,570)Â Â (1)Â Â 1,863Â Amortization of issuance costsÂ Â -Â Â Â 547Â Â Â (3)Â Â 547Â Change in fair value of warrant liabilitiesÂ Â -Â Â Â (3,392)Â Â (1)Â Â (3,392) Other recognized losses (gains)Â Â -Â Â Â 78Â Â Â (7)Â Â 78Â Stock-based compensation expenseÂ Â 17,761Â Â Â (8,438)Â Â (2)Â Â 9,323Â Stock-based compensation expense for servicesÂ Â -Â Â Â 2,350Â Â Â (2)Â Â 2,350Â Changes in operating assets and liabilitiesÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Accounts receivableÂ Â (13)Â Â -Â Â Â Â Â Â Â (13) Prepaid expenses and other current assetsÂ Â 92Â Â Â (237)Â Â (7)Â Â (145) Other non-current assetsÂ Â (1,128)Â Â (86)Â Â (7)Â Â (1,214) Accounts payableÂ Â 219Â Â Â -Â Â Â Â Â Â Â 219Â Accrued expenses and other current liabilitiesÂ Â (462)Â Â 143Â Â Â (2)(7)Â Â (319) Other long-term liabilitiesÂ Â 1,451Â Â Â (148)Â Â (7)Â Â 1,303Â Net cash used in operating activitiesÂ Â (17,241)Â Â 1,863Â Â Â Â Â Â (15,378) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Cash flows from investing activities:Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Purchase of property and equipmentÂ Â (870)Â Â -Â Â Â Â Â Â Â (870) Net cash used for QPhoton, Inc. MergerÂ Â (1,356)Â Â -Â Â Â Â Â Â Â Â (1,356) Net cash used in investing activitiesÂ Â (2,226)Â Â -Â Â Â Â Â Â Â (2,226) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Cash flows from financing activities:Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Proceeds raised from financial liabilities, net of issuance costsÂ Â 8,036Â Â Â (1,076)Â Â (3)Â Â 6,960Â Series A Preferred dividend paymentsÂ Â -Â Â Â (787)Â Â (6)Â Â (787) Net cash provided by financing activitiesÂ Â 8,036Â Â Â (1,863)Â Â Â Â Â Â 6,173Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Net decrease in cashÂ Â (11,431)Â Â -Â Â Â Â Â Â Â (11,431) Cash and cash equivalents, beginning of periodÂ Â 16,739Â Â Â -Â Â Â Â Â Â Â 16,739Â Cash and cash equivalents, end of periodÂ $5,308Â Â $-Â Â Â Â Â Â $5,308Â X - DefinitionThe entire disclosure for reporting error correction. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7 + Details Name: us-gaap_ErrorCorrectionTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_PriorPeriodAdjustmentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 24 R10.htm IDEA: XBRL DOCUMENT v3.24.4 Business Combinations 12 Months Ended Dec. 31, 2023 Business Combinations [Abstract] Â Business Combinations Note 4 â€“ Business Combinations Â Merger with QPhoton, Inc. Â On May 19, 2022, the Company, QPhoton, and Yuping Huang, the principal stockholder of QPhoton, entered into an Agreement and Plan of Merger (the â€œMerger Agreementâ€), pursuant to which the Company agreed to acquire QPhoton through a series of merger transactions (collectively with the other transactions contemplated by the Merger Agreement, the â€œTransactionâ€). On June 16, 2022, all conditions precedent having been met or waived by the Parties, the Company closed the Transactions. The merger with QPhoton adds to the Companyâ€™s portfolio of quantum computing products and enables the Company to offer a wider range of quantum information services. The Company accounted for the Transactions using the acquisition method in accordance with ASC 805, Business Combinations, with the purchase price being allocated to tangible and identifiable intangible assets acquired and liabilities assumed based on their respective estimated fair values on the acquisition date. Fair values were determined using management estimates. The results of QPhoton are included within the consolidated financial statements commencing on the acquisition date. Â Pursuant to the Merger Agreement, immediately following the closing of the Transactions contemplated by the Merger Agreement (the â€œClosingâ€), Merger Sub I (a wholly owned subsidiary of the Company) merged with and into QPhoton, with QPhoton surviving the merger as a wholly-owned subsidiary of the Company, immediately after which the surviving corporation merged with and into Merger Sub II (also a wholly owned subsidiary of the Company), with Merger Sub II surviving the merger as a wholly-owned subsidiary of the Company (the â€œSurviving Companyâ€). The merger consideration payable to the stockholders of QPhoton (the â€œMerger Considerationâ€) consisted of (i) 5,802,206 shares of the Companyâ€™s common stock, par value $0.0001 per share, (ii) 2,377,028 shares of a new series of the Companyâ€™s preferred stock, par value $0.0001 per share, designated Series B convertible preferred stock (â€œSeries B Preferred Stockâ€), and (iii) warrants to purchase up to 7,028,337 shares of Common Stock (the â€œQPhoton Warrantsâ€). Each share of Series B Preferred Stock converts into 10 shares of the Companyâ€™s common stock. On an as-converted basis, the total Merger Consideration consisted of 36,600,823 shares of the companyâ€™s common stock. The Merger Consideration for shareholders Yuping Huang and Stevens Institute of Technology was issued in 2022. A third alleged shareholder, BV Advisory, rejected the Merger Consideration and commenced litigation in Delaware Chancery Court (see Note 9, Contingencies â€“ Legal Proceedings, in this Amendment for additional information and Item 3, Legal Proceedings, in the Original Form 10-K for a full discussion), and to date that litigation has not been resolved. Accordingly, as of December 31, 2023 and 2022, we had only issued 32,940,738 shares of the Companyâ€™s common stock on an as-converted basis, which includes 26,615,235 shares of common stock and 6,325,503 of the QPhoton Warrants. Â and the remaining Merger Consideration for the other stockholder of QPhoton will be issued upon presentation of certain required documents and surrender of their QPhoton shares. Â The purchase price was approximately $71.0 million, or $69.9 million net of cash acquired, consisting of Company common stock, Series B Preferred Stock and QPhoton Warrants. The Merger Agreement did not include any contingent consideration, and under ASC 805, transaction costs are required to be expensed so legal and accounting fees incurred for the Transactions were not included in the purchase price. As the Transactions were structured as an exchange of equity securities, the purchase price was calculated based on the fair market value (in this case the Nasdaq closing price) of the total shares of the Company securities payable to the shareholders of the acquired company, QPhoton. The closing price of the Companyâ€™s common stock on June 16, 2022 was $2.27 (the â€œMerger Closing Stock Priceâ€). While the total shares of the Companyâ€™s common stock offered for QPhoton on an as-converted basis was 36,600,823, the fair market valuation contemplated 31,299,417 of the shares, which assumed full conversion of the 2,377,028 shares of Series B Preferred Stock to common stock at the 10:1 ratio, and that only 1,726,931 of the 7,028,337 QPhoton Warrants would eventually be exercised to purchase common stock (specifically only the QPhoton Warrants for which the associated Company options and/or warrants had an exercise price at or below $2.27 at the time of the

Transaction). The 1,726,931 QPhoton Warrants were valued at the Merger Closing Stock Price. Further, the QPhoton Warrants are treated as a derivative, whose value is tied to future value of the Companyâ€™s common stock, and will be marked-to-market on a quarterly basis. Â The fair value of the prepaid expenses and security deposits was set at book value, and the fair value of the property and equipment was written up to the purchase cost to reflect the recent purchase dates of the equipment relative to the closing date of the Transactions. To estimate the fair value of the identifiable intangible assets, the Company engaged a third-party valuation expert (the â€œThird-Party Valuation Expertâ€), to conduct an independent analysis in line with purchase price accounting standards. The Third-Party Valuation Expert concluded: Â â—that there was no fair value attributable to customer relationships due to the lack of current customer contracts; Â â—a fair value of $3.25 million attributable to the non-compete agreement with the founder using the with-and-without method, based on a variation of the income approach. The with-and-without methodology employed uses two scenarios to value the non-compete asset: (1) the â€œwith scenarioâ€ captures the estimated cash flows from the business if all of the existing assets were in place including the non-compete asset; and (2) the â€œwithout scenarioâ€ captures the estimated cash flows from the business if all of the existing assets were in place except the non-compete asset. The difference between the two scenarios is attributed to the presumed loss of cash flows without the non-compete asset in place and represents the value of the non-compete agreement; Â â—a fair value of $1.0 million attributable to the QPhoton trade name and trademark using the relief from royalty methodology. In the application of the relief from royalty method, the Third-Party Valuation Expert estimated the value of the trade names/trademarks by capitalizing the royalties saved by virtue of the Company owning the trade names/trademarks. In other words, the Company realizes a benefit from owning the intangible asset rather than paying a rent or royalty for the use of the asset; Â Â â— a fair value of $12.7 million attributable to the technology and licensed patents using the relief from royalty methodology. In calculating the fair value of the technology and licensed patents, the Third-Party Valuation Expert followed the same approach as the trade name/trademark analysis. Â Â The Company accepted the Third-Party Valuation Expertâ€™s valuation. Although the valuation analysis was performed in 2023, for the purposes of the consolidated financial statements in this Amendment, the Company has recorded and reported the results of the valuation as of the Closing date, June 16, 2022. Â The following table summarizes the purchase price paid and adjusted acquisition date fair values of assets acquired and liabilities assumed by the Company, including the final results of the analysis performed by the Third-Party Valuation Expert for the intangibles (in thousands): Â Purchase priceÂ Â Â Common stockÂ $13,171Â Series B convertible preferredÂ Â 53,959Â Contingently issuable warrantsÂ Â 3,920Â Purchase priceÂ Â 71,050Â Less: cash acquiredÂ Â (1,144) Purchase price, net of cash acquiredÂ Â 69,906Â Less:Â Â Â Â Prepaid expensesÂ Â 16Â Property and equipment at costÂ Â 116Â Security depositsÂ Â 98Â Non-compete agreement with founderÂ Â 3,251Â Trade names and trademarksÂ Â 1,009Â Developed Technology and licensed patentsÂ Â 12,731Â Accounts payable and other current liabilitiesÂ Â (2,888) GoodwillÂ $55,573Â Â Â The amount allocated to goodwill and intangible assets reflects the benefits the Company expected to realize from the growth of the acquisitionâ€™s operations. Â Note Purchase Agreement â€“ the Company and QPhoton Â On February 18, 2022, the Company entered into a Note Purchase Agreement (the â€œNote Purchase Agreementâ€) with QPhoton, pursuant to which the Company agreed to loan money to QPhoton using two unsecured promissory notes (each, a â€œNoteâ€), each in the principal amount of $1.25 million, subject to the terms and conditions of the Note Purchase Agreement. Also, on February 18, 2022, pursuant to the terms of the Note Purchase Agreement, the Company loaned the principal amount of $1.25 million to QPhoton. On April 1, 2022, pursuant to the terms of the Note Purchase Agreement, the Company loaned the principal amount of $1.25 million to QPhoton, for a total loan under the two Notes of $2.5 million. Â The Note Purchase Agreement contains customary representations and warranties by QPhoton and the Company, as well as a â€œmost favored nationsâ€ provision for the benefit of the Company. The Notes issued under the Note Purchase Agreement, including the Notes issued on February 18, 2022 and April 1, 2022, provide that the indebtedness evidenced by the applicable Note bears simple interest at the rate of 6% per annum (or 15% per annum during the occurrence of an event of default, as defined in the Notes), and becomes due and payable in full on the earlier of (i) March 1, 2023, subject to extension by one year at the option of QPhoton, (ii) a change of control (as defined in the Notes) of QPhoton or (iii) an event of default. As a result of the merger, the Note and accrued interest is eliminated through consolidation. However, the two Notes were not forgiven or converted to equity and remain outstanding under the terms and conditions of the Note Purchase Agreement. X - DefinitionThe 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). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-5Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 805 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/805/tableOfContent + Details Name: us-gaap_BusinessCombinationDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_BusinessCombinationsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 25 R11.htm IDEA: XBRL DOCUMENT v3.24.4 Intangible Assets and Goodwill 9 Months Ended 12 Months Ended Sep. 30, 2024 Dec. 31, 2023 Intangible Assets and Goodwill [Abstract] Â Â Intangible Assets and Goodwill Note 5. Intangible Assets and Goodwill Â As a result of the merger with QPhoton in June 2022 (the â€œQPhoton Mergerâ€), the Company has the following amounts related to intangible assets (in thousands): Â Â Â September 30, 2024Â Â December 31, 2023Â Â Â Gross Carrying AmountÂ Â Accumulated AmortizationÂ Â Net Carrying AmountÂ Â Gross Carrying AmountÂ Â Accumulated AmortizationÂ Â Net Carrying AmountÂ Non-compete agreement with founderÂ $3,251Â Â $(2,528)Â $723Â Â $3,251Â Â $(1,715)Â $1,536Â Website domain name and trademarkÂ Â 1,009Â Â Â (471)Â Â 538Â Â Â 1,009Â Â Â (320)Â Â 689Â Technology and licensed patentsÂ Â 12,731Â Â Â (4,244)Â Â 8,487Â Â Â 12,731Â Â Â (2,880)Â Â 9,851Â TotalÂ $16,991Â Â $(7,243)Â $9,748Â Â $16,991Â Â $(4,915)Â $12,076Â Â The amortization expense of the Companyâ€™s intangible assets for the three and nine months ended September 30, 2024 and 2023 was approximately $780 thousand and $2.3 million, respectively. The Company expects future amortization expense to be the following (in thousands): Â Â Â AmortizationÂ 2024 (remaining three months)Â $776Â 2025Â Â 2,472Â 2026Â Â 2,021Â 2027Â Â 1,903Â 2028Â Â 1,819Â ThereafterÂ Â 757Â TotalÂ $9,748Â Â The Company recorded goodwill resulting from the QPhoton Merger, calculated as the difference between the total purchase price and the value of tangible and intangible assets acquired less the liabilities assumed. The Company recorded goodwill of $55.6 million resulting from the QPhoton Merger. Â The Company considered the intangible assets and goodwill for indicators of impairment as of September 30, 2024 and concluded there were no indicators of impairment at that time. Note 5 â€“ Intangible Assets and Goodwill Â As a result of the merger with QPhoton, the Company has the following amounts related to intangible assets (in thousands): Â Â Â Â December 31, 2023Â Â December 31, 2022Â Â Â Gross Carrying AmountÂ Â Accumulated AmortizationÂ Â Net Carrying AmountÂ Â Gross Carrying AmountÂ Â Accumulated AmortizationÂ Â Net Carrying AmountÂ Non-compete agreement with founderÂ $3,251Â Â $(1,716)Â $1,535Â Â $3,251Â Â $Â Â Â Â Â Â Â Â Â Â (632)Â $2,619Â Website domain name and trademarkÂ Â 1,009Â Â Â (320)Â Â 689Â Â Â 1,009Â Â Â (118)Â Â 891Â Technology and licensed patentsÂ Â 12,731Â Â Â (2,880)Â Â 9,851Â Â Â 12,731Â Â Â (1,061)Â Â 11,670Â TotalÂ $16,991Â Â $(4,915)Â $12,076Â Â $16,991Â Â $(1,811)Â $15,180Â Â The amortization expense of the Companyâ€™s intangible assets for the years ended December 31, 2023 and 2022 was $3.1 million and $1.8 million, respectively. The Company expects future amortization expense to be the following (in thousands): Â Â Â AmortizationÂ 2024Â $3,104Â 2025Â Â 2,472Â 2026Â Â 2,021Â 2027Â Â 1,903Â 2028Â Â 1,819Â Thereafter Â Â 757Â TotalÂ $12,076Â Â The Company recorded goodwill resulting from the Transactions, calculated as the difference between the total purchase price and the value of tangible and intangible assets acquired less the liabilities assumed. The Company recorded goodwill of $55.6 million resulting from the Transactions. The following table provides a summary of the changes in goodwill for the years ended December 31, 2023 and 2022 (in thousands): Â Â Â DecemberÂ 31,Â Â Â 2023Â Â 2022Â Goodwill, at beginning of yearÂ $55,573Â Â $-Â Goodwill additionsÂ Â -Â Â Â 55,573Â Goodwill, at end of yearÂ $55,573Â Â $55,573Â Â The Company tested the intangible assets and goodwill for impairment as of December 31, 2023 and concluded there was no impairment of intangible assets or goodwill at that time. X - ReferencesNo definition available. + Details Name: us-gaap_GoodwillAndIntangibleAssetsDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for goodwill and intangible assets. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/350-30/tableOfContentReference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/350-20/tableOfContent + Details Name: us-gaap_GoodwillAndIntangibleAssetsDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 26 R12.htm IDEA: XBRL DOCUMENT v3.24.4 Income Taxes 9 Months Ended 12 Months Ended Sep. 30, 2024 Dec. 31, 2023 Income Taxes [Abstract] Â Â Income Taxes Note 4. Income Taxes Â Income tax expense attributable to pretax loss from continuing operations differed from the amounts computed by applying the U.S. federal income tax rate of 21% to pretax loss from continuing operations as a result of both temporary and permanent differences in the U.S. GAAP vs tax treatment of certain types of expenses, including stock-based compensation, depreciation and amortization, research and development and meals and entertainment. Additionally, the Company's policy is to account for interest and penalties as income tax expense. As of September 30, 2024 and December 31, 2023, the Company had no interest related to unrecognized tax benefits, and no amounts for penalties related to unrecognized tax benefits were recognized in the provision for income taxes. We do not anticipate any significant change within 12 months of this reporting date. Â As of September 30, 2024, in addition to the $15.6 million in tax-effected NOL carryforwards, at an assumed tax rate of 26%, the significant components of the Companyâ€™s net deferred tax assets included stock-based compensation of $11.7 million, capitalized research and development expenditures of approximately $2.5 million and an intangible asset basis difference of approximately $1.1 million. The Company believes that it is more likely than not that the benefit from the net deferred tax assets will not be realized. Accordingly, it has provided a full valuation allowance on any potential deferred tax assets. The valuation allowance increased by approximately $4.0 million for the period ended September 30, 2024, as compared to the year ended December 31, 2023. The provision for income taxes is not material in the years presented due to there being no taxable income. Â The Company has federal R&D credit carryforwards of approximately $623 thousand for the period ended September 30, 2024, which will be applied against payroll taxes, not against income taxes. The Company has no state R&D credit carryforwards. Â The Company files income tax returns in the U.S. federal jurisdiction and various state jurisdictions, with varying statutes of limitations. The tax years from inception through 2024 remain open to examination due to the carryover of unused net operating losses that are being carried forward for tax purposes. Note 6 â€“ Income Taxes: Â The Company uses the asset and liability method of accounting for income taxes. Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in theÂ years in which those temporary differences are expected to be recovered or settled. Deferred tax expense or benefit is the result of changes in the deferred tax assets and liabilities. Valuation allowances are established when necessary to reduce deferred tax assets where, based upon the available evidence, management concludes that it is more-likely-than-not that the deferred tax assets will not be realized. Realization of deferred tax assets is also dependent upon future earnings, if any, the timing and amount of which are uncertain. Â The Company records a liability for the uncertain tax positions taken or expected to be taken on the Companyâ€™s tax return when it is more-likely-than-not that the tax position might be challenged despite the Companyâ€™s belief that the tax return positions are fully supportable, and additional taxes will be due as a result. To the extent that the assessment of such tax positions changes, for example, based on the outcome of a tax audit, the change in estimate is recorded in the period in which the determination is made. The provision for income taxes includes the impact of provisions for uncertain tax positions.Â Income tax expense attributable to pretax loss from continuing operations differed from the amounts computed by applying the U.S. federal income tax rate of 21% to pretax loss from continuing operations as a result of both temporary and permanent differences in the U.S. GAAP vs tax treatment of certain types of expenses, including stock-based compensation, depreciation and amortization, research and development and meals and entertainment. Additionally, the Company's policy is to account for interest and penalties as income tax expense. As of December 31, 2023, the Company had no interest related to unrecognized tax benefits, and no amounts for penalties related to unrecognized tax benefits were recognized in the provision for income taxes. We do not anticipate any significant change within twelve months of this reporting date. Â As of December 31, 2023, the Company had federal and state net operating loss carryforwards of approximately $49 million. All of the federal NOL carryforwards were generated during 2018 or later and will carryforward indefinitely but will be subject to 80% taxable income limitation beginning tax years after December 31, 2021, as provided by the Coronavirus Aid, Relief, and Economic Security (â€œCARESâ€) Act (PL 116-136). Furthermore, the utilization of NOLs and tax credit carryforwards to offset future taxable income may be subject to an annual limitation as a result of ownership changes that have occurred previously or may occur in the future. Under Sections 382 and 383 of the Internal Revenue Code, a corporation that undergoes an ownership change may be subject to limitations on its ability to utilize its pre-change NOLs and other tax attributes otherwise available to offset future taxable income and/or tax liability. An ownership change is defined as a cumulative change of 50% or more in the ownership positions of certain stockholders during a rolling three-year period. The Company has determined that ownership changes have occurred, primarily driven by the Transactions, and hence the Companyâ€™s ability to use its NOLs or tax credit carryforwards may be restricted. Â As of December 31, 2023, in addition to the $13 million in tax-effected NOL carryforwards, at an assumed tax rate of 26%, the significant components of the Companyâ€™s net deferred tax assets included stock-based compensation of $11 million, capitalized research and development expenditures of approximately $2 million and an intangible asset basis difference of $1 million. As of December 31, 2022, in addition to the $9 million in tax-effected NOL carryforwards, also at an assumed tax rate of 26%, the significant components of the Companyâ€™s net deferred tax assets included stock-based compensation of $10 million and capitalized research and development expenditures of approximately $1 million. The Company believes that it is more likely than not that the benefit from the net deferred tax assets will not be realized. Accordingly, it has provided a full valuation allowance on any potential deferred tax assets The valuation allowance increased by approximately $6.0 million for the period ended December 31, 2023. The provision for income taxes is not material in the years presented due to there being no taxable income. Â The Company has federal R&D credit carryforwards of approximately $250,000 which will be applied against payroll taxes, not against income taxes. The Company has no state R&D credit carryforwards. Â The Company files income tax returns in the U.S. federal jurisdiction and various state jurisdictions, with varying statutes of limitations. The tax years from inception through 2023 remain open to examination due to the carryover of unused net operating losses that are being carried forward for tax purposes. X - ReferencesNo definition available. + Details Name: us-gaap_IncomeTaxDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for income tax. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482663/740-10-55-231Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12C -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12CReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12B -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12BReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 270 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477891/740-270-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 6.I.5.Q1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-13Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/740/tableOfContentReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-14Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 21 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-21Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50

-Paragraph 17 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-17Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 11.C) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-2Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482603/740-30-50-2 + Details Name: us-gaap_IncomeTaxDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 27 R13.htm IDEA: XBRL DOCUMENT v3.24.4 Property and Equipment 9 Months Ended 12 Months Ended Sep. 30, 2024 Dec. 31, 2023 Property and Equipment [Abstract] Â Â Property and Equipment Note 6. Property and Equipment Â The Companyâ€™s property and equipment are primarily located at the Companyâ€™s leased facilities in Hoboken, NJ and Tempe, AZ and consist of (in thousands): Â Â Â September 30, 2024Â Â December 31, 2023Â Computer and lab equipmentÂ $5,899Â Â $2,999Â Network equipmentÂ Â 29Â Â Â 29Â Furniture and fixturesÂ Â 32Â Â Â 32Â SoftwareÂ Â 77Â Â Â 49Â Leasehold improvementsÂ Â 275Â Â Â 33Â Total cost of property and equipmentÂ Â 6,312Â Â Â 3,142Â Accumulated depreciationÂ Â (486)Â Â (272) Property and equipment, netÂ $5,826Â Â $2,870Â Â The Company recorded depreciation expense of $75 thousand and $76 thousand during the three months ended September 30, 2024 and 2023, respectively, and $214 thousand and $203 thousand during the nine months ended September 30, 2024 and 2023, respectively, using useful lives of the Companyâ€™s long-lived assets as follows: Â Â Â Estimated Useful Life (Years) Computer and laboratory equipmentÂ 5 Network equipmentÂ 4 Furniture and fixturesÂ 7 SoftwareÂ 3 Leasehold improvementsÂ Lessor of lease term or 5 Â Maintenance and repairs are charged to operations when incurred. When property and equipment are sold or otherwise disposed, the asset account and related accumulated depreciation and amortization accounts are relieved, and any gain or loss is included in other income or expense. Note 7 â€“ Property and Equipment Â The Companyâ€™s property and equipment are primarily located at the Companyâ€™s leased facilities in Hoboken, NJ and Tempe, AZ and consist of (in thousands): Â Â Â DecemberÂ 31,Â ClassificationÂ 2023Â Â 2022Â Computer and lab equipmentÂ $2,999Â Â $985Â Network equipmentÂ Â 29Â Â Â 12Â Furniture and fixturesÂ Â 32Â Â Â 28Â SoftwareÂ Â 49Â Â Â 19Â Leasehold improvementsÂ Â 33Â Â Â 3Â Total cost of property and equipmentÂ Â 3,142Â Â Â 1,046Â Accumulated depreciationÂ Â 272Â Â Â 71Â Property and equipment, netÂ $2,870Â Â $975Â Â The Company recorded depreciation expense of $203 thousand and $52 thousand during the years ended December 31, 2023 and 2022, respectively, using useful lives of the Companyâ€™s long-lived assets are as follows: Â Â Â Estimated Useful Life (Years)Â Computer and laboratory equipmentÂ 5Â Network equipmentÂ 4Â Furniture and fixturesÂ 7Â SoftwareÂ 3Â Leasehold improvementsÂ Lessor of lease term or 5Â Â Maintenance and repairs are charged to operations when incurred. When property and equipment are sold or otherwise disposed, the asset account and related accumulated depreciation and amortization accounts are relieved, and any gain or loss is included in other income or expense. X - ReferencesNo definition available. + Details Name: us-gaap_PropertyPlantAndEquipmentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe 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. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/360/tableOfContentReference 2: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 6 -SubTopic 360 -Topic 958 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477798/958-360-50-6Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -SubTopic 360 -Topic 958 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477798/958-360-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 7 -SubTopic 360 -Topic 958 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477798/958-360-50-7 + Details Name: us-gaap_PropertyPlantAndEquipmentDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 28 R14.htm IDEA: XBRL DOCUMENT v3.24.4 Financial Liabilities 9 Months Ended 12 Months Ended Sep. 30, 2024 Dec. 31, 2023 Financial Liabilities [Abstract] Â Â Financial Liabilities Note 8. Financial Liabilities Â The Company has the following amounts related to financial and derivative liabilities at the dates indicated (in thousands): Â Â Â SeptemberÂ 30, 2024Â Â DecemberÂ 31, 2023Â Remaining loan balancesÂ $8,250Â Â $2,063Â Remaining unamortized debt issuance costsÂ Â (1,736)Â Â (138) Financial liabilities, net of issuance costsÂ $6,514Â Â $1,925Â Â Â Â Â Â Â Â Â Â Derivative liabilityÂ $666Â Â $-Â Â Additionally, the Company has accrued interest payable of $122 thousand and $14 thousand as of September 30, 2024 and December 31, 2023, respectively, which was included in accrued expenses. Â Secured Promissory Note Â On August 6, 2024, the Company entered into a Securities Purchase Agreement (the â€œSecured SPAâ€) with Streeterville Capital, LLC (â€œStreetervilleâ€), pursuant to which the Company issued and sold to Streeterville a Secured Convertible Promissory Note (the â€œStreeterville Convertible Noteâ€) in the original principal amount of $8.25 million. The principal amount includes an original issue discount of $750 thousand. Streeterville paid $7.5 million in cash for the Streeterville Convertible Note. The Streeterville Convertible Note accrues interest at a rate of 10% per annum and has a maturity date of February 6, 2026, unless earlier prepaid, redeemed or accelerated in accordance with its terms prior to such date. The Company intends to use the net proceeds from the sale of the Streeterville Convertible Note primarily for general working capital purposes, including for (i) operations as the Company increases its sales and marketing efforts; (ii) capital expenditures in outfitting its chip fabrication facility in Tempe, AZ; and (iii) for any other planned or unplanned expenditures that might arise in support of the Companyâ€™s business plan. Ascendiant Capital Markets, LLC served as the placement agent on the transaction and received a fee of $450 thousand, and the Company recognized $55 thousand in other issuance costs, primarily for legal services. Â The Streeterville Convertible Note is secured by all of the Companyâ€™s tangible and intangible assets, including intellectual property, pursuant to that certain Security Agreement (the â€œSecurity Agreementâ€) and IP Security Agreement (the â€œIP Security Agreementâ€), each entered into with Streeterville on August 6, 2024. In addition, the Companyâ€™s wholly-owned subsidiaries, QPhoton, LLC, a Delaware limited liability company, Qubittech International, Inc., a Delaware corporation, Qubittech, Inc., a Delaware corporation, and QI Solutions, Inc., a Delaware corporation (collectively, the â€œGuarantorsâ€), provided a guarantee (the â€œGuarantyâ€), dated as of August 6, 2024, of the Companyâ€™s obligations to Streeterville under the Streeterville Convertible Note and the other transaction documents. Â Beginning on February 6, 2025, Streeterville has the right to redeem up to $750,000 of the Streeterville Convertible Note per calendar month. The Company may pay such redemption amounts in cash, by converting such applicable redemption amount into shares of common stock at the applicable Conversion Price (as defined below) at such time, or in any combination of cash and shares of common stock, provided that the Company is required to pay any redemption amounts in cash under certain circumstances set forth in the Streeterville Convertible Note and that the payment of any redemption amount or portion thereof in cash is subject to an 10% premium.Â Beginning on the earlier of: (a) February 6, 2025, and (b) the effectiveness of a registration statement registering the Conversion Shares (as defined below), Streeterville may convert all or any portion of the outstanding balance of the Streeterville Convertible Note into shares (â€œConversion Sharesâ€) of the Companyâ€™s common stock on any trading day (and the following trading day) on which any intraday trading bid price of the Companyâ€™s common stock is 8% greater than the closing trade price on the previous trading day or at any time following an event of default, at a conversion price equal to 92% of the average of the two lowest daily volume weighted average prices of the Companyâ€™s common stock during the eight trading day period prior to the respective conversion date (the â€œConversion Priceâ€), subject to anti-dilution adjustments and provided that Streeterville may not request any conversion of the Streeterville Convertible Note to the extent that such conversion would cause Streeterville (together with its affiliates) to beneficially own shares of Common Stock exceeding 4.99% (or 9.99% if the Market Capitalization, as defined below, is less than $10Â million) of the number of shares of Common Stock outstanding on such date. For the ownership limitation, â€œMarket Capitalizationâ€ means a number equal to (a)Â the average volume weighted average price of the Companyâ€™s common stock for the immediately preceding 15Â trading days, multiplied by (b)Â the aggregate number of outstanding shares of common stock as reported on Companyâ€™s most recently filed FormÂ 10-QÂ or FormÂ 10-KÂ or as reported to Nasdaq in a subsequent shares outstanding change form. Absent an uncured event of default, as set forth in the Streeterville Convertible Note, Streeterville agreed to limit its aggregate sales of Conversion Shares on the open market in any given calendar week to 10% of the weekly trading volume of the Companyâ€™s common stock on our principal trading market (Nasdaq) for such week. Upon evaluation, the Company determined that the conversion features inherent in the Streeterville Convertible Note meet the definition of a derivative liability (the â€œStreeterville Derivative Liabilityâ€) covered under the ASC topic 815, Derivatives and Hedging. Applying ASC 820, Fair Value Measurement, the initial fair value of the Streeterville Derivative Liability is $666 thousand, which will be mark-to-market adjusted on a quarterly basis and accreted as interest expense using the effective interest rate method while the Streeterville Convertible Note is outstanding. Â In addition to the beneficial ownership limitations provided in the Streeterville Convertible Note, the sum of the number of shares of the Companyâ€™s common stock that the Company may issue to Streeterville under the Secured SPA, the Streeterville Convertible Note and any related documents without stockholder approval may not exceed the number of shares it could so issue pursuant to Nasdaq Listing RuleÂ 5635(d)Â (the â€œShare Capâ€), unless shareholder approval (the â€œApprovalâ€) to exceed such limitation is obtained by the Company. The Company is required, under the Secured SPA to obtain the Approval by FebruaryÂ 2, 2025. If the Company does not obtain the Approval by such date, it must continue seeking the Approval every 90 days until the Approval is obtained. If the total cumulative number of Conversion Shares that the Company issues to Streeterville equals the Share Cap and the Company has not obtained the Approval, any remaining outstanding balance of the Streeterville Convertible Note must be repaid in cash. Â The Streeterville Convertible Note provides for customary events of default (each as defined in the Streeterville Convertible Note, an â€œEvent of Defaultâ€), including, among other things, the event of nonpayment of principal, interest, fees or other amounts, a representation or warranty proving to have been incorrect when made, failure to perform or observe covenants within a specified cure period, a cross-default to certain other indebtedness and material agreements of the Company, and the occurrence of a bankruptcy, insolvency or similar event affecting the Company. Upon the occurrence of an Event of Default that is deemed a â€œMajor Trigger Eventâ€ as defined in the Streeterville Convertible Note, Streeterville may increase the outstanding balance of the Streeterville Convertible Note by 10%, and upon the occurrence of an Event of Default that is deemed a â€œMinor Trigger Eventâ€ as defined in the Streeterville Convertible Note, Streeterville may increase the outstanding balance of the Streeterville Convertible Note by 5%. Streeterville can exercise its right to increase the outstanding balance upon a Major or Minor Trigger Event three times each. Upon the occurrence of an Event of Default, Streeterville may declare all amounts owed under the Streeterville Convertible Note immediately due and payable. In addition, upon the occurrence of an Event of Default, upon the election of Streeterville, interest shall begin accruing on the outstanding balance of the Streeterville Convertible Note from the date of the Event of Default equal to the lesser of 15% per annum and the maximum rate allowable under law. Â Unsecured Promissory Note Â On September 23, 2022, the Company entered into a Note Purchase Agreement (the â€œStreeterville Unsecured NPAâ€) with Streeterville, pursuant to which Streeterville purchased an unsecured promissory note (the â€œStreeterville Unsecured Noteâ€) in the initial principal amount of $8.25 million. The Note bore interest at 10% per annum, had a maturity date of 18 months from the date of its issuance and carried an original issue discount of $750 thousand, which is included in the principal balance of the Streeterville Unsecured Note. Â Beginning on March 23, 2023, Streeterville had the right to redeem up to $750 thousand of the outstanding balance of the Streeterville Unsecured Note per month (â€œRedemption Amountâ€) by providing written notice to the Company (â€œRedemption Noticeâ€). The Company paid the applicable Redemption Amount in cash to Streeterville within three trading days of the Companyâ€™s receipt of any such Redemption Notice. As of September 30, 2024, Streeterville has redeemed the full principal amount of the Streeterville Unsecured Note. There was an outstanding balance of $1.9 million as of December 31, 2023. As of September 30, 2024, there was no outstanding balance and the Company has no further obligations with respect to the Streeterville Unsecured NPA or Streeterville Unsecured Note.Â For a full discussion of the terms and conditions of the Streeterville Unsecured Note, see the Companyâ€™s Amendment No. 1 to its Annual Report on Form 10-K for the year ended December 31, 2023. Note 8 â€“ Financial Liabilities Â The Company has the following amounts related to financial liabilities (in thousands): Â Â Â DecemberÂ 31,Â Â Â 2023Â Â 2022Â Remaining loan balancesÂ $2,063Â Â $8,250Â Remaining unamortized debt issuance costsÂ Â (138)Â Â (1,062) Financial liabilities, netÂ $1,925Â Â $7,188Â Â Additionally, the Company has accrued interest of $14 thousand and $223 thousand as of December 31, 2023 and 2022, respectively, which is included in Other Current Liabilities. Â Unsecured Promissory Note Â On September 23, 2022, the Company entered into a note purchase agreement (the â€œUnsecured NPAâ€) with Streeterville Capital, LLC (â€œStreetervilleâ€), pursuant to which Streeterville purchased an unsecured promissory note (the â€œNoteâ€ or the â€œStreeterville Unsecured Noteâ€) in the initial principal amount of $8.25 million. The Note bears interest at 10% per annum. The maturity date of the Note is 18 months from the date of its issuance (the â€œMaturity Dateâ€). The Note carries an original issue discount of $750 thousand, which is included in the principal balance of the Note. If the Company elects to prepay the Note prior to the Maturity Date, it must pay to Streeterville 120% of the portion of the Outstanding Balance the Company elects to prepay. Â Beginning on the date that was six months after the issuance date of the Note, Streeterville has the right to redeem up to $750 thousand of the outstanding balance of the Note per month (â€œRedemption Amountâ€) by providing written notice to the Company (â€œRedemption Noticeâ€). Upon receipt of any Redemption Notice, the Company shall pay the applicable Redemption Amount in cash to Streeterville within three trading days of the Companyâ€™s receipt of such Redemption Notice. No prepayment premium shall be payable in respect of any Redemption Amount. As of December 31, 2023, Streeterville has redeemed $7.0 million of the outstanding balance of the Note. The outstanding balances were $1.9 million and $7.2 million as of December 31, 2023 and 2022, respectivelyÂ Pursuant to the terms of the Unsecured NPA, the parties provided customary representations and warranties to each other. Also, until amounts due under the Note are paid in full, the Company agreed, among other things, to: (i) timely make all filings under the Securities Exchange Act of 1934, (ii) ensure the Companyâ€™s common stock continues to be listed on the Nasdaq, (iii) ensure trading in the Companyâ€™s common stock will not be suspended, halted, chilled, frozen, reach zero bid or otherwise cease trading on Companyâ€™s principal trading market, (iv) ensure the Company will not make any Restricted Issuance (as defined in the Note) without Streetervilleâ€™s prior written consent, which consent may be granted or withheld in Streetervilleâ€™s sole and absolute discretion, (v) ensure the Company will not enter into any agreement or otherwise agree to any covenant, condition, or obligation that locks up, restricts in any way or otherwise prohibits the Company from entering into certain additional transactions with Streeterville, and (vi) with the exception for Permitted Liens (as defined in the Note) ensure the Company will not pledge or grant a security interest in any of its assets without Streetervilleâ€™s prior written consent, which consent may be granted on withheld in Streetervilleâ€™s sole and absolute discretion. Â The Note sets forth certain standard events of default (such event, an â€œEvent of Defaultâ€) that generally, if uncured within seven trading days, may result in the discretion of Streeterville in certain penalties under the terms of the Note. In this regard, upon an Event of Default, Streeterville may accelerate the Note by written notice to the Company, with the outstanding balance becoming immediately due and payable in cash at the Mandatory Default Amount (as defined in the Note). Additionally, upon written notice given by Streeterville to the Company, interest shall accrue on the Outstanding Balance beginning on the date the applicable Event of Default occurred at an interest rate equal to the lesser of 15% per annum simple interest or the maximum rate permitted under applicable law upon an Event of Default. X - DefinitionThe entire disclosure of financial liabilities. + ReferencesNo definition available. + Details Name: qubt_FinancialLiabilitiesTextBlock Namespace Prefix: qubt_ Data Type: dtr:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_FinancialLiabilitiesFairValueDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 29 R15.htm IDEA: XBRL DOCUMENT v3.24.4 Contingencies 9 Months Ended 12 Months Ended Sep. 30, 2024 Dec. 31, 2023 Contingencies [Abstract] Â Â Contingencies Note 10. ContingenciesÂ Â Indemnification Arrangements Â We enter into standard indemnification arrangements in our ordinary course of business. Pursuant to these arrangements, we indemnify, hold harmless, and agree to reimburse the indemnified parties for losses suffered or incurred by the indemnified parties (generally our business partners or customers) in connection with any trade secret, copyright, patent or other intellectual property infringement claim by any third-party with respect to our products. The term of these indemnification agreements is generally perpetual any time after the execution of the agreement. The maximum potential amount of future payments we could be required to make under these agreements is not determinable. We have never incurred costs to defend lawsuits or settle claims related to these indemnification agreements. As a result, we believe the estimated fair value of these agreements is minimal. Â Â We have entered into indemnification agreements with our directors and officers that may require us to indemnify our directors and officers against liabilities that may arise by reason of their status or service as directors or officers, other than liabilities arising from willful misconduct of a culpable nature. These agreements also require us to advance their expenses incurred as a result of any proceeding against them as to which they could be indemnified and to make good faith determination whether or not it is practicable for us to obtain directors and officers insurance. We currently have directors and officers liability insurance. Â Legal Proceedings Â From time to time, we may be involved in legal proceedings arising in the ordinary course of business. In general, management believes that ordinary course of business matters will not have a

material adverse effect on our consolidated financial position or results of operations and are adequately covered by our liability insurance. However, it is possible that condensed consolidated cash flows or results of operations could be materially affected in any particular period by the unfavorable resolution of one of more of these contingencies or because of the diversion of managementâ€™s attention and the incurrence of significant expenses.Â See Part II, Item 1, Legal Proceedings, in this Form 10-Q for additional details on the status of motions on the following proceedings. Â BV Advisory v. QCi Breach Lawsuit Â At the time of the QPhoton Merger in June 2022, QPhoton had an outstanding balance of principal and interest due to BV Advisory Partners, LLC (â€œBV Advisoryâ€) based on a Note Purchase Agreement that QPhoton had entered into with BV Advisory on March 1, 2021. Accordingly, the Company has recorded an estimated payable (the â€œBV Advisory Payableâ€), recognized as other current liabilities on the unaudited condensed consolidated financial statements, based on best available information in the amount of $536 thousand as of September 30, 2024 and December 31, 2023. Â On August 16, 2022, BV Advisory filed a complaint in the Court of Chancery of the State of Delaware (the â€œDE Chancery Courtâ€) naming the Company and certain of its directors and officers (among others) as defendants seeking, among other relief, monetary damages. The Company believes that BV Advisoryâ€™s claims have no merit and intends to defend itself vigorously. BV Advisoryâ€™s claims are not covered by the Companyâ€™s liability insurance, nor does the Company believe it is necessary to accrue an amount in addition to the BV Advisory Payable at this time. Â BV Advisory v. QCi Appraisal Action Â BV Advisory was purportedly a shareholder of QPhoton, Inc., the predecessor in interest to QPhoton, LLC, a wholly owned subsidiary of the Company (both referred to as â€œQPhotonâ€ in this Legal Proceedings discussion). BV Advisory rejected the Merger Consideration (as defined below) and on October 13, 2022, commenced litigation by filing a petition in the DE Chancery Court seeking appraisal rights on the shares of QPhoton it allegedly owned (which shares represented 10% of the shares of QPhoton outstanding immediately prior to the Companyâ€™s acquisition of QPhoton). The Company included BV Advisoryâ€™s purported ownership of QPhoton in the purchase price accounting for the QPhoton Merger. Â The Companyâ€™s total purchase price of QPhoton was approximately $71.0 million, or $69.9 million net of cash acquired, consisting of Company common stock, Series B Preferred Stock and QPhoton Warrants (as defined below). While the total shares of the Companyâ€™s common stock on an as-converted basis offered in the QPhoton Merger was 36,600,823 (the â€œMerger Considerationâ€), the fair market valuation contemplated 31,299,417 of the shares, which assumed full conversion of the 2,377,028 shares of Series B Preferred Stock to common stock at the 10:1 ratio, and that only 1,726,931 of the warrants to purchase up to 7,028,337 shares of the Companyâ€™s common stock (the â€œQPhoton Warrantsâ€) would eventually be exercised (specifically only the QPhoton Warrants for which the associated Company options and/or warrants had an exercise price at or below $2.27 at the time of the QPhoton Merger). Â Accordingly, as of September 30, 2024 and 2023, the Company has neither issued 2,957,251 shares of the Companyâ€™s common stock on an as converted basis (the â€œUnissued QPhoton Sharesâ€) nor 702,834 warrants to purchase shares of the Companyâ€™s common stock (the â€œUnissued QPhoton Warrantsâ€) that were included in the Merger Consideration. The Unissued QPhoton Shares are included in the statement of stockholderâ€™s equity as additional paid in capital as of as of September 30, 2024 and 2023, and the Unissued QPhoton Warrants have no carrying value as a liability on the Companyâ€™s condensed consolidated balance sheet as of September 30, 2024. Note 9 â€“ ContingenciesÂ Â Indemnification Arrangements Â We enter into standard indemnification arrangements in our ordinary course of business. Pursuant to these arrangements, we indemnify, hold harmless, and agree to reimburse the indemnified parties for losses suffered or incurred by the indemnified parties (generally our business partners or customers) in connection with any trade secret, copyright, patent or other intellectual property infringement claim by any third-party with respect to our products. The term of these indemnification agreements is generally perpetual any time after the execution of the agreement. The maximum potential amount of future payments we could be required to make under these agreements is not determinable. We have never incurred costs to defend lawsuits or settle claims related to these indemnification agreements. As a result, we believe the estimated fair value of these agreements is minimal. Â We have entered into indemnification agreements with our directors and officers that may require us to indemnify our directors and officers against liabilities that may arise by reason of their status or service as directors or officers, other than liabilities arising from willful misconduct of a culpable nature. These agreements also require us to advance their expenses incurred as a result of any proceeding against them as to which they could be indemnified and to make good faith determination whether or not it is practicable for us to obtain directors and officers insurance. We currently have directors and officers liability insurance. Â Legal Proceedings Â From time to time, we may be involved in legal proceedings arising in the ordinary course of business. In general, management believes that ordinary course of business matters will not have a material adverse effect on our financial position or results of operations and are adequately covered by our liability insurance. However, it is possible that consolidated cash flows or results of operations could be materially affected in any particular period by the unfavorable resolution of one of more of these contingencies or because of the diversion of managementâ€™s attention and the incurrence of significant expenses. Â As part of our business combination with QPhoton in June 2022, we acquired a payable to BV Advisory Partners, LLC (â€œBV Advisoryâ€). On March 1, 2021, QPhoton entered into a Note Purchase Agreement with BV Advisory. Under the Note Purchase Agreement, on March 1, 2021, March 23, 2021 and July 9, 2021, BV Advisory purchased convertible promissory notes from QPhoton for $200 thousand, $150 thousand, and $150 thousand, respectively, for a total of $501 thousand (the â€œBV Notesâ€), which is included in Other Current Liabilities as of December 31 2023 and 2022. The BV Notes all bore interest at a rate of 6% per annum and matured two years from the grant date. However, QPhoton only received approximately $375 thousand in cash proceeds as $125 thousand was paid by BV Advisory directly to The Trustees of the Stevens Institute of Technology (â€œStevens Instituteâ€) on behalf of QPhoton to satisfy QPhotonâ€™s obligations to reimburse costs incurred under the terms of their patent license agreement with the Stevens Institute. Â On June 16, 2022, QPhoton tendered a cashierâ€™s check to BV Advisory in the amount of $535,684, representing the full principal balance of the BV Notes and accrued interest through June 16, 2022. On July 14, 2022 BV Advisory returned the cashierâ€™s check and disputed the calculation of the amount paid to settle the BV Notes. The BV Notes and accrued interest are recorded as short-term liabilities. On August 15, 2022, BV Advisory filed a complaint in the Court of Chancery of the State of Delaware naming the Company and certain of its directors and officers (among others) as defendants. BV Advisory Partners, LLC v. Quantum Computing Inc., et al., C.A. No. 2022-0719-VCG (Del. Ch.). BV Advisory seeks, among other relief, monetary damages for an alleged breach of the Note Purchase Agreement between BV Advisory and QPhoton, Inc., the predecessor in interest to QPhoton, LLC, as well as monetary damages for breach of an alleged binding letter of intent among Barksdale Global Holdings, LLC, Inference Ventures, LLC and QPhoton, Inc. The Company believes that BV Advisoryâ€™s claims have no merit and intends to defend itself vigorously. The Company filed a motion to dismiss the complaint in December 2022, and in March 2023 Plaintiff filed a second amended complaint. The Company filed a motion to dismiss the second amended complaint, oral argument was held on October 11, 2023 and at this time that motion is pending before the Court. BV Advisoryâ€™s claims are not covered by the Companyâ€™s liability insurance. The Company does not believe it is necessary to accrue an amount in addition to the principal and interest on the BV Notes at this time.Â X - ReferencesNo definition available. + Details Name: us-gaap_CommitmentsAndContingenciesDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for loss and gain contingencies. Describes any existing condition, situation, or set of circumstances involving uncertainty as of the balance sheet date (or prior to issuance of the financial statements) as to a probable or reasonably possible loss incurred by an entity that will ultimately be resolved when one or more future events occur or fail to occur, and typically discloses the amount of loss recorded or a range of possible loss, or an assertion that no reasonable estimate can be made. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 720 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483359/720-20-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 5.Y.Q4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480102/450-20-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 5.Y.Q2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480102/450-20-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483076/450-20-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/450-20/tableOfContentReference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483076/450-20-50-4Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483076/450-20-50-9Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 450 -SubTopic 30 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/450-30/tableOfContentReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 450 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483049/450-30-50-1 + Details Name: us-gaap_LossContingencyDisclosures Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 30 R16.htm IDEA: XBRL DOCUMENT v3.24.4 Loan Receivable 9 Months Ended 12 Months Ended Sep. 30, 2024 Dec. 31, 2023 Loan Receivable [Abstract] Â Â Loan Receivable Note 9. Loan Receivable Â On May 16, 2023, the Company entered into a Summary of Proposed Terms (the â€œLetter of Intentâ€) with millionways, Inc. (â€œmillionwaysâ€) to provide bridge loans to millionways and enter into due diligence to acquire up to 100% of the AI firm. On June 6, 2023, the Company entered into a Note Purchase Agreement (the â€œMW Agreementâ€) with millionways, pursuant to which the Company agreed to purchase from millionways up to three unsecured promissory notes (each, a â€œMW Noteâ€), in an aggregate principal amount of up to $2.0 million, subject to the terms and conditions of the MW Agreement. Also on June 6, 2023, pursuant to the terms of the MW Agreement, the Company purchased the MW Notes from millionways and loaned an aggregate principal amount of $500 thousand to millionways. Â The MW Agreement contains customary representations and warranties by millionways and the Company, as well as a â€œmost favored nationsâ€ provision for the benefit of the Company. The MW Notes issued under the MW Agreement, including the MW Notes issued on June 6, 2023, provide that the indebtedness evidenced by the applicable MW Note bears simple interest at the rate of 10% per annum (or 15% per annum during the occurrence of an event of default, as defined in the MW Notes), and becomes due and payable in full on the earlier of (i) May 16, 2024, (ii) a change of control (as defined in the MW Notes) of millionways, (iii) dollar-for-dollar prepayment for additional capital received through any vehicle from a third party or (iv) an event of default.Â Â The Company reserved approximately $306 thousand of the outstanding $613 thousand receivable as uncollectible based on credit risk in the unaudited condensed consolidated financial statements as of September 30, 2024, and $279 thousand of the outstanding $558 thousand receivable as of December 31, 2023. Note 10 â€“ Loan Receivable Â On May 16, 2023, the Company entered into a Summary of Proposed Terms (the â€œLetter of Intentâ€) with millionways to provide bridge loans to millionways and enter into due diligence to acquire up to 100% of the AI firm. On June 6, 2023, the Company entered into a Note Purchase Agreement (the â€œMW Agreementâ€) with millionways, pursuant to which the Company agreed to purchase from millionways up to three unsecured promissory notes (each, a â€œMW Noteâ€), in an aggregate principal amount of up to $2.0 million, subject to the terms and conditions of the MW Agreement. Also on June 6, 2023, pursuant to the terms of the MW Agreement, the Company purchased the MW Notes from millionways and loaned an aggregate principal amount of $500 thousand to millionways.The MW Agreement contains customary representations and warranties by millionways and the Company, as well as a â€œmost favored nationsâ€ provision for the benefit of the Company. The MW Notes issued under the MW Agreement, including the MW Notes issued on June 6, 2023, provide that the indebtedness evidenced by the applicable MW Note bears simple interest at the rate of 10% per annum (or 15% per annum during the occurrence of an event of default, as defined in the MW Notes), and becomes due and payable in full on the earlier of (i) May 16, 2024, (ii) a change of control (as defined in the MW Notes) of millionways, (iii) dollar-for-dollar prepayment for additional capital received through any vehicle from a third party or (iv) an event of default. Â The Company reserved $279 thousand of the outstanding $558 thousand receivable as uncollectible based on credit risk in the consolidated financial statements as of December 31, 2023. X - ReferencesNo definition available. + Details Name: us-gaap_DebtDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for claims held for amounts due to entity, excluding financing receivables. Examples include, but are not limited to, trade accounts receivables, notes receivables, loans receivables. Includes disclosure for allowance for credit losses. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/310-10/tableOfContentReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2 + Details Name: us-gaap_LoansNotesTradeAndOtherReceivablesDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 31 R17.htm IDEA: XBRL DOCUMENT v3.24.4 Capital Stock 9 Months Ended 12 Months Ended Sep. 30, 2024 Dec. 31, 2023 Capital Stock [Abstract] Â Â Capital Stock Note 11. Capital Stock Â Authorized Classes of Stock Â As of September 30, 2024, the Companyâ€™s Board of Directors has authorized two classes of preferred stock. The Board has authorized 1,550,000 shares of preferred stock as Series A preferred stock, par value $0.0001 per share, of which 993,306 and 1,490,004 shares, respectively, are issued and outstanding at September 30, 2024 and December 31, 2023. The Board has also authorized 3,079,864 shares of preferred stock as Series B preferred stock, par value $0.0001 per share, none of which are issued and outstanding as of September 30, 2024 and December 31, 2023.Â Series A Convertible Preferred Offering Â From November 10, 2021 through November 17, 2021, the Company conducted a private placement offering (the â€œPrivate Placementâ€) pursuant to securities purchase agreements with 7 accredited investors (the â€œSeries A Investorsâ€), whereby the Series A Investors purchased from the Company an aggregate of 1,545,459 shares of the Companyâ€™s newly created Series A convertible preferred stock, par value $0.0001 per share (the â€œSeries A Preferred Stockâ€) and warrants to purchase 1,545,459 shares of the Companyâ€™s common stock (the â€œPreferred Warrantsâ€) for an aggregate purchase price of $8.5 million. The Private Placement was completed and closed to further investment on November 17, 2021. Â The Series A Preferred Stock ranks senior to common stock with respect to the payment of dividends and liquidation rights. Each holder of Series A Preferred Stock is entitled to receive, with respect to each share of Series A Preferred Stock then outstanding and held by such holder, dividends at the rate of ten percent (10%) per annum (the â€œPreferred Dividends.â€) The Company is obligated to pay the Preferred Dividends quarterly, in arrears, within fifteen (15) days of the end of each quarter. The Company has the option to pay the Preferred Dividends in cash or in common stock, at a price per share of common stock equal to the average of the closing sale price of the common stock for the five (5) trading days preceding the applicable dividend payment date. The Preferred Dividends are accrued monthly, but not compounded, and are recorded as interest expense, because the Preferred Dividends are mandatory and not declared at the discretion of the Board of Directors. Â The number of shares of the Companyâ€™s common stock issuable upon conversion of any share of Series A Preferred Stock shall be determined by dividing (x) the Conversion Amount of such share of Series A Preferred Stock by (y) the Conversion Price. â€œConversion Amountâ€ means, with respect to each share of Series A Preferred Stock, as of the applicable date of determination, the sum of (1) the stated value thereof plus (2) any accrued dividends. â€œConversion Priceâ€ means, with respect to each share of Series A Preferred Stock, as of any optional conversion date, Mandatory Conversion Date or other date of determination, $5.50, subject to adjustment for stock splits, dividends, recapitalizations and similar corporate events. Â The Preferred Warrants were two-year warrants to purchase shares of the Companyâ€™s common stock at an exercise price of $7.00 per share, subject to adjustment, were exercisable at any time on or after the date that was six months following the issuance date, and provided for cashless exercise in the event the underlying shares of the Companyâ€™s common stock are not registered. As of December 31, 2023, all of the Preferred Warrants had expired unexercised. Â In connection with the Purchase Agreement, the Company and the Series A Investors entered into a registration rights agreement (the â€œRegistration Rights Agreementâ€) pursuant to which the Company agreed to file a registration statement to register the shares of the Companyâ€™s common stock underlying the Series A Preferred Stock and warrants within 180 days. Pursuant to the Registration Rights Agreement, the Series A Investors received certain rights, including but not limited to piggyback registration rights, providing that the holder be given notice of any proposed registration of securities by the Company, and requiring that the Company register all or any portion of the registrable securities that the holders request to be registered, in each case, subject to the terms and conditions of the Registration Rights Agreement. On April 27, 2022 the Company filed a Resale Form S-3 as required by the Registration Rights Agreement. The Resale Form S-3 went effective on June 2, 2022. Â On June 13, 2022, one of the Series A Investors, Falcon Capital Partners, converted 45,455 shares of Series A Preferred Stock into 47,728 shares of the Companyâ€™s common stock. Â On February 9, 2023, one of the Series A Investors, Greenfield Children, LLC, converted 10,000 shares of Series A Preferred Stock plus accrued dividends into 11,096 shares of the Companyâ€™s common stock.Â On March 19, 2024, the Company entered into a Redemption and Waiver Agreement (the â€œSeries A Redemption Agreementâ€) with the current holders (the â€œSeries A Holdersâ€) of its Series A

Preferred Stock. Accordingly, $8.125 million of additional paid in capital was reclassified from shareholdersâ€™ equity to mezzanine equity (the â€œMezzanine Equityâ€) on the Companyâ€™s condensed consolidated balance sheet as of September 30, 2024, in accordance with Accounting Series Release No. 268, Presentation in Financial Statements of â€œRedeemable Preferred Stocksâ€. The Mezzanine Equity is valued at the date of the Private Placement issuance. Pursuant to the Series A Redemption Agreement, the Company agreed to redeem all outstanding shares of the Series A Preferred Stock for an aggregate cash purchase price of $8,195,000, or $5.50 per share, at its sole discretion, in 18 monthly payments (each a â€œMonthly Redemption Thresholdâ€ payment), which may be accelerated at the Companyâ€™s sole discretion. In addition, the Series A Holders agreed to waive (the â€œWaiversâ€), on a month-by-month basis following each monthly payment, certain rights granted to them in (i) the Preferred Stock Certificate of Designation (the â€œPreferred Stock CODâ€), including for the accrual and payment of accrued and future dividends; and (ii) the Preferred Stock Securities Purchase Agreement (the â€œPreferred Stock SPAâ€). In the event the Company opts to not make a Monthly Redemption Threshold payment, the Waivers are forfeited and the terms revert to those detailed in the Preferred Stock COD and Preferred Stock SPA. During the three and nineÂ months ended September 30, 2024, the Company redeemed 248,349 and 496,698 shares of Series A Preferred Stock, respectively, for approximately $1.4 million and $2.7 million, in cash paid to the Series A Holders, respectively. As of September 30, 2024 and December 31, 2023, there were 993,306 and 1,490,004 shares of Series A Preferred Stock, respectively, issued and outstanding. Â At-the-Market-Facility Â On October 28, 2022, the Company filed a shelf registration statement on Form S-3 under the Securities Act of 1933, as amended, which was declared effective on November 8, 2022 (the â€œ2022 shelfâ€). Under the 2022 Shelf at the time of effectiveness, the Company had the ability to raise up to $100 million by selling common stock, preferred stock, debt securities, warrants and units. On December 5, 2022, the Company entered into an At-the-Market Issuance Sales Agreement (the â€œATM Agreementâ€) with Ascendiant Capital Markets, LLC (â€œAscendiantâ€) whereby the Company may, but is not obligated to, offer and sell, from time to time, shares of its common stock (the â€œATM Facilityâ€), and incorporated the ATM Agreement into the 2022 Shelf by amendment that was declared effective January 10, 2023. On August 17, 2023, the Company and Ascendiant entered into an amendment (the â€œATM Amendmentâ€) to the ATM Agreement, increasing the amount of common stock that the Company may offer and sell via the ATM Facility from $25 million to $50 million (the â€œATM Upsizeâ€). Following the ATM Upsize, the Company filed a prospectus supplement, dated August 18, 2023, with the Securities and Exchange Commission and became able to offer and sell shares of the Companyâ€™s common stock having an aggregate offering price of up to $27,362,717 via the ATM Facility. Â The Company intends to use any net proceeds from the sale of securities under the ATM Facility for operations and for other general corporate purposes, including, but not limited to, capital expenditures, including our AZ Chips Facility, as defined in Item 2, Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations, payments under the Series A Redemption Agreement and general working capital. The Company did not sell any shares through the ATM Facility for the three months ended September 30, 2024, and for the nine months ended September 30, 2024, the Company sold 16,604,770 shares of the Companyâ€™s common stock through the ATM Facility at an average price of $0.88, from which the Company received net proceeds of $14.6 million. Â Warrants Â The table below summarizes the warrants outstanding at September 30, 2024 (in thousands, except exercise price data): Â Issuance DateÂ Expiration DateÂ Exercise PriceÂ Â IssuedÂ Â ExercisedÂ Â Forfeited / CanceledÂ Â Warrants OutstandingÂ August 18, 2020Â August 18, 2025Â $2.00Â Â Â 171Â Â Â (150)Â Â -Â Â Â 21Â November 15, 2021Â November 15, 2023Â $7.00Â Â Â 1,545Â Â Â Â Â Â (1,545)Â Â -Â June 16, 2022Â May 9, 2027Â $0.0001Â Â Â 6,325Â Â Â -Â Â Â (4,148)Â Â 2,177Â Â Â In connection with a restricted stock units offering in June 2020, the Company issued warrants in August 2020 to purchase 171,000 shares of the Companyâ€™s common stock, at an exercise price of $2.00. Those warrants are exercisable for five years from the date of issuance. Â In connection with the offering of Series A Preferred Stock in November 2021, the Company issued warrants to purchase 1,545,459 shares of the Companyâ€™s common stock at an exercise price of $7.00. Those warrants were exercisable for two years from the date of issuance and have now expired.Â In connection with the QPhoton Merger on June 16, 2022, the Company issued 6.3 million warrants to purchase shares of the Companyâ€™s common stock at an exercise price of $0.0001. Those warrants are exercisable when and if stock options and warrants issued by the Company and outstanding as of June 15, 2022 (the â€œUnderlying Optionsâ€) are exercised. As of September 30, 2024, none of the QPhoton Warrants linked to the outstanding Underlying Options are expected to be exercised as the exercise prices of the Underlying Options are above the closing stock price as of September 30, 2024. The 6.3 million issued warrants represent a portion of the 7.0 million warrants included in the Merger Consideration, having been received by two QPhoton shareholders. A third alleged shareholder rejected the Merger Consideration and commenced litigation, and to date that litigation has not been resolved and the 702,834 warrants have not been issued. See Part II, Item 1, Legal Proceedings, for additional information on the status of the litigation. Â Accordingly, as of September 30, 2024, of the 6.3 million QPhoton Warrants issued, approximately 66% have been forfeited because the corresponding Underlying Options had expired or been forfeited. Further, as discussed in Note 2, Significant Accounting Policies â€“ Fair Value of Financial Instruments, the QPhoton Warrants issued on June 16, 2022, are considered Level 3 liabilities for fair value measurement on the valuation hierarchy. Accordingly, the Company recognized mark-to-market gains of $13 thousand and $384 thousandÂ during the three and nine months ended September 30, 2023, respectively, with an ending balance of $144 thousand as of September 30, 2023. As of September 30, 2024 and December 31, 2023, the QPhoton Warrants have no carrying value as a liability on the Companyâ€™s condensed consolidated balance sheet and there was no mark-to-market adjustment recognized during the nine months ended September 30, 2024. Note 11 â€“ Capital Stock: Â Series A Convertible Preferred Offering Â From November 10, 2021 through November 17, 2021, the Company conducted a private placement offering (the â€œPrivate Placementâ€) pursuant to securities purchase agreements with 7 accredited investors (the â€œSeries A Investorsâ€), whereby the Series A Investors purchased from the Company an aggregate of 1,545,459 shares of the Companyâ€™s newly created Series A convertible preferred stock, par value $0.0001 per share (the â€œSeries A Preferred Stockâ€) and warrants to purchase 1,545,459 shares of the Companyâ€™s common stock (the â€œPreferred Warrantsâ€) for an aggregate purchase price of $8.5 million. The Private Placement was completed and closed to further investment on November 17, 2021. Â The Series A Preferred Stock ranks senior to common stock with respect to the payment of dividends and liquidation rights. Each holder of Series A Preferred Stock is entitled to receive, with respect to each share of Series A Preferred Stock then outstanding and held by such holder, dividends at the rate of 10% per annum (the â€œPreferred Dividends.â€) The Company is obligated to pay the Preferred Dividends quarterly, in arrears, within fifteen days of the end of each quarter. The Company has the option to pay the Preferred Dividends in cash or in the Companyâ€™s common stock, at a price per share of common stock equal to the average of the closing sale price of the common stock for the five trading days preceding the applicable dividend payment date. The Preferred Dividends are accrued monthly, but not compounded, and are recorded as interest expense, because the Preferred Dividends are mandatory and not declared at the discretion of the Board of Directors. Â The number of shares of the Companyâ€™s common stock issuable upon conversion of any share of Series A Preferred Stock shall be determined by dividing (x) the Conversion Amount of such share of Series A Preferred Stock by (y) the Conversion Price. â€œConversion Amountâ€ means, with respect to each share of Series A Preferred Stock, as of the applicable date of determination, the sum of (1) the stated value thereof plus (2) any accrued dividends. â€œConversion Priceâ€ means, with respect to each share of Series A Preferred Stock, as of any optional conversion date, Mandatory Conversion Date or other date of determination, $5.50, subject to adjustment for stock splits, dividends, recapitalizations and similar corporate events. Â The Preferred Warrants are two-year warrants to purchase shares of the Companyâ€™s common stock at an exercise price of $7.00 per share, subject to adjustment, and are exercisable at any time on or after the date that is six months following the issuance date. The Preferred Warrants provide for cashless exercise in the event the underlying shares of the Companyâ€™s common stock are not registered. As of December 31, 2023, all of the Preferred Warrants had expired unexercised. Â In connection with the Purchase Agreement, the Company and the Series A Investors entered into a registration rights agreement (the â€œRegistration Rights Agreementâ€) pursuant to which the Company agreed to file a registration statement to register the shares of common stock underlying the Series A Preferred Stock and warrants within 180 days. Pursuant to the Registration Rights Agreement, the Series A Investors received certain rights, including but not limited to piggyback registration rights, providing that the holder be given notice of any proposed registration of securities by the Company, and requiring that the Company register all or any portion of the registrable securities that the holders request to be registered, in each case, subject to the terms and conditions of the Registration Rights Agreement. Â On April 27, 2022, the Company filed a Resale Form S-3 as required by the Registration Rights Agreement, pursuant to which the Company agreed to file a registration statement to register the shares of common stock underlying the Series A Preferred Stock and warrants within 180 days from the closing of the Private Placement. The Resale Form S-3 went effective on June 2, 2022. Â On June 13, 2022, one of the Series A Investors, Falcon Capital Partners, converted 45,455 shares of Series A Preferred stock into 47,728 shares of the Companyâ€™s common stock. Â On February 9, 2023, one of the Series A Investors, Greenfield Children, LLC, converted 10,000 shares of Series A Preferred stock plus accrued dividends into 11,096 shares of the Companyâ€™s common stock. Â Authorized Classes of Stock Â As of September 9, 2024, the Board has authorized two classes of preferred stock. The Board has authorized 1,550,000 shares of preferred stock as the Series A Preferred stock, par value $0.0001 per share, of which 1,490,004 shares are issued and outstanding. The Board has also authorized 3,079,864 shares of preferred stock as the Series B Preferred Stock, par value $0.0001 per share, none of which are issued and outstanding.Â At-the-Market Facility Â From January 19, 2023 through December 31, 2023, the Company sold 17,571,926 shares of common stock through its At-The-Market (ATM) facility, managed by Ascendiant Capital Markets, LLC, at an average price of $1.45. The Company received net proceeds of $24.7 million. Â Warrants Â Â The table below summarizes the warrants outstanding as of December 31, 2023 (in thousands, except exercise prices): Â Issuance DateÂ Expiration DateÂ Exercise PriceÂ Â IssuedÂ Â ExercisedÂ Â Forfeited / CanceledÂ Â Warrants OutstandingÂ August 18, 2020Â August 18, 2025Â $2.00Â Â Â 171Â Â Â (150)Â Â -Â Â Â 21Â November 15, 2021Â November 15, 2023Â $7.00Â Â Â 1,545Â Â Â Â Â Â (1,545)Â Â -Â June 16, 2022Â May 9, 2027Â $0.0001Â Â Â 6,325Â Â Â -Â Â Â (3,309)Â Â 3,016Â Â Â In connection with a restricted stock units offering in June 2020, the Company issued warrants in August 2020 to purchase 171,000 shares of the Companyâ€™s common stock, at an exercise price of $2.00. Those warrants are exercisable for five years from the date of issuance. Â In connection with the offering of Series A Preferred Stock in November 2021, the Company issued warrants to purchase 1,545,459 shares of the Companyâ€™s common stock at an exercise price of $7.00. Those warrants were exercisable for two years from the date of issuance and have now expired. Â In connection with the QPhoton Merger on June 16, 2022, the Company issued warrants to purchase 6,325,503 shares of the Companyâ€™s common stock at an exercise price of $0.0001. Those warrants are exercisable when and if stock options and warrants issued and outstanding as of June 15, 2022 (the â€œUnderlying Optionsâ€), are exercised. As of December 31, 2023, none of the QPhoton Warrants linked to the outstanding Underlying Options are expected to be exercised as the exercise prices of the Underlying Options are above the current stock price as of December 31, 2023. The total Merger Consideration consisted of 36,600,823 shares of the Companyâ€™s common stock on an as-converted basis, including the 7,028,337 QPhoton Warrants. As discussed in Note 4, Business Combinations, two QPhoton shareholders received their Merger Consideration and a third alleged shareholder rejected the Merger Consideration and commenced litigation in Delaware Chancery Court (see Note 9, Contingencies â€“ Legal Proceedings, in this Amendment for additional information and Item 3, Legal Proceedings, in the Original Form 10-K for a full discussion), and to date that litigation has not been resolved. Accordingly, as of December 31, 2023 and 2022, we had only issued 6,325,503 of the QPhoton Warrants, of which approximately 52% have been forfeited as of December 31, 2023. Further, as discussed in Note 2, Significant Accounting Policies â€“ Fair Value of Financial Instruments, the QPhoton Warrants issued on June 16, 2022, are considered Level 3 liabilities for fair value measurement on the valuation hierarchy. Accordingly, the Company recognized mark-to-market gains of $528 thousand and $3.4 million during the years ended December 31, 2023 and 2022, respectively. As of December 31, 2023, the QPhoton Warrants have no carrying value as a liability on the Companyâ€™s consolidated balance sheet. X - ReferencesNo definition available. + Details Name: us-gaap_DividendsPreferredStockAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for terms, amounts, nature of changes, rights and privileges, dividends, and other matters related to preferred stock. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/505/tableOfContent + Details Name: us-gaap_PreferredStockTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 32 R18.htm IDEA: XBRL DOCUMENT v3.24.4 Stock-Based Compensation 9 Months Ended 12 Months Ended Sep. 30, 2024 Dec. 31, 2023 Stock-Based Compensation [Abstract] Â Â Stock-based Compensation Note 12. Stock-based Compensation Â Incentive Plans Â The Companyâ€™s 2019 Equity and Incentive Plan, as amended in 2021 (the â€œ2019 Planâ€) enabled the Company to grant incentive stock options or nonqualified stock options and other equity awards to employees, directors and consultants of the Company up to a total of 3 million shares of the Companyâ€™s common stock. All 3 million shares available for issue under the 2019 Plan have been issued. Â On July 5, 2022, the Board of Directors adopted the Companyâ€™s 2022 Equity and Incentive Plan (the â€œ2022 Planâ€) which provides for the issuance of up to 16 million shares of the Companyâ€™s common stock. The 2022 Plan was approved by a majority of the shareholders in September 2022. Per the 2022 Plan, the 2022 Plan reserves increased automatically by 1 million shares on January 1, 2023 and January 1, 2024, providing for a total issuance of up to 18 million shares of the Companyâ€™s common stock. As of September 30, 2024, a total of 12.4 million shares and options were issued and outstanding. Â Options Â The following table summarizes the Companyâ€™s option activity for the nine months ended September 30, 2024 (in thousands, except exercise price and contractual life data): Â Â Â Number OutstandingÂ Â Weighted Average Exercise Price per ShareÂ Â Weighted Average Remaining Contractual Life (Years)Â Balance as of January 1, 2024Â Â 13,843Â Â $2.64Â Â Â 3.7Â GrantedÂ Â 250Â Â Â 1.01Â Â Â 5.0Â ExercisedÂ Â -Â Â Â -Â Â Â -Â ForfeitedÂ Â (1,724)Â Â 4.11Â Â Â -Â Balance as of September 30, 2024Â Â 12,369Â Â $2.41Â Â Â 3.1Â Vested and exercisable as of September 30, 2024Â Â 8,375Â Â $2.87Â Â Â 2.8Â The following table presents the assumptions used in the Black-Scholes option-pricing model to determine the grant-date fair value of stock options granted during the three and nine months ended September 30, 2024 and 2023: 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 Exercise priceÂ $1.00 â€“ 1.12Â Â $1.35 â€“ 1.35Â Â $1.00 â€“ 1.12Â Â $1.35 â€“ 1.84Â Risk-free interest rateÂ 5.2 â€“ 5.2%Â Â 4.8 â€“ 4.8%Â Â 5.2 â€“ 5.2%Â Â 4.7 â€“ 4.8% Expected volatilityÂ 93.2 â€“ 104.6%Â Â 134.5 â€“ 134.5%Â Â 93.2 â€“ 104.6%Â Â 122.2 â€“ 136.9% Expected dividend yieldÂ Â 0%Â Â 0%Â Â 0%Â Â 0% Expected life of options (in years)Â Â 5.0Â Â Â 5.0Â Â Â 5.0Â Â Â 5.0Â Â Â The following table summarizes the exercise price range as of September 30, 2024 (in thousands, except exercise price data): Â Exercise PriceÂ Â Outstanding OptionsÂ Â Exercisable OptionsÂ $0.00 â€“ 1.00Â Â Â 105Â Â Â 10Â $1.00 â€“ 2.00Â Â Â 5,348Â Â Â 1,794Â $2.00 â€“ 3.00Â Â Â 5,845Â Â Â 5,500Â $3.00 â€“ 6.00Â Â Â 38Â Â Â 38Â $6.00 â€“ 8.00Â Â Â 683Â Â Â 683Â $8.00 â€“ 12.00Â Â Â 350Â Â Â 350Â Â Â Â Â Â 12,369Â Â Â 8,375Â Â The weighted average grant-date fair value of stock options granted during the nine months ended September 30, 2024 and 2023 was $1.01 and $1.42 per share, respectively. As of September 30, 2024, total unrecognized compensation cost related to common stock options was $3.5 million, which is expected to be recognized over a period of 3.3 years. Â Stock-based Compensation Â The Company recognized stock-based compensation expense related to common stock options and restricted shares of common stock in the following expense categories of its consolidated statements of operations (in thousands): Â Â Â Three Months Ended September 30, Â Â Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Research and development Â $ 562 Â Â $ 408 Â Â $ 1,761 Â Â $ 1,358 Â Selling and marketing Â Â 12 Â Â Â 85 Â Â Â 123 Â Â Â (351) General and administrative Â Â 189 Â Â Â 499 Â Â Â 796 Â Â Â 2,103 Â Total stock-based compensation Â $ 763 Â Â $ 992 Â Â $ 2,680 Â Â $ 3,110 Â Â For the nine months ended September 30, 2024 and 2023, stock-based compensation on the statements of stockholdersâ€™ equity was lower by $207 thousand and lower by $206 thousand, respectively, as compared to the expense recorded due to timing differences between award dates and the realization of stock-based compensation expense. The net expense of $2.7 million for the nine months ended September 30, 2024 is primarily attributable to vesting expense recognition, offset by insignificant pre-vesting forfeitures of common stock options for separated employees. Â In terms of new issuances, the Company issued 218 thousand shares of common stock to former executives in the nine months ended September 30, 2024 per their respective employment and separation agreements (the â€œSeparation Agreement Sharesâ€). In conjunction with the Separation Agreement Shares, the Company recognized $197 thousand of stock-based compensation expense during the nine months ended September 30, 2024, and does not expect future expense related to these offerings as they are fully vested.Â During the nine months ended September 30, 2023, the Company issued 2.4 million shares of common stock to employees as performance and incentive awards (the â€œ2023 Incentive Sharesâ€). The 2023 Incentive Shares included 854 thousand shares of common stock issued to 35 employees as payment in lieu of cash for 2022 performance bonuses (the â€œBonus Incentive Sharesâ€) and 1.5 million shares of common stock as long-term incentive bonuses to five employees identified as key technical staff (the â€œRetention Incentive Sharesâ€). The Bonus Incentive Shares are restricted and subject to the following vesting schedule: one-half vested on December 31, 2023 and one-half vesting on December 31, 2024. As of December 31, 2023, the Company canceled 23,600 of the issued shares that were forfeited by employees no longer with the Company. The Retention Incentive Shares are restricted and subject to annual vesting in equal amounts over a

five-year period as follows: 20% will vest on each of December 31, 2023, December 31, 2024Â¸ December 31, 2025, December 31, 2026, and December 31, 2027, subject to the grantee continuing to perform services for the Company in the capacity in which the grant was received on each applicable vesting date.Â Stock-based Compensation for Services Â The Company recognized stock-based compensation expense for services in lieu of cash payments to certain consultants, including expenses for both shares issued and stock option awards granted, in the following expense categories of its consolidated statements of operations (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 Selling and marketingÂ $-Â Â $(107)Â $-Â Â $(174) General and administrativeÂ Â 2Â Â Â 107Â Â Â 21Â Â Â 456Â Total stock-based compensationÂ $2Â Â $-Â Â $21Â Â $282Â Â For the nine months ended September 30, 2024 and 2023, stock-based compensation for services on the statements of stockholdersâ€™ equity was higher by $113 thousand and $2.1 million, respectively, as compared to the expense recorded due to timing differences between award dates and the realization of stock-based compensation expense. Â In terms of new issuances, the Company issued 142 thousand and 1.5 million shares of common stock, respectively, for services in the nine months ended September 30, 2024 and 2023. Note 12 â€“ Stock-based Compensation Â Incentive Plans Â The Companyâ€™s 2019 Equity and Incentive Plan, as amended in 2021 (the â€œ2019 Planâ€) enabled the Company to grant incentive stock options or nonqualified stock options and other equity awards to employees, directors and consultants of the Company up to a total of 3 million shares of common stock. All 3 million shares available for issue under the 2019 Plan have been issued. Â On July 5, 2022, the Board of Directors adopted the Companyâ€™s 2022. Equity and Incentive Plan (the â€œ2022 Planâ€), which provides for the issuance of up to 16 million shares of the Companyâ€™s common stock. The 2022 Plan was approved by a majority of the stockholders in September 2022. Per the 2022 Plan, the 2022 Plan reserves increased automatically by 1 million shares on January 1, 2023, providing for a total issuance of up to 17 million shares of common stock. As of December 31, 2023, a total of 13.8 million shares and options were issued and outstanding under the 2022 Plan. Â Options Â The following table presents the assumptions used in the Black-Scholes option-pricing model to determine the grant-date fair value of stock options granted: Â Â Â Year Ended Â Â Â DecemberÂ 31, Â Â Â 2023 Â Â 2022 Â Exercise price Â Â $0.85 â€“ 1.84 Â Â Â $1.67 â€“ 2.61 Â Risk-free interest rate Â Â 4.7 â€“ 5.0% Â Â Â 0.6 â€“ 4.5% Â Expected volatility Â Â 98 â€“ 137% Â Â Â 127 â€“ 164% Â Expected dividend yield Â Â 0% Â Â Â 0% Â Expected life of options (in years) Â Â 5.0 Â Â Â 5.0 Â Â The following table summarizes the Companyâ€™s option activity: Â Weighted Average Number of Shares (in thousands)Â Weighted Average Exercise PriceÂ Â Contractual Term (in years)Â Outstanding as of December 31, 2021Â Â Â Â Â Â Â Â Â As previously reportedÂ Â 5,197Â Â $7.68Â Â Â 2.5Â Adjustments (1)Â Â (1,100)Â Â (2.45)Â Â 1.4Â As restatedÂ Â 4,097Â Â Â 5.23Â Â Â 3.9Â GrantedÂ Â 6,853Â Â Â 1.38Â Â Â 5.0Â ForfeitedÂ Â (1,785)Â Â 3.17Â Â Â -Â Outstanding as of December 31, 2022Â Â 9,165Â Â Â 3.51Â Â Â 4.2Â GrantedÂ Â 5,340Â Â Â 1.38Â Â Â 5.0Â ForfeitedÂ Â (662)Â Â 4.41Â Â Â -Â Outstanding as of December 31, 2023Â Â 13,843Â Â $2.64Â Â Â 3.7Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Vested as of December 31, 2022Â Â 6,413Â Â $3.58Â Â Â 4.2Â Vested as of December 31, 2023Â Â 8,803Â Â $3.21Â Â Â 3.4Â Â The following table summarizes the exercise price range as of December 31, 2023 (in thousands): Â Exercise Price Â Â Outstanding Options Â Â Exercisable Options Â $ 0.00 â€“ 1.00 Â Â Â Â 180 Â Â Â Â 10 Â $ 1.00 â€“ 2.00 Â Â Â Â 5,695 Â Â Â Â 1,935 Â $ 2.00 â€“ 3.00 Â Â Â Â 6,359 Â Â Â Â 5,318 Â $ 3.00 â€“ 5.00 Â Â Â Â 65 Â Â Â Â 65 Â $ 5.00 â€“ 7.00 Â Â Â Â 726 Â Â Â Â 713 Â $ 7.00 â€“ 12.00 Â Â Â Â 818 Â Â Â Â 762 Â Â Â Â Â Â Â Â 13,843 Â Â Â Â 8,803 Â Â The weighted average grant-date fair value of stock options granted during the years ended December 31, 2023 and 2022 was $1.38 per share and $2.39 per share, respectively, and as of December 31, 2023, total unrecognized compensation cost related to common stock options was $5.8 million, which is expected to be recognized over a period of 4.0 years. Â Stock-based compensation Â The Company recognized stock-based compensation expense related to common stock options and restricted shares of common stock in the following expense categories of its consolidated statements of operations (in thousands): Â Â Â Year Ended December 31,Â Â Â 2023Â Â 2022Â Research and developmentÂ Â 2,080Â Â Â 509Â Selling and marketingÂ Â (279)Â Â 494Â General and administrativeÂ Â 2,470Â Â Â 8,320Â Total stock-based compensationÂ $4,271Â Â $9,323Â Â For the years ended December 31, 2023 and 2022, the statement of stockholdersâ€™ equity was lower by $33 thousand and higher by $170 thousand, respectively, as compared to the statement of cash flows for timing differences between award dates and the realization of stock-based compensation expense. Â In terms of new issuances, the Company issued 2,353,600 shares of common stock to employees in 2023 as performance and incentive awards (the â€œ2023 Incentive Sharesâ€), as compared to 20,000 in such awards in 2022. The 2023 Incentive Shares included 853,600 shares of common stock issued to 35 employees as payment in lieu of cash for 2022 performance bonuses (the â€œBonus Incentive Sharesâ€) and 1,500,000 shares of common stock as long-term incentive bonuses to five employees identified as key technical staff (the â€œRetention Incentive Sharesâ€). The Bonus Incentive Shares are restricted with the following vesting schedule: one-half vested on December 31, 2023 and one-half vesting on December 31, 2024. As of December 31, 2023, the Company canceled 23,600 of the issued shares that were forfeited by employees no longer with the Company. The Retention Incentive Shares are restricted and will vest annually in equal amounts over a five-year period as follows: twenty percent (20%) will vest on each of December 31, 2023, December 31, 2024Â¸ December 31, 2025, December 31, 2026, and December 31, 2027, subject to the grantee continuing to perform services for the Company in the capacity in which the grant was received on each applicable vesting date. In conjunction with these offerings, the Company recognized $1.1 million of stock-based compensation expense during the year ended December 31, 2023, and expects future expense related to these offerings to total $2.1 million over the remaining vesting periods.Â Â Â Stock-based compensation for services Â The Company recognized $284 thousand and $2.4 million during the years ended December 31, 2023 and 2022, respectively, in stock-based compensation for services in lieu of cash payments to certain consultants, including expenses for both shares issued and stock option awards granted. The difference in stock-based compensation for services on the statement of stockholdersâ€™ equity as compared to the statement of cash flows for the years ended December 31, 2023 and 2022, was driven by approximately $2.3 million in shares awarded to a consultant who served as an advisor on the QPhoton Merger, comprised of 750,000 shares of common stock to Draper, Inc. and 750,000 shares of common stock to Carriage House Capital, Inc. The expense was recognized in 2022 at the time of the merger, though the shares were not awarded and issued until 2023. Also in 2023, the Company issued 75,000 shares of common stock to FMW Media Works as compensation for services rendered in support of marketing and communications. Â In 2022, the Company issued 157,000 shares of common stock as compensation for services rendered in support of business development activities. X - DefinitionThe entire disclosure for share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/718/tableOfContentReference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (l) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureOfCompensationRelatedCostsSharebasedPaymentsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 33 R19.htm IDEA: XBRL DOCUMENT v3.24.4 Related Party Transactions 9 Months Ended 12 Months Ended Sep. 30, 2024 Dec. 31, 2023 Related Party Transactions [Abstract] Â Â Related Party Transactions Note 13. Related Party Transactions Â There were no related party transactions during the nine months ended September 30, 2024 and 2023.Â Note 13 â€“ Related Party Transactions Â There were no related party transactions during the years ended December 31, 2023 and 2022.Â X - ReferencesNo definition available. + Details Name: us-gaap_RelatedPartyTransactionsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe 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. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-5Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-6Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 235 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477968/946-235-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 235 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477968/946-235-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 850 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483326/850-10-50-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(2)(g)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(2)(c)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(2)(e)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 850 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/850/tableOfContentReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 850 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483326/850-10-50-6Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 850 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483326/850-10-50-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 850 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483326/850-10-50-1 + Details Name: us-gaap_RelatedPartyTransactionsDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 34 R20.htm IDEA: XBRL DOCUMENT v3.24.4 Operating Leases 9 Months Ended 12 Months Ended Sep. 30, 2024 Dec. 31, 2023 Operating Leases [Abstract] Â Â Operating Leases Note 7. Operating Leases Â As of September 30, 2024, the Company has use of space in three different locations, Hoboken, NJ, Tempe, AZ, and Arlington, VA, under lease or membership agreements, which expire at various dates through November 30, 2028. The Companyâ€™s leases do not provide an implicit rate, and the rates implicit in our leases are not readily determinable. Therefore, the Company uses its incremental borrowing rate as the discount rate when measuring operating lease assets and liabilities. The incremental borrowing rate represents an estimate of the interest rate the Company would incur at lease commencement to borrow an amount equal to the lease payments on a collateralized basis over the term of a lease. The Companyâ€™s leases all contain options to extend or renew the lease or membership term. Â The table below reconciles the undiscounted future minimum lease payments under these operating leases to the total operating lease liabilities recognized on the consolidated balance sheet as of September 30, 2024 (in thousands): Â YearÂ Lease Payments DueÂ 2024 (remaining three months)Â $88Â 2025Â Â 437Â 2026Â Â 591Â 2027Â Â 515Â 2028Â Â 212Â Total minimum paymentsÂ Â 1,843Â Less: imputed interestÂ Â (161) Present value of operating lease liabilitiesÂ Â 1,682Â Less: current portion included in other current liabilitiesÂ Â (385) Long-term operating lease liabilitiesÂ $1,297Â Â Other information related to operating lease liabilities consists of the following (in thousands): Â Â Â Three Months Ended September 30,Â Â Â Nine Months Ended September 30,Â Â Â 2024Â Â 2023Â Â 2024Â Â 2023Â Cash paid for operating lease liabilities (in thousands)Â $117Â Â $92Â Â $274Â Â $214Â Weighted average remaining lease term in yearsÂ Â 3.5Â Â Â 3.9Â Â Â 3.5Â Â Â 3.9Â Weighted average discount rateÂ Â 10%Â Â 10%Â Â 10%Â Â 10% Note 14 â€“ Operating Leases: Â The Company has use of space in five different locations, Hoboken, NJ, Tempe, AZ, Leesburg, VA, Arlington, VA, and Minneapolis, MN, under lease or membership agreements, which expire at various dates through October 31, 2028. The Companyâ€™s leases do not provide an implicit rate, and the rates implicit in our leases are not readily determinable. Therefore, the Company uses its incremental borrowing rate as the discount rate when measuring operating lease assets and liabilities. The incremental borrowing rate represents an estimate of the interest rate the Company would incur at lease commencement to borrow an amount equal to the lease payments on a collateralized basis over the term of a lease. The Companyâ€™s leases all contain options to extend or renew the lease or membership term. Â The table below reconciles the undiscounted future minimum lease payments under these operating leases to the total operating lease liabilities recognized on the consolidate balance sheet as of December 31, 2023 (in thousands): Â YearÂ Lease Payments DueÂ 2024Â $383Â 2025Â Â 576Â 2026Â Â 592Â 2027Â Â 516Â 2028Â Â 191Â Total minimum paymentsÂ Â 2,258Â Less: imputed interestÂ Â (1,298) Present value of operating lease liabilitiesÂ Â 960Â Less: current portion included in other current liabilitiesÂ Â (120) Long-term operating lease liabilitiesÂ Â 840Â Â Other information related to operating lease liabilities consists of the following: Â Â Â Year Ended December 31,Â Â Â 2023Â Â 2022Â Â Â Â Â Â Â Â Cash paid for operating lease liabilities (in thousands)Â $411Â Â $125Â Weighted average remaining lease term in yearsÂ Â 3.7Â Â Â 4.7Â Weighted average discount rateÂ Â 10%Â Â 10% X - ReferencesNo definition available. + Details Name: us-gaap_LeasesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for operating leases of lessee. Includes, but is not limited to, description of operating lease and maturity analysis of operating lease liability. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/842-20/tableOfContent + Details Name: us-gaap_LesseeOperatingLeasesTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 35 R21.htm IDEA: XBRL DOCUMENT v3.24.4 License Agreement â€“ Stevens Institute of Technology 9 Months Ended 12 Months Ended Sep. 30, 2024 Dec. 31, 2023 License Agreement â€“ Stevens Institute of Technology [Abstract] Â Â License Agreement â€“ Stevens Institute of Technology Note 14. License Agreement â€“ Stevens Institute of Technology Â Effective December 17, 2020, QPhoton signed a License Agreement with the Stevens Institute (the â€œStevens License Agreementâ€). The Stevens License Agreement enables the Company to commercially use technology such as licensed patents, licensed patent applications and licensed â€œKnow-Howâ€ and is also able to issue sublicenses for the technology under the agreement. The agreement is effective until the later of: (i) the 30-year anniversary of the effective date, or (ii) the expiration of the licensed patent or licensed patent application that is last to expire. As part of the merger of the Company and QPhoton, the Stevens License Agreement was assigned to the Company. Â During the term of the Stevens License Agreement and prior to any commercialization or sublicensing of the technology by the Company, the Company is required to submit annual reports to the Stevens Institute reporting on all research, development, and efforts toward commercialization and/or sublicensing made during the year. Once any commercialization and/or sublicensing has been initiated, the Company will deliver quarterly reports to the Stevens Institute reporting on the revenue received by the Company, all sublicenses derived from the sale of licensed products, and the net sales price associated with each transaction. The Company will be responsible for reimbursing Stevens for any costs associated with the prosecution and maintenance of the licensed patents and licensed patent applications moving forward. Â Consideration for the Agreement Â As consideration for the license and other rights granted under the agreement, QPhoton agreed to pay the following: (i) $35 thousand within 30 days of execution of the agreement, (ii) $28 thousand within 30 days of each annual anniversary of the effective date, (iii) equity in the Company equivalent to nine percent of the outstanding equity of the Company within 30 days of the execution of the agreement, and (iv) royalties of 3.5% of the net sales price of each licensed product sold or licensed by the company during the quarter then-ended, for which it also received payment, concurrent with the delivery of the relevant quarterly report. Â As of September 30, 2024, the Company has begun to commercialize some of the licensed technology, though has not recognized any related revenue and hence has not incurred any royalty expenses payable to the Stevens Institute. Note 15 â€“ License Agreement â€“ Stevens Institute of Technology Â Effective December 17th, 2020, QPhoton signed a License Agreement with the Stevens Institute. The License Agreement enables the Company to commercially use technology such as licensed patents, licensed patent applications and licensed â€œKnow-Howâ€. QPhoton is also able to issue sublicenses for the technology under the

agreement. The agreement is effective until the later of: (i) the 30-year anniversary of the effective date, or (ii) the expiration of the licensed patent or licensed patent application that is last to expire. As part of the merger of the Company and QPhoton, the Stevens License Agreement was assigned to the Company. Â During the term of the agreement and prior to any commercialization or sublicensing of the technology by the Company, the Company shall be required to submit annual reports to the Stevens Institute reporting on all research, development, and efforts toward commercialization and/or sublicensing made during the year. Once any commercialization and/or sublicensing has been initiated, the Company shall deliver quarterly reports to the Stevens Institute reporting on the revenue received by the Company, all sublicenses derived from the sale of licensed products, and the net sales price associated with each transaction. The Company will be responsible for reimbursing Stevens for any costs associated with the prosecution and maintenance of the licensed patents and licensed patent applications moving forward. Â Consideration for the agreement Â As consideration for the license and other rights granted under the agreement, QPhoton agreed to pay the following: (i) $35 thousand within 30 days of execution of the agreement, (ii) $28 thousand within 30 days of each annual anniversary of the effective date, (iii) equity in the Company equivalent to nine percent of the membership units of the Company within 30 days of the execution of the agreement, and (iv) royalties of 3.5% of the Net Sales Price of each licensed product sold or licensed by the Company during the quarter then-ended, for which it also received payment, concurrent with the delivery of the relevant quarterly report. Â As of December 31, 2023, the Company has begun to commercialize some of the licensed technology, though the Company has not recorded any related revenue and hence has not incurred any royalty expenses payable to the Stevens Institute. X - DefinitionThe entire disclosure of license agreement Institute of technology. + ReferencesNo definition available. + Details Name: qubt_LicenseAgreementStevensInstituteOfTechnologyTextBlock Namespace Prefix: qubt_ Data Type: dtr:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_EntertainmentLicenseAgreementForProgramMaterialAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 36 R22.htm IDEA: XBRL DOCUMENT v3.24.4 Subsequent Events 9 Months Ended 12 Months Ended Sep. 30, 2024 Dec. 31, 2023 Subsequent Events [Abstract] Â Â Subsequent Events Note 16. Subsequent Events Â In October and November 2024, the Company redeemed 165,566 shares of Series A Preferred Stock for $910 thousand. As of November 4, 2024, the Company has redeemed 662,264 shares of Series A Preferred Stock for a cumulative redemption amount of $3.6 million in cash paid to the Series A Holders; there are 827,740 shares of Series A Preferred Stock issued and outstanding.Â Â In October 2024, the Company resumed use of its ATM Facility and sold approximately 3.9 millionÂ shares of common stock as of November 4, 2024. The Company intends to use the net proceeds for our operations and for other general corporate purposes, including, but not limited to, capital expenditures, including our AZ Chips Facility, as defined in Item 2, anagementâ€™s Discussion and Analysis of Financial Condition and Results of Operations, payments under the Series A Redemption Agreement and general working capital. As of November 4, 2023, the Company has approximately $55 million available under the 2022 Shelf and $5 million available under the ATM Agreement, as amended. Â There are no other events of a subsequent nature that in managementâ€™s opinion are reportable. Note 16 â€“ Subsequent EventsÂ Â On January 31, 2024, BV Advisory and its chief executive officer, Keith Barksdale (the â€œBV Defendantsâ€), alleged stockholders of and claimants against the Company, filed a motion for reconsideration of his original 2023 motion to dismiss. The motion and our opposition were argued before the Superior Court of New Jersey (the â€œNJ Courtâ€) on February 15, 2024. On March 7, 2024, the NJ Court issued an order, granting the BV Defendantâ€™s motion dismissing the Companyâ€™s case on procedural grounds because, according to the NJ Court, the Company can assert its claims. On April 1, 2024, the Company filed a motion in New Jersey Superior Court for reconsideration of the Courtâ€™s March 7, 2024 order dismissing the Companyâ€™s defamation and fraud complaint (the â€œQCi v BV Complaint in NJ Courtâ€) against the BV Defendants on procedural grounds. On May 1, 2024, the NJ Court affirmed its initial order dismissing the case with prejudice and directed the Company to file its claims in Delaware. The Company, as plantiff on the QCi v BV Complaint in NJ Court, is currently evaluating whether it should file the claims in Delaware. On May 28, 2024, the Delaware Court of Chancery issued rulings dismissing the BV Advisory petition to appoint a receiver for the Company without prejudice and granting in part the Companyâ€™s motion to dismiss the BV Advisory lawsuit for breach of contract and related claims, dismissing eight of the ten counts in the complaint.Â The Parties are working with the Court to schedule briefing and resolution of the two remaining counts. Â From January 1, 2024, through March 1, 2024, the Company repaid $2,094,378 of principal and accrued interest on the Streeterville Unsecured Note, for a cumulative redemption amount of $9,094,378. As of March 1, 2024, the Company had fully repaid the Streeterville Unsecured Note. Â On March 19, 2024, the Company entered into a Redemption and Waiver Agreement (the â€œRedemption Agreementâ€) with the current holders (the â€œSeries A Holdersâ€) of its Series A Preferred Stock. Pursuant to the Redemption Agreement, the Company agreed to redeem all outstanding shares of the Series A Preferred Stock for an aggregate cash purchase price of $8,195,000, or $5.50 per share, at its sole discretion, in 18 monthly payments (each a â€œMonthly Redemption Thresholdâ€ payment), which may be accelerated at the Companyâ€™s sole discretion. In addition, the Series A Holders agreed to waive (the â€œWaiversâ€), on a month-by-month basis following each monthly payment, certain rights granted to them in (i) the Preferred Stock Certificate of Designation (the â€œPreferred Stock CODâ€), including for the accrual and payment of accrued and future dividends; and (ii) the Preferred Stock Securities Purchase Agreement (the â€œPreferred Stock SPAâ€). In the event the Company opts to not make a Monthly Redemption Threshold payment, the Waivers are forfeited and the terms revert to those detailed in the Preferred Stock COD and Preferred Stock SPA. As of September 9, 2024, the Company has redeemed 496,698 shares of Series A Preferred Stock for a cumulative redemption amount of $2.7 million in cash paid to the Series A Holders. As of September 9, 2024 there are 993,306 shares of Series A Preferred Stock issued and outstanding. Â On August 6, 2024, the Company entered into a Securities Purchase Agreement with Streeterville, pursuant to which the Company issued and sold to Streeterville a Secured Convertible Promissory Note (the â€œStreeterville Secured Convertible Noteâ€) in the original principal amount of $8.25 million (the â€œPrincipal Amountâ€). The Principal Amount includes an original issue discount of $750 thousand. In exchange for the Streeterville Secured Convertible Note, Streeterville paid $7.5 million in cash. The Streeterville Secured Convertible Note accrues interest at a rate of 10% per annum and has a maturity date of 18 months from the Effective Date, unless earlier prepaid, redeemed or accelerated in accordance with its terms prior to such date. The Company intends to use the net proceeds from the sale of the Streeterville Secured Convertible Note primarily for general working capital purposes, including for (i) operations as the Company increases its sales and marketing efforts; (ii) capital expenditures in outfitting its chip fabrication facility in Tempe, AZ; and (iii) for any other planned or unplanned expenditures that might arise in support of the Companyâ€™s business plan. Ascendiant Capital Markets, LLC served as the placement agent on the transaction and received a fee of $450 thousand. Â There are no other events of a subsequent nature that in managementâ€™s opinion are reportable. X - ReferencesNo definition available. + Details Name: us-gaap_SubsequentEventsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for significant events or transactions that occurred after the balance sheet date through the date the financial statements were issued or the date the financial statements were available to be issued. Examples include: the sale of a capital stock issue, purchase of a business, settlement of litigation, catastrophic loss, significant foreign exchange rate changes, loans to insiders or affiliates, and transactions not in the ordinary course of business. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 855 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/855/tableOfContentReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 855 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483399/855-10-50-2 + Details Name: us-gaap_SubsequentEventsTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 37 R23.htm IDEA: XBRL DOCUMENT v3.24.4 Net Loss per Common Share 9 Months Ended Sep. 30, 2024 Net Loss per Common Share [Abstract] Â Net Loss per Common Share Note 3. Net Loss per Common Share Â The following table sets forth the computation of basic and diluted loss per share (in thousands, except per share data): Â Â Â Three Months Ended September 30, Â Â Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Numerator: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Net loss Â $ (5,675) Â $ (6,841) Â $ (17,305) Â $ (20,395) Less: Series A convertible preferred stock dividends Â Â - Â Â Â (215) Â Â - Â Â Â (646) Net loss attributable to common stockholders â€“ basic and diluted Â $ (5,675) Â $ (7,056) Â $ (17,305) Â $ (21,041) Denominator: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Weighted average shares used in computing net loss per common share â€“ basic and diluted Â Â 93,048 Â Â Â 71,588 Â Â Â 89,063 Â Â Â 64,246 Â Net loss per common share â€“ basic and diluted Â $ (0.06) Â $ (0.10) Â $ (0.19) Â $ (0.33) Â Â Net loss per share is based on the weighted average number of the Companyâ€™s common shares and common share equivalents outstanding during the period.Â In periods with a reported net loss, the effect of anti-dilutive stock options, unvested restricted common stock and warrants are excluded and diluted loss per share is equal to basic loss per share. Due to a net loss in the three and nine months ended September 30, 2024 and 2023, there were therefore no dilutive securities and hence basic and diluted loss per share were the same. The following is a summary of the weighted average common stock equivalents for the securities outstanding during the respective periods that have been excluded from the computation of diluted net loss per common share, as their effect would be anti-dilutive (in thousands): Â Â Â Three Months Ended September 30,Â Â Â Nine Months Ended September 30,Â Â Â Â 2024Â Â 2023Â Â 2024Â Â 2023Â WarrantsÂ Â 2,212Â Â Â 5,973Â Â Â 2,538Â Â Â 6,092Â OptionsÂ Â 12,407Â Â Â 13,069Â Â Â 12,882Â Â Â 11,410Â Unvested restricted common stockÂ Â 2,997Â Â Â 1,783Â Â Â 2,997Â Â Â 771Â Total potentially dilutive sharesÂ Â 17,616Â Â Â 20,825Â Â Â 18,417Â Â Â 18,273Â Â As all potentially dilutive securities are anti-dilutive as of September 30, 2024 and 2023, diluted net loss per share is the same as basic net loss per share for each period. X - ReferencesNo definition available. + Details Name: us-gaap_EarningsPerShareAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for earnings per share. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/260/tableOfContentReference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-3 + Details Name: us-gaap_EarningsPerShareTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 38 R24.htm IDEA: XBRL DOCUMENT v3.24.4 Accounting Policies, by Policy (Policies) 9 Months Ended 12 Months Ended Sep. 30, 2024 Dec. 31, 2023 Significant Accounting Policies [Abstract] Â Â Basis of Presentation and Principles of Consolidation Basis of Presentation and Principles of Consolidation:The Company prepares its consolidated financial statements in conformity with accounting principles generally accepted in the United States of America (â€œU.S. GAAPâ€) as determined by the Financial Accounting Standards Board (the â€œFASBâ€), including Accounting Standards Codification (â€œASCâ€) 810, Consolidation. The accompanying unaudited condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation. The Companyâ€™s fiscal year end is December 31. Basis of Presentation and Principles of Consolidation:The Company prepares its consolidated financial statements in conformity with accounting principles generally accepted in the United States of America (â€œU.S. GAAPâ€) as determined by the Financial Accounting Standards Board (the â€œFASBâ€), including ASC 810, Consolidation. The accompanying consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation. The Companyâ€™s fiscal year end is December 31.Â Risk and Uncertainties Â Risk and UncertaintiesThe Company is subject to certain risks and uncertainties and believes changes in any of the following areas could have a material adverse effect on the Companyâ€™s future financial position or results of operations or cash flows: new product development, including market receptivity; litigation or claims against the Company based on intellectual property, patent, product regulation or other factors; competition from other products; general economic conditions; the ability to attract and retain qualified employees; and, ultimately, to sustain profitable operations. Use of Estimates Use of EstimatesThese unaudited condensed consolidated financial statements have been prepared in accordance with U.S. GAAP, which requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the unaudited condensed consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Some of the more significant estimates required to be made by management include the valuation of goodwill and intangible assets, deferred tax assets, equity-based transactions and liquidity assessment. Actual results may differ from these estimates. Use of EstimatesThese consolidated financial statements have been prepared in accordance with U.S. GAAP, which requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Some of the more significant estimates required to be made by management include the valuation of goodwill and intangible assets, deferred tax assets, equity-based transactions and liquidity assessment. Actual results may differ from these estimates. Cash and Cash Equivalents Cash and Cash EquivalentsHighly liquid investments with a maturity of three months or less when purchased are considered to be cash equivalents. The Company maintains its cash in mutual funds and deposit and money market accounts with high quality financial institutions which, at times, may exceed federally insured limits. As of September 30, 2024 and December 31, 2023, the Company had $2.3 million and $2.1 million, respectively, in cash equivalents invested in mutual funds. The Company has not experienced any losses on these deposits and believes it is not exposed to significant credit risk on cash.Â Cash and Cash EquivalentsHighly liquid investments with a maturity of three months or less when purchased are considered to be cash equivalents. As of December 31, 2023 and 2022, there were no cash equivalents. The Company maintains its cash in deposit and money market accounts with high quality financial institutions which, at times, may exceed federally insured limits. The Company has not experienced any losses on these deposits and believes it is not exposed to significant credit risk on cash. Revenue Revenue The Company recognizes revenue in accordance with ASC 606 â€“ Revenue from Contracts with Customers, by analyzing contracts with its customers using a five-step approach: Â 1. Identify the contract Â Â Â Â Â 2. Identify the performance obligations Â Â Â Â Â 3. Determine the transaction price Â Â Â Â Â 4. Allocate the transaction price to the performance obligations Â Â Â Â Â 5. Recognize revenue when performance obligations are satisfied Â The revenue the Company has recognized in the nine months ended September 30, 2024 and 2023 were primarily derived from contracts to perform professional services. Revenue from time and materials-based contracts is recognized as the direct hours worked during the period times the contractual hourly rate, plus direct materials and other direct costs as appropriate, plus negotiated materials handling burdens, if any. Revenue from units-based contracts is recognized as the number of units delivered or performed during the period times the contractual unit price. Revenue from fixed price contracts is recognized as work is performed with estimated profits recorded on a percentage of completion basis. The Company has no cost-plus type contracts at this time.The Company includes depreciation and amortization expenses in manufacturing overhead, which is a component of cost of revenue. However, at the present time manufacturing overhead, including depreciation and amortization expense related to production equipment, is not material and the primary components of cost of revenue are direct labor and direct materials, with a small amount of shipping expenses. Revenue The Company recognizes revenue in accordance with ASC 606, Revenue from Contracts with Customers, by analyzing contracts with its customers using a five-step approach: Â 1. Identify the contract Â Â Â Â Â 2. Identify the performance obligations Â Â Â Â Â 3. Determine the transaction price Â Â Â Â Â 4. Allocate the transaction price to the performance obligations Â Â Â Â Â 5. Recognize revenue when performance obligations are satisfied The Company recognized a small amount of revenue in 2023 and 2022, which was primarily derived from contracts to perform professional services. Revenue from time and materials-based contracts is recognized as the direct hours worked during the period times the contractual hourly rate, plus direct materials and other direct costs as appropriate, plus negotiated materials handling burdens, if any. Revenue from units-based contracts is recognized as the number of units delivered or performed during the period times the contractual unit price. Revenue from fixed price contracts is recognized as work is performed with estimated profits recorded on a percentage of completion basis. The Company has no cost-plus type contracts at this time.The Company includes depreciation and amortization expenses in manufacturing overhead, which is a component of cost of revenue. However, at the present time manufacturing overhead, including depreciation and amortization expense related to production equipment, is not material and the primary components of cost of revenue are direct labor and direct materials, with a small amount of shipping expenses. Accounts Receivable Accounts ReceivableAccounts receivable consists of amounts due from customers for work performed on contracts. The Company records accounts receivable at their net realizable value. Periodically the Company evaluates its accounts receivable to establish a provision for credit losses, when deemed necessary, based on the history of past write-offs, collections and current credit conditions. The customer accounts receivable as of September 30, 2024 are considered not fully collectible and thus the Company has recorded a provision for credit losses of $3.5 thousand; the customer accounts receivable as of December 31, 2023 are considered fully collectible. Accounts ReceivableAccounts receivable consists of amounts due from customers for work performed on contracts. The Company records accounts receivable at their net realizable value. Periodically the Company evaluates its

accounts receivable to establish a provision for credit losses, when deemed necessary, based on the history of past write-offs, collections and current credit conditions. Within 2022, certain accounts receivable, attributable to a single customer, were determined not to be collectible and management recorded a provision and wrote off the uncollectible receivables against that account. The customer accounts receivable as of December 31, 2023 are considered fully collectible and thus management has not recorded a provision for credit losses.Â Provision for Credit Losses Provision for Credit LossesThe Company estimates losses on loans and other financial instruments in accordance with Accounting Standards Update (â€œASUâ€) 2016-13, Measurement of Credit Losses on Financial Instruments. ASU 2016-13 introduces the current expected credit losses (â€œCECLâ€) methodology for estimating allowances for credit losses. The CECL framework requires the Company to measure all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions and reasonable and supporting forecasts. Under CECL, the allowance for credit losses is measured as the difference between the financial assetâ€™s cost basis and the net amount expected to be collected on the financial asset. CECL allows us to use information about past events including historical loan loss experience, current conditions, and reasonable and supportable forecasts to assess the collectability of the financial assets. The receivables for financial assets as of September 30, 2024 and December 31, 2023 are not considered fully collectible and thus management has recorded a provision for credit losses. See Note 9, Loan Receivable, for additional information. Provision for Credit LossesThe Company estimates losses on loans and other financial instruments in accordance with Accounting Standards Update (â€œASUâ€) 2016-13, Measurement of Credit Losses on Financial Instruments. ASU 2016-13 introduces the current expected credit losses (â€œCECLâ€) methodology for estimating allowances for credit losses. The CECL framework requires the Company to measure all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions and reasonable and supporting forecasts. Under CECL, the allowance for credit losses is measured as the difference between the financial assetâ€™s cost basis and the net amount expected to be collected on the financial asset. CECL allows us to use information about past events including historical loan loss experience, current conditions, and reasonable and supportable forecasts to assess the collectability of the financial assets. The receivables for financial assets as of December 31, 2023 are not considered fully collectible and thus management has recorded a provision for credit losses. Note 10, Loan Receivable, for additional information. Inventory InventoryInventory is stated at the lower of cost or net realizable value. Cost is determined on a standard cost basis which approximates actual cost on a first in-first out method. Lower of cost or net realizable value is evaluated by considering obsolescence, excessive levels of inventory, deterioration and other factors. Adjustments to reduce the cost of inventory to its net realizable value, if required, are made for estimated excess, obsolescence or impaired inventory and are charged to cost of revenue. Once the cost of the inventory is reduced, a new lower-cost basis for that inventory is established, and subsequent changes in facts and circumstances do not result in the restoration or increase in that newly established cost basis. Factors influencing these adjustments include changes in demand, product life cycle and development plans, component cost trends, product pricing, physical deterioration and quality issues. Revisions to these adjustments would be required if these factors differ from our estimates. InventoryInventory is stated at the lower of cost or net realizable value. Cost is determined on a standard cost basis which approximates actual cost on a first in-first out (â€œFIFOâ€) method. Lower of cost or net realizable value is evaluated by considering obsolescence, excessive levels of inventory, deterioration and other factors. Adjustments to reduce the cost of inventory to its net realizable value, if required, are made for estimated excess, obsolescence or impaired inventory and are charged to cost of revenue. Once the cost of the inventory is reduced, a new lower-cost basis for that inventory is established, and subsequent changes in facts and circumstances do not result in the restoration or increase in that newly established cost basis. Factors influencing these adjustments include changes in demand, product life cycle and development plans, component cost trends, product pricing, physical deterioration and quality issues. Revisions to these adjustments would be required if these factors differ from our estimates. Operating Leases Operating LeasesThe Company determines if an arrangement is a lease at inception. Operating lease right-of-use (â€œROUâ€) assets are included in right-of-use assets, net on the consolidated balance sheets. The current and long-term components of operating lease liabilities are included in the current operating lease liabilities and noncurrent operating lease liabilities, respectively, on the consolidated balance sheets.Â Operating lease ROU assets and operating lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term. As most of the Companyâ€™s leases do not provide an implicit rate, and the Company uses an incremental borrowing rate based on the information available at the commencement date in determining the present value of future payments. Certain leases may include options to extend or terminate the lease. Lease expense for minimum lease payments is recognized on a straight-line basis over the lease term. Leases with an initial term of 12 months or less are not recorded on the consolidated balance sheet. All of our operating leases are comprised of office space leases, and as of September 30, 2024 and December 31, 2023, we had no finance leases. Operating LeasesThe Company determines if an arrangement is a lease at inception. Operating lease right-of-use (â€œROUâ€) assets are included in right-of-use assets, net on the consolidated balance sheets. The current and long-term components of operating lease liabilities are included in the current operating lease liabilities and non-current operating lease liabilities, respectively, on the consolidated balance sheets.Operating lease ROU assets and operating lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term. As most of the Companyâ€™s leases do not provide an implicit rate, the Company uses an incremental borrowing rate based on the information available at the commencement date in determining the present value of future payments. Certain leases may include options to extend or terminate the lease. Lease expense for minimum lease payments is recognized on a straight-line basis over the lease term. Leases with an initial term of 12 months or less are not recorded on the consolidated balance sheet. All of our operating leases are comprised of office space leases, and as of December 31, 2023 and 2022, we had no finance leases. Business Combinations and Valuation of Goodwill Business Combinations and Valuation of GoodwillWe account for business combinations under the acquisition method of accounting. This method requires the recording of acquired assets and assumed liabilities at their acquisition date fair values. The excess of the purchase price over the fair value of assets acquired and liabilities assumed is recorded as goodwill. Results of operations related to business combinations are included prospectively beginning with the date of acquisition and transaction costs related to business combinations are recorded withing general and administrative expenses.The Company reviews goodwill for impairment on an annual basis or whenever events or changes in circumstances indicate the carrying value may not be recoverable. The Company performs an annual impairment test by comparing the fair value of a reporting unit with its carrying amount. An impairment charge should be recognized for the amount by which the carrying amount exceeds the reporting unitâ€™s fair value; however, the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. In addition, income tax effects from any tax-deductible goodwill carrying amount of the reporting unit should be considered when measuring the goodwill impairment loss, if applicable. The Company has determined that it has a single reporting unit for purposes of performing its goodwill impairment test. As the Company uses the market approach to assess impairment, its common stock price is an important component of the fair value calculation. If the Companyâ€™s stock price continues to experience significant price and volume fluctuations, this will impact the fair value of the reporting unit and can lead to potential impairment in future periods. The Company performs its annual impairment test during the fourth quarter of each fiscal year. As of September 30, 2024, we had not identified any factors that indicated there was an impairment of our goodwill and determined that no additional impairment analysis was then required. Business Combinations and Valuation of GoodwillWe account for business combinations under the acquisition method of accounting. This method requires the recording of acquired assets and assumed liabilities at their acquisition date fair values. The excess of the purchase price over the fair value of assets acquired and liabilities assumed is recorded as goodwill. Results of operations related to business combinations are included prospectively beginning with the date of acquisition and transaction costs related to business combinations are recorded withing general and administrative expenses.Â The Company reviews goodwill for impairment on an annual basis or whenever events or changes in circumstances indicate the carrying value may not be recoverable. The Company performs an annual impairment test by comparing the fair value of a reporting unit with its carrying amount. An impairment charge should be recognized for the amount by which the carrying amount exceeds the reporting unitâ€™s fair value; however, the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. In addition, income tax effects from any tax-deductible goodwill carrying amount of the reporting unit should be considered when measuring the goodwill impairment loss, if applicable. The Company has determined that it has a single reporting unit for purposes of performing its goodwill impairment test. As the Company uses the market approach to assess impairment, its common stock price is an important component of the fair value calculation. If the Companyâ€™s stock price continues to experience significant price and volume fluctuations, this will impact the fair value of the reporting unit and can lead to potential impairment in future periods. The Company performed its annual impairment test during the second quarter of fiscal 2023 and 2022 and determined that its goodwill was not impaired. As of December 31, 2023 and 2022, we had not identified any factors that indicated there was an impairment of our goodwill and determined that no additional impairment analysis was then required. Property and Equipment Property and EquipmentProperty and equipment are stated at cost or contributed value. Depreciation of furniture, software and equipment is calculated using the straight-line method over their estimated useful lives, and leasehold improvements are amortized on a straight-line basis over the shorter of their estimated useful lives or the lease term. The cost and related accumulated depreciation of equipment retired or sold are removed from the accounts and any differences between the undepreciated amount and the proceeds from the sale are recorded as a gain or loss on sale of equipment. Maintenance and repairs are charged against expense as incurred. Property and EquipmentProperty and equipment are stated at cost or contributed value. Depreciation of furniture, software and equipment is calculated using the straight-line method over their estimated useful lives, and leasehold improvements are amortized on a straight-line basis over the shorter of their estimated useful lives or the lease term. The cost and related accumulated depreciation of equipment retired or sold are removed from the accounts and any differences between the undepreciated amount and the proceeds from the sale are recorded as a gain or loss on sale of equipment. Maintenance and repairs are charged against expense as incurred. Impairment of Long-Lived Assets Impairment of Long-Lived AssetsThe Company has long-lived assets such as tangible property and equipment, identified intangible assets consisting of acquired patents and core technology. When events or changes in circumstances occur that could indicate the carrying value of long-lived assets may not be recoverable, the Company assesses recoverability by determining whether the undiscounted cash flows estimated to be generated by those assets are less than the carrying amounts of those assets. If the undiscounted cash flow is less, an impairment charge is recognized for the excess of the carrying amounts of these assets over the fair values. Fair values are determined by discounted future cash flows, appraisals or other methods.During the three and nine months ended September 30, 2024 and 2023, the Company did not record any impairment from long-lived assets. Impairment of Long-Lived AssetsThe Company has long-lived assets such as tangible property and equipment, identified intangible assets consisting of acquired patents and core technology. When events or changes in circumstances occur that could indicate the carrying value of long-lived assets may not be recoverable, the Company assesses recoverability by determining whether the undiscounted cash flows estimated to be generated by those assets are less than the carrying amounts of those assets. If the undiscounted cash flow is less, an impairment charge is recognized for the excess of the carrying amounts of these assets over the fair values. Fair values are determined by discounted future cash flows, appraisals or other methods.During the years ended December 31, 2023 and 2022, the Company did not record any impairment from long-lived assets. Fair Value of Financial Instruments Fair Value of Financial InstrumentsThe carrying amount of certain financial instruments held by the Company, such as cash equivalents, accounts receivable, contract assets and liabilities, accounts payable, and accrued and other current liabilities, approximate fair value due to their short maturities. The carrying amount of the liabilities for the convertible preferred stock warrants represent their fair value. The carrying amounts of the Companyâ€™s borrowings and lease liabilities approximate fair value due to the market interest rates that these obligations bear and interest rates currently available to the Company.Â Fair value is defined as the exchange price that would be received for an asset or an exit price paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The fair value hierarchy defines a three-level valuation hierarchy for disclosure of fair value measurements as follows: Â Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities; Â Level 2 Inputs other than quoted prices included within Level 1 that are observable, unadjusted 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 related assets or liabilities; and Â Level 3 Unobservable inputs that are supported by little or no market activity for the related assets or liabilities. The categorization of a financial instrument within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. As of September 30, 2024 and December 31, 2023, the Company had $2.3 million of the $3.1 million cash and cash equivalents and $793 thousand of the $2.1 million cash and cash equivalents, respectively, in Level 1 assets, comprised of U.S. Government mutual funds, and $666 thousand and no carrying value, respectively, for Level 3 liabilities, which are comprised of derivative and warrant liabilities. See Note 11, Capital Stock â€“ Warrants, for a full discussion of the warrant liability.Â Fair Value of Financial InstrumentsThe carrying amount of certain financial instruments held by the Company, such as cash equivalents, accounts receivable, contract assets and liabilities, accounts payable, and accrued and other current liabilities, approximate fair value due to their short maturities. The carrying amount of the liabilities for the convertible preferred stock warrants represent their fair value. The carrying amounts of the Companyâ€™s borrowings and lease liabilities approximate fair value due to the market interest rates that these obligations bear and interest rates currently available to the Company.Fair value is defined as the exchange price that would be received for an asset or an exit price paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The fair value hierarchy defines a three-level valuation hierarchy for disclosure of fair value measurements as follows: Â Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities; Â Level 2 Inputs other than quoted prices included within Level 1 that are observable, unadjusted 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 related assets or liabilities; and Â Level 3 Unobservable inputs that are supported by little or no market activity for the related assets or liabilities. The categorization of a financial instrument within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. As of December 31, 2023, the Company had $793 thousand in Level 1 assets, comprised of U.S. Government mutual funds, and no carrying value for Level 3 liabilities, comprised of the QPhoton Warrants, as defined below. As of December 31, 2022, the Company had $528 thousand in carrying value for Level 3 liabilities, comprised of the QPhoton Warrants. Research and Development Costs Research and Development CostsResearch and development costs include costs directly attributable to the conduct of research and development programs, including the cost of services provided by outside contractors, acquiring work-in-progress intellectual property, development, and mandatory compliance fees and contractual obligations. All costs associated with research and development are expensed as incurred. Research and Development CostsResearch and development costs include costs directly attributable to the conduct of research and development programs to enhance existing products and services and to develop future technologies, including the cost of services provided by outside contractors, and mandatory compliance fees and contractual obligations. All costs associated with research and development are expensed as incurred.Â Software Development Costs Software Development CostsSoftware development costs incurred subsequent to the establishment of technological feasibility for software intended to be sold, licensed or otherwise marketed to customers will be capitalized, but development costs not meeting the criteria for capitalization are expensed as incurred. With respect to internal use software, the Company will capitalize such development costs incurred during the application development stage, but development costs incurred prior to that stage will be expensed as incurred. No amortization expense will be recorded until the software is ready for its intended use. To date the Company has not incurred any material capitalizable software development costs. Software Development CostsSoftware development costs incurred subsequent to the establishment of technological feasibility for software intended to be sold, licensed or otherwise marketed to customers will be capitalized, but development costs not meeting the criteria for capitalization are expensed as incurred. With respect to internal use software, the Company will capitalize such development costs incurred during the application development stage, but development costs incurred prior to that stage will be expensed as incurred. No amortization expense will be recorded until the software is ready for its intended use. To date the Company has not incurred any capitalizable software development costs. Stock-Based Compensation Stock-based CompensationStock-based compensation expense for expected-to-vest awards is valued under the single-option approach and amortized on a straight-line basis, accounting for actual pre-vesting forfeitures as they occur. We utilize the Black-Scholes pricing model in order to determine the fair value of stock-based option awards. The Black-Scholes pricing model requires various highly subjective assumptions including volatility, expected option life, and risk-free interest rate. The assumptions used in calculating the fair value of share-based payment awards represent managementâ€™s best estimates. These estimates involve inherent uncertainties and the application of management judgment. If factors change and different assumptions are used, our stock-based compensation expense could be materially different in the future. Stock-Based CompensationThe Company has

adopted ASU 2018-07, Compensation-Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting. ASU 2018-07 expands the scope of ASC 718, Share-Based Payment, to include share-based payment transactions for acquiring goods and services from nonemployees. An entity should apply the requirements of ASC 718 to nonemployee awards except for specific guidance on inputs to an option pricing model and the attribution of cost. ASU 2018-07 specifies that Topic 718 applies to all share-based payment transactions in which a grantor acquires goods or services to be used or consumed in a grantorâ€™s own operations by issuing share-based payment awards, and that ASC 718 does not apply to share based payments used to effectively provide (1) financing to the issuer or (2) awards granted in conjunction with selling goods or services to customers as part of a contract accounted for under ASC 606, Revenue from Contracts with Customers.Stock-based compensation expense for expected-to-vest awards is valued under the single-option approach and amortized on a straight-line basis, accounting for actual forfeitures as they occur. We utilize the Black Scholes pricing model in order to determine the fair value of stock-based option awards. The Black Scholes pricing model requires various highly subjective assumptions including volatility, expected option life, and risk-free interest rate. The assumptions used in calculating the fair value of share-based payment awards represent managementâ€™s best estimates. These estimates involve inherent uncertainties and the application of management judgment. If factors change and different assumptions are used, our stock-based compensation expense could be materially different in the future. Loss Per Share Loss Per ShareBasic net loss per common share is computed by dividing net loss by the weighted average number of common shares outstanding during the period. Diluted net loss per common share is computed by dividing net loss attributable to common stockholders by the weighted average number of common shares outstanding, plus the number of additional common shares that would have been outstanding if the common share equivalents had been issued (computed using the â€œIf-Convertedâ€ method), unless the effect of such issuances would have been anti-dilutive. Loss Per ShareBasic net loss per common share is computed by dividing net loss by the weighted average number of common shares outstanding during the period. Diluted net loss per common share is computed by dividing net loss attributable to common stockholders by the weighted average number of common shares outstanding, plus the number of additional common shares that would have been outstanding if the common share equivalents had been issued (computed using the â€œIf-Convertedâ€ method), unless the effect of such issuances would have been anti-dilutive.The following table sets forth the computation of basic and diluted loss per share (in thousands, except per share data): Â Â Year Ended December 31,Â Â Â 2023Â Â 2022Â Numerator:Â Â Â Â Â Â Net lossÂ $(27,022)Â $(25,978) Less: Series A convertible preserved stock dividendsÂ Â 861Â Â Â 889Â Net loss available to common stockholders â€“ basic and dilutedÂ $(27,883)Â $(26,867) Denominator:Â Â Â Â Â Â Â Â Â Weighted average shares used in computing net loss per common share â€“ basic and dilutedÂ Â 66,611Â Â Â Â 36,680Â Loss per share - basic and dilutedÂ $(0.42)Â $(0.73) Net loss per share is based on the weighted average number of common shares and common share equivalents outstanding during the period.In periods with a reported net loss, the effect of anti-dilutive stock options, unvested restricted common stock and warrants are excluded and diluted loss per share is equal to basic loss per share. Due to a net loss in the years ended December 31, 2022 and 2023, there were therefore no dilutive securities and hence basic and diluted loss per share were the same. The following is a summary of the weighted average common stock equivalents for the securities outstanding during the respective periods that have been excluded from the computation of diluted net loss per common share, as their effect would be anti-dilutive (in thousands): Â Â Year Ended December 31,Â Â Â 2023Â Â 2022Â WarrantsÂ Â 6,053Â Â Â Â 3,976Â OptionsÂ Â 12,280Â Â Â Â 6,830Â Unvested restricted common stockÂ Â 1,192Â Â Â Â -Â Total potentially dilutive sharesÂ Â 19,525Â Â Â Â 10,778Â As all potentially dilutive securities are anti-dilutive as of December 31, 2023 and 2022, diluted net loss per share is the same as basic net loss per share for each period.Â Recently Issued Accounting Pronouncements Recently Issued Accounting PronouncementsFrom time to time, new accounting pronouncements are issued by the FASB or other standard setting bodies that are adopted by the Company as of the specified effective date. Unless otherwise discussed, we believe that the impact of recently issued standards that are not yet effective will not have a material impact on our financial position or results of operations upon adoption. The Company has evaluated the recently implemented accounting standards and concluded that none currently apply to the Company. Recently Issued Accounting PronouncementsFrom time to time, new accounting pronouncements are issued by the FASB or other standard setting bodies that are adopted by the Company as of the specified effective date. Unless otherwise discussed, we believe that the impact of recently issued standards that are not yet effective will not have a material impact on our financial position or results of operations upon adoption. The Company has evaluated the recently implemented accounting standards and concluded that none currently apply to the Company. Reclassifications ReclassificationsCertain reclassifications have been made to the fiscal year 2023 audited consolidated financial statements to conform to the presentation in the three and nine months ended September 30, 2024. The reclassifications had no impact on consolidated net loss, total consolidated assets, total consolidated liabilities, or consolidated stockholdersâ€™ equity. Â Risk and Uncertainties Risk and UncertaintiesThe Company is subject to certain risks and uncertainties and believes changes in any of the following areas could have a material adverse effect on the Companyâ€™s future consolidated financial position or consolidated results of operations or cash flows: new product development, including market receptivity; litigation or claims against the Company based on intellectual property, patent, product regulation or other factors; competition from other products; general economic conditions; the ability to attract and retain qualified employees; and, ultimately, to sustain profitable operations. Â Income Taxes Income TaxesThe Company uses the asset and liability method of accounting for income taxes. Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Deferred tax expense or benefit is the result of changes in the deferred tax assets and liabilities. Valuation allowances are established when necessary to reduce deferred tax assets where, based upon the available evidence, management concludes that it is more-likely-than-not that the deferred tax assets will not be realized. Realization of deferred tax assets is also dependent upon future earnings, if any, the timing and amount of which are uncertain.Â The Company records a liability for the uncertain tax positions taken or expected to be taken on the Companyâ€™s tax return when it is more-likely-than-not that the tax position might be challenged despite the Companyâ€™s belief that the tax return positions are fully supportable, and additional taxes will be due as a result. To the extent that the assessment of such tax positions changes, for example, based on the outcome of a tax audit, the change in estimate is recorded in the period in which the determination is made. The provision for income taxes includes the impact of provisions for uncertain tax positions. Â X - DefinitionDisclosure of accounting policy for provision for credit losses. + ReferencesNo definition available. + Details Name: qubt_ProvisionForCreditLossesPolicyTextBlock Namespace Prefix: qubt_ Data Type: dtr:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for risk and uncertainties. + ReferencesNo definition available. + Details Name: qubt_RiskAndUncertaintiesPolicyTextBlock Namespace Prefix: qubt_ Data Type: dtr:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_AccountingPoliciesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for the basis of presentation and significant accounting policies concepts. Basis of presentation describes the underlying basis used to prepare the financial statements (for example, US Generally Accepted Accounting Principles, Other Comprehensive Basis of Accounting, IFRS). Accounting policies describe all significant accounting policies of the reporting entity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 235 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/235/tableOfContent + Details Name: us-gaap_BasisOfPresentationAndSignificantAccountingPoliciesTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for completed business combinations (purchase method, acquisition method or combination of entities under common control). This accounting policy may include a general discussion of the purchase method or acquisition method of accounting (including for example, the treatment accorded contingent consideration, the identification of assets and liabilities, the purchase price allocation process, how the fair values of acquired assets and liabilities are determined) and the entity's specific application thereof. An entity that acquires another entity in a leveraged buyout transaction generally discloses the accounting policy followed by the acquiring entity in determining the basis used to value its interest in the acquired entity, and the rationale for that accounting policy. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 805 -SubTopic 10 -Name Accounting Standards Codification -Section 05 -Paragraph 4 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479515/805-10-05-4Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 805 -SubTopic 10 -Name Accounting Standards Codification -Section 05 -Paragraph 4 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479515/805-10-05-4Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 805 -SubTopic 10 -Name Accounting Standards Codification -Section 05 -Paragraph 4 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479515/805-10-05-4Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 805 -SubTopic 10 -Name Accounting Standards Codification -Section 05 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479515/805-10-05-4 + Details Name: us-gaap_BusinessCombinationsPolicy Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for cash and cash equivalents, including the policy for determining which items are treated as cash equivalents. Other information that may be disclosed includes (1) the nature of any restrictions on the entity's use of its cash and cash equivalents, (2) whether the entity's cash and cash equivalents are insured or expose the entity to credit risk, (3) the classification of any negative balance accounts (overdrafts), and (4) the carrying basis of cash equivalents (for example, at cost) and whether the carrying amount of cash equivalents approximates fair value. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-1 + Details Name: us-gaap_CashAndCashEquivalentsPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure 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. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 260 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 260 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-2 + Details Name: us-gaap_EarningsPerSharePolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure 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. + ReferencesNo definition available. + Details Name: us-gaap_FairValueMeasurementPolicyPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure 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. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 5.CC) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480091/360-10-S99-2Reference 2: 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 + Details Name: us-gaap_ImpairmentOrDisposalOfLongLivedAssetsPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for income taxes, which may include its accounting policies for recognizing and measuring deferred tax assets and liabilities and related valuation allowances, recognizing investment tax credits, operating loss carryforwards, tax credit carryforwards, and other carryforwards, methodologies for determining its effective income tax rate and the characterization of interest and penalties in the financial statements. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 20 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-20Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-19Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482525/740-10-45-25Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(h)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 17 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-17Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-9Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482525/740-10-45-28Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-1 + Details Name: us-gaap_IncomeTaxPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of inventory accounting policy for inventory classes, including, but not limited to, basis for determining inventory amounts, methods by which amounts are added and removed from inventory classes, loss recognition on impairment of inventories, and situations in which inventories are stated above cost. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(6)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 330 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483080/330-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483489/210-10-50-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483426/235-10-50-4Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 912 -SubTopic 330 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478411/912-330-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 330 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/330/tableOfContentReference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 330 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483080/330-10-50-4Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 6 -Subparagraph (a) -SubTopic 10 -Topic 270 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482989/270-10-45-6 + Details Name: us-gaap_InventoryPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for leasing arrangement entered into by lessee. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-1 + Details Name: us-gaap_LesseeLeasesPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy pertaining to new accounting pronouncements that may impact the entity's financial reporting. Includes, but is not limited to, quantification of the expected or actual impact. + ReferencesNo definition available. + Details Name: us-gaap_NewAccountingPronouncementsPolicyPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for reclassification affecting comparability of financial statement. Excludes amendment to accounting standards, other change in accounting principle, and correction of error. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 205 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483504/205-10-50-1 + Details Name: us-gaap_PriorPeriodReclassificationAdjustmentDescription Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure 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. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 360 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 6 -SubTopic 360 -Topic 958 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477798/958-360-50-6Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -SubTopic 360 -Topic 958 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477798/958-360-50-1 + Details Name: us-gaap_PropertyPlantAndEquipmentPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure 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. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 730 -SubTopic 10 -Name Accounting Standards Codification -Section 05 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483044/730-10-05-1 + Details Name: us-gaap_ResearchAndDevelopmentExpensePolicy Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for its research and development and computer software activities including the accounting treatment for costs incurred for (1) research and development activities, (2) development of computer software for internal use, (3) computer software to be sold, leased or otherwise marketed as a separate product or as part of a product or process and (4) in-process research and development acquired in a purchase business combination. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/985-20/tableOfContentReference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 40 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/350-40/tableOfContentReference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 730 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/730/tableOfContent + Details Name: us-gaap_ResearchDevelopmentAndComputerSoftwarePolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for revenue from contract with customer. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 17 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-17Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-19Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-18Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-18Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 20 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-20Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 20 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-20Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 20 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-20Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 20 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-20Reference 9: http://www.xbrl.org/2003/role/exampleRef -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (e) -SubTopic 10 -Topic 235 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483426/235-10-50-4Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Topic 606 -Publisher FASB -URI https://asc.fasb.org/606/tableOfContent + Details Name: us-gaap_RevenueFromContractWithCustomerPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for award under share-based payment arrangement. Includes, but is not limited to, methodology and assumption used in measuring cost. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(v) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.C.Q3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.D.1.Q5) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.D.3.Q2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.D.2.Q6) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/718/tableOfContentReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationOptionAndIncentivePlansPolicy Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for accounts receivable. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481962/310-10-50-6Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481962/310-10-50-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481962/310-10-50-2Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 310 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481569/310-20-50-1Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 15 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481962/310-10-50-15Reference 6: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481962/310-10-50-11B + Details Name: us-gaap_TradeAndOtherAccountsReceivablePolicy Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the nature of the unusual risk or uncertainty, if estimable, such as the threat of expropriation of its assets by a foreign government, rapid technological obsolescence in the industry, risk of natural disaster from earthquake or weather events, and availability of or continuation of a labor force at a reasonable cost. + ReferencesNo definition available. + Details Name: us-gaap_UnusualRisksAndUncertainties TextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for the use of estimates in the preparation of financial statements in conformity with generally accepted accounting principles. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-9Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-4Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 11 -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-11Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 12 -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-12Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-8 + Details Name: us-gaap_UseOfEstimates Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 39 R25.htm IDEA: XBRL DOCUMENT v3.24.4 Significant Accounting Policies (Tables) 9 Months Ended 12 Months Ended Sep. 30, 2024 Dec. 31, 2023 Significant Accounting Policies [Abstract] Â Â Schedule of Basic and Diluted Loss per Share The following table sets forth the computation of basic and diluted loss per share (in thousands, except per share data): Â Â Three Months Ended September 30, Â Â Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Numerator: Â Â Â Â Â Â Â Â Â Â Â Â Net loss Â $ (5,675) Â $ (6,841) Â $ (17,305) Â $ (20,395) Less: Series A convertible preferred stock dividends Â Â - Â Â Â (215) Â Â - Â Â Â (646) Net loss attributable to common stockholders â€" basic and diluted Â $ (5,675) Â $ (7,056) Â $ (17,305) Â $ (21,041) Denominator: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Weighted average shares used in computing net loss per common share â€" basic and diluted Â Â 93,048 Â Â Â 71,588 Â Â Â 89,063 Â Â Â 64,246 Â Net loss per common share â€" basic and diluted Â $ (0.06) Â $ (0.10) Â $ (0.19) Â $ (0.33) The following table sets forth the computation of basic and diluted loss per share (in thousands, except per share data): Â Â Year Ended December 31,Â Â Â 2023Â Â 2022Â Numerator:Â Â Â Â Â Â Net lossÂ $(27,022)Â $(25,978) Less: Series A convertible preferred stock dividendsÂ Â 861Â Â Â 889Â Net loss available to common stockholders â€" basic and dilutedÂ $(27,883)Â $(26,867) Denominator:Â Â Â Â Â Â Â Â Â Weighted average shares used in computing net loss per common share â€" basic and dilutedÂ Â 66,611Â Â Â 36,680Â Loss per share - basic and dilutedÂ $(0.42)Â $(0.73) Schedule of Securities Outstanding The following is a summary of the weighted average common stock equivalents for the securities outstanding during the respective periods that have been excluded from the computation of diluted net loss per common share, as their effect would be anti-dilutive (in thousands): Â Â Three Months Ended September 30,Â Â Nine Months Ended September 30,Â Â Â 2024Â Â 2023Â Â 2024Â Â 2023Â WarrantsÂ Â 2,212Â Â Â 5,973Â Â Â 2,538Â Â Â 6,092Â OptionsÂ Â 12,407Â Â Â 13,069Â Â Â 12,882Â Â Â 11,410Â Unvested restricted common stockÂ Â 2,997Â Â Â 1,783Â Â Â 2,997Â Â Â 771Â Total potentially dilutive sharesÂ Â 17,616Â Â Â 20,825Â Â Â 18,417Â Â Â 18,273Â The following is a summary of the weighted average common stock equivalents for the securities outstanding during the respective periods that have been excluded from the computation of diluted net loss per common share, as their effect would be anti-dilutive (in thousands): Â Â Year Ended December 31,Â Â Â 2023Â Â 2022Â WarrantsÂ Â 6,053Â Â Â 3,976Â OptionsÂ Â 12,280Â Â Â 6,830Â Unvested restricted common stockÂ Â 1,192Â Â Â -Â Total potentially dilutive sharesÂ Â 19,525Â Â Â 10,778Â X - ReferencesNo definition available. + Details Name: us-gaap_AccountingPoliciesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) in the future that were not included in the computation of diluted EPS because to do so would increase EPS amounts or decrease loss per share amounts for the period presented, by antidilutive securities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 260 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1 + Details Name: us-gaap_ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of an entity's basic and diluted earnings per share calculations, including a reconciliation of numerators and denominators of the basic and diluted per-share computations for income from continuing operations. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1 + Details Name: us-gaap_ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 40 R26.htm IDEA: XBRL DOCUMENT v3.24.4 Restatement of Previously Issued Financial Statements (Tables) 12 Months Ended Dec. 31, 2023 Restatement of Previously Issued Financial Statements [Abstract] Â Schedule of Consolidated Balance Sheets The following table presents the effect of the aforementioned adjustments on our Consolidated Balance Sheets as of December 31, 2023 and 2022 and indicates the category of the adjustments by reference to the above descriptions of the errors for which we made corrections: Â Â Year Ended December 31, 2023Â Â Â As PreviouslyÂ Â Â Â Â Description ofÂ Â Â Â Â ReportedÂ Â AdjustmentsÂ Â AdjustmentsÂ Â As restatedÂ AssetsÂ Â Â Â ÂÂÂ ÂÂÂ Â Â Current assetsÂ Â Â Â ÂÂÂ ÂÂÂ Â Â Cash and cash equivalentsÂ $2,059Â Â $-Â Â Â Â Â Â $2,059Â Â Accounts receivableÂ Â 65Â Â Â -Â Â ÂÂÂ Â Â 65Â InventoryÂ Â 73Â Â Â -Â Â Â Â Â Â 73Â Loans receivable, net of provision for credit lossesÂ Â 557Â Â Â (278)Â Â (4)Â Â 279Â Prepaid expenses and other current assetsÂ Â 427Â Â Â (247)Â Â (7)Â Â 180Â Total current assetsÂ Â 3,181Â Â Â (525)Â Â Â Â Â Â 2,656Â Property and equipment, netÂ Â 2,870Â Â Â -Â Â ÂÂÂ Â Â 2,870Â Operating lease right-of-use assetsÂ Â 800Â Â Â 251Â Â Â (7)Â Â 1,051Â Intangible Assets, netÂ Â 11,388Â Â Â 688Â Â Â (1)Â Â 12,076Â GoodwillÂ Â 60,360Â Â Â (4,787)Â Â (1)Â Â 55,573Â Other non-current assetsÂ Â 129Â Â Â -Â Â Â Â Â Â 129Â Total assetsÂ $78,728Â Â $(4,373)Â Â Â Â Â $74,355Â Â Â Â Â Â Â Â Â Â Â Â Â Â Liabilities and Stockholdersâ€™ EquityÂ Â Â Â Â ÂÂÂ Â Â Â Â ÂÂÂ Â Â Current liabilitiesÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Accounts payableÂ $1,462Â Â $-Â Â Â Â Â Â $1,462Â Accrued expensesÂ Â 411Â Â Â 228Â Â Â (2)(5)Â Â 639Â Financial liabilities, current, net of issuance costsÂ Â 2,496Â Â Â (571)Â Â (3)Â Â 1,925Â Other current liabilitiesÂ Â 250Â Â Â 536Â Â Â (7)Â Â 786Â Total current liabilitiesÂ Â 4,619Â Â Â 193Â Â Â Â Â Â 4,812Â Operating lease liabilitiesÂ Â 840Â Â Â -Â Â Â Â Â Â Â 840Â Total liabilitiesÂ Â 5,459Â Â Â 193Â Â Â Â Â Â 5,652Â Â Â Â Â Â Â Â Â Â Â Â Â Â Stockholdersâ€™ equityÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Preferred stockÂ Â -Â Â Â -Â Â ÂÂÂ Â Â -Â Common stockÂ Â 8Â Â Â -Â Â ÂÂÂ Â Â 8Â Additional paid-in capitalÂ Â 222,980Â Â Â (22,345)Â Â (1)(2)(6)(7)Â Â 200,635Â Accumulated deficitÂ Â (149,719)Â Â 17,779Â Â Â (1)(2)(3)(4)(5)(6)(7)Â Â (131,940) Total stockholdersâ€™ equityÂ Â 73,269Â Â Â (4,566)Â Â ÂÂÂ Â 68,703Â Total liabilities and stockholdersâ€™ equityÂ $78,728Â Â $(4,373)Â Â Â Â Â $74,355Â Â Â Â Year Ended December 31, 2022Â Â Â As PreviouslyÂ Â Â Â Â Description ofÂ Â Â Â Â ReportedÂ Â AdjustmentsÂ Â AdjustmentsÂ Â As restatedÂ AssetsÂ Â Â Â ÂÂÂ ÂÂÂ Â Â Current assetsÂ Â Â Â ÂÂÂ ÂÂÂ Â Â Cash and cash equivalentsÂ $5,308Â Â $-Â Â Â Â Â Â $5,308Â Accounts receivableÂ Â 13Â Â Â -Â Â ÂÂÂ Â Â 13Â Prepaid expenses and other current assetsÂ Â 408Â Â Â (279)Â Â (7)Â Â 129Â Total current assetsÂ Â 5,729Â Â Â (279)Â Â ÂÂÂ Â 5,450Â Property and equipment, netÂ Â 975Â Â Â -Â Â ÂÂÂ Â Â 975Â Operating lease right-of-use assetsÂ Â 1,187Â Â Â 86Â Â Â (7)Â Â 1,273Â Intangible assets, netÂ Â 22,224Â Â Â (7,044)Â Â (1)Â Â 15,180Â GoodwillÂ Â 59,126Â Â Â (3,553)Â Â (1)Â Â 55,573Â Other non-current assetsÂ Â 60Â Â Â -Â Â ÂÂÂ Â Â 60Â Total assetsÂ $89,301Â Â $(10,790)Â Â ÂÂÂ Â $78,511Â Â Â ÂÂÂ ÂÂÂ Â Â Liabilities and Stockholdersâ€™ EquityÂ Â Â Â ÂÂÂ ÂÂÂ Â Â Current liabilitiesÂ Â Â Â ÂÂÂ ÂÂÂ Â Â Accounts payableÂ $872Â Â $-Â Â Â Â Â Â $872Â Accrued expensesÂ Â 3,780Â Â Â (819)Â Â (2)(5)Â Â 2,961Â Financial liabilities, currentÂ Â 536Â Â Â (536)Â Â (7)Â Â -Â Other

current liabilitiesÂ Â 132Â Â Â 628Â Â Â (6)(7)Â Â 760Â Total current liabilitiesÂ Â 5,320Â Â Â (727)Â Â Â Â Â 4,593Â Financial liabilities, net of issuance costsÂ Â 7,858Â Â Â (670)Â Â (3)Â Â 7,188Â Warrant liabilityÂ Â -Â Â Â 528Â Â Â (1)Â Â 528Â Operating lease liabilitiesÂ Â 1,226Â Â Â (148)Â Â (7)Â Â 1,078Â Total liabilitiesÂ Â 14,404Â Â Â (1,017)Â Â Â Â Â Â 13,387Â Â Â Â Â Â

Period Type: duration XML 43 R29.htm IDEA: XBRL DOCUMENT v3.24.4 Property and Equipment (Tables) 9 Months Ended 12 Months Ended Sep. 30, 2024 Dec. 31, 2023 Property and Equipment [Abstract] Â Â Schedule of Property and Equipment The Companyâ€™s property and equipment are primarily located at the Companyâ€™s leased facilities in Hoboken, NJ and Tempe, AZ and consist of (in thousands): Â Â September 30, 2024Â Â December 31, 2023Â Computer and lab equipmentÂ $5,899Â Â $2,999Â Network equipmentÂ Â 29Â Â Â 29Â Furniture and fixturesÂ Â 32Â Â Â 32Â SoftwareÂ Â 77Â Â Â 49Â Leasehold improvementsÂ Â 275Â Â Â 33Â Total cost of property and equipmentÂ Â 6,312Â Â Â 3,142Â Accumulated depreciationÂ Â (486)Â Â (272) Property and equipment, netÂ $5,826Â Â $2,870Â The Company recorded depreciation expense of $75 thousand and $76 thousand during the three months ended September 30, 2024 and 2023, respectively, and $214 thousand and $203 thousand during the nine months ended September 30, 2024 and 2023, respectively, using useful lives of the Companyâ€™s long-lived assets as follows: Â Â Estimated Useful Life (Years) Computer and laboratory equipmentÂ 5 Network equipmentÂ 4 Furniture and fixturesÂ 7 SoftwareÂ 3 Leasehold improvementsÂ Lessor of lease term or 5 The Companyâ€™s property and equipment are primarily located at the Companyâ€™s leased facilities in Hoboken, NJ and Tempe, AZ and consist of (in thousands): Â Â DecemberÂ 31,Â ClassificationÂ 2023Â Â 2022Â Computer and lab equipmentÂ $2,999Â Â $985Â Network equipmentÂ Â 29Â Â Â 12Â Furniture and fixturesÂ Â 32Â Â Â 28Â SoftwareÂ Â 49Â Â Â 19Â Leasehold improvementsÂ Â 33Â Â Â 3Â Total cost of property and equipmentÂ Â 3,142Â Â Â 1,046Â Accumulated depreciationÂ Â 272Â Â Â 71Â Property and equipment, netÂ $2,870Â Â $975Â The Company recorded depreciation expense of $203 thousand and $52 thousand during the years ended December 31, 2023 and 2022, respectively, using useful lives of the Companyâ€™s long-lived assets are as follows: Â Â Estimated Useful Life (Years)Â Computer and laboratory equipmentÂ 5Â Network equipmentÂ 4Â Furniture and fixturesÂ 7Â SoftwareÂ 3Â Leasehold improvementsÂ Lessor of lease term or 5Â X - ReferencesNo definition available. + Details Name: us-gaap_PropertyPlantAndEquipmentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of 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 deprecation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 360 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1 + Details Name: us-gaap_PropertyPlantAndEquipmentTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 44 R30.htm IDEA: XBRL DOCUMENT v3.24.4 Financial Liabilities (Tables) 9 Months Ended 12 Months Ended Sep. 30, 2024 Dec. 31, 2023 Financial Liabilities [Abstract] Â Â Schedule of Amounts Related to Financial Liabilities Â The Company has the following amounts related to financial liabilities (in thousands): Â Â DecemberÂ 31,Â Â Â 2023Â Â 2022Â Remaining loan balancesÂ $2,063Â Â $8,250Â Remaining unamortized debt issuance costsÂ Â (138)Â Â (1,062) Financial liabilities, netÂ $1,925Â Â $7,188Â Schedule of Outstanding Promissory Notes Payable to Financial Liabilities The Company has the following amounts related to financial and derivative liabilities at the dates indicated (in thousands): Â Â SeptemberÂ 30, 2024Â Â DecemberÂ 31, 2023Â Remaining loan balancesÂ $8,250Â Â $2,063Â Remaining unamortized debt issuance costsÂ Â (1,736)Â Â (138) Financial liabilities, net of issuance costsÂ $6,514Â Â $1,925Â Â Â Â Â Â Â Â Â Derivative liabilityÂ $666Â Â $-Â Â X - DefinitionTabulor of amounts related to financial liabilities. + ReferencesNo definition available. + Details Name: qubt_ScheduleOfAmountsRelatedToFinancialLiabilitiesTableTextBlock Namespace Prefix: qubt_ Data Type: dtr:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabularb disclosure of outstanding promissory notes payable to financial liabilities. + ReferencesNo definition available. + Details Name: qubt_ScheduleOfOutstandingPromissoryNotesPayableToFinancialLiabilitiesTableTextBlock Namespace Prefix: qubt_ Data Type: dtr:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_FinancialLiabilitiesFairValueDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 45 R31.htm IDEA: XBRL DOCUMENT v3.24.4 Capital Stock (Tables) 9 Months Ended 12 Months Ended Sep. 30, 2024 Dec. 31, 2023 Capital Stock [Abstract] Â Â Schedule of Warrants Outstanding The table below summarizes the warrants outstanding at September 30, 2024 (in thousands, except exercise price data): Issuance DateÂ Expiration DateÂ Exercise PriceÂ Â IssuedÂ Â ExercisedÂ Â Forfeited / CanceledÂ Â Warrants OutstandingÂ August 18, 2020Â August 18, 2025Â $2.00Â Â Â 171Â Â Â (150)Â Â -Â Â Â 21Â November 15, 2021Â November 15, 2023Â $7.00Â Â Â 1,545Â Â Â Â Â Â (1,545)Â Â -Â June 16, 2022Â May 9, 2027Â $0.0001Â Â Â 6,325Â Â Â -Â Â Â (4,148)Â Â 2,177Â The table below summarizes the warrants outstanding as of December 31, 2023 (in thousands, except exercise prices): Issuance DateÂ Expiration DateÂ Exercise PriceÂ Â IssuedÂ Â ExercisedÂ Â Forfeited / CanceledÂ Â Warrants OutstandingÂ August 18, 2020Â August 18, 2025Â $2.00Â Â Â 171Â Â Â (150)Â Â -Â Â Â 21Â November 15, 2021Â November 15, 2023Â $7.00Â Â Â 1,545Â Â Â Â Â Â (1,545)Â Â -Â June 16, 2022Â May 9, 2027Â $0.0001Â Â Â 6,325Â Â Â -Â Â Â (3,309)Â Â 3,016Â X - ReferencesNo definition available. + Details Name: us-gaap_DividendsPreferredStockAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of warrants or rights issued. Warrants and rights outstanding are derivative securities that give the holder the right to purchase securities (usually equity) from the issuer at a specific price within a certain time frame. Warrants are often included in a new debt issue to entice investors by a higher return potential. The main difference between warrants and call options is that warrants are issued and guaranteed by the company, whereas options are exchange instruments and are not issued by the company. Also, the lifetime of a warrant is often measured in years, while the lifetime of a typical option is measured in months. Disclose the title of issue of securities called for by warrants and rights outstanding, the aggregate amount of securities called for by warrants and rights outstanding, the date from which the warrants or rights are exercisable, and the price at which the warrant or right is exercisable. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-1 + Details Name: us-gaap_ScheduleOfStockholdersEquityNoteWarrantsOrRightsTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 46 R32.htm IDEA: XBRL DOCUMENT v3.24.4 Stock-Based Compensation (Tables) 9 Months Ended 12 Months Ended Sep. 30, 2024 Dec. 31, 2023 Stock-Based Compensation [Abstract] Â Â Schedule of Grant-Date Fair Value of Stock Options Granted The following table presents the assumptions used in the Black-Scholes option-pricing model to determine the grant-date fair value of stock options granted during the three and nine months ended September 30, 2024 and 2023: Â Â Three Months Ended September 30,Â Â Nine Months Ended September 30,Â Â Â 2024Â Â 2023Â Â 2024Â Â 2023Â Exercise priceÂ $1.00 â€“ 1.12Â Â $1.35 â€“ 1.35Â Â $1.00 â€“ 1.12Â Â $1.35 â€“ 1.84Â Risk-free interest rateÂ Â 5.2 â€“ 5.2%Â Â 4.8 â€“ 4.8%Â Â 5.2 â€“ 5.2%Â Â 4.7 â€“ 4.8% Expected volatilityÂ Â 93.2 â€“ 104.6%Â Â 134.5 â€“ 134.5%Â Â 93.2 â€“ 104.6%Â Â 122.2 â€“ 136.9% Expected dividend yieldÂ Â 0%Â Â 0%Â Â 0%Â Â 0% Expected life of options (in years)Â Â 5.0Â Â Â 5.0Â Â 5.0Â Â 5.0Â The following table presents the assumptions used in the Black-Scholes option-pricing model to determine the grant-date fair value of stock options granted: Â Â Year Ended Â Â Â DecemberÂ 31, Â Â Â 2023 Â Â 2022 Â Exercise price Â Â $0.85 â€“ 1.84 Â Â Â Â $1.67 â€“ 2.61 Â Risk-free interest rate Â Â 4.7 â€“ 5.0% Â Â Â 0.6 â€“ 4.5% Â Expected volatility Â Â 98 â€“ 137% Â Â Â 127 â€“ 164% Â Expected dividend yield Â Â 0% Â Â Â Â 0% Â Expected life of options (in years) Â Â 5.0 Â Â Â Â 5.0 Â Â Schedule of Option Activity The following table summarizes the Companyâ€™s option activity for the nine months ended September 30, 2024 (in thousands, except exercise price and contractual life data): Â Â Number OutstandingÂ Â Weighted Average Exercise Price per ShareÂ Â Weighted Average Remaining Contractual Life (Years)Â Balance as of January 1, 2024Â Â 13,843Â Â $2.64Â Â Â 3.7Â GrantedÂ Â 250Â Â Â 1.01Â Â Â 5.0Â ExercisedÂ Â -Â Â Â -Â Â Â -Â ForfeitedÂ Â (1,724)Â Â 4.11Â Â Â -Â Balance as of September 30, 2024Â Â 12,369Â Â Â $2.41Â Â Â 3.1Â Vested and exercisable as of September 30, 2024Â Â 8,375Â Â $2.87Â Â Â 2.8Â Â The following table summarizes the Companyâ€™s option activity: Weighted Average Number of Shares (in thousands)Â Weighted Average Exercise PriceÂ Â Contractual Term (in years)Â Outstanding as of December 31, 2021Â Â Â Â Â Â Â Â Â As previously reportedÂ Â 5,197Â Â $7.68Â Â Â 2.5Â Adjustments (1)Â Â (1,100)Â Â (2.45)Â Â 1.4Â As restatedÂ Â 4,097Â Â Â 5.23Â Â Â 3.9Â GrantedÂ Â 6,853Â Â Â 1.38Â Â Â 5.0Â ForfeitedÂ Â (1,785)Â Â 3.17Â Â Â -Â Outstanding as of December 31, 2022Â Â 9,165Â Â Â 3.51Â Â Â 4.2Â GrantedÂ Â 5,340Â Â Â 1.38Â Â Â 5.0Â ForfeitedÂ Â (662)Â Â 4.41Â Â Â -Â Outstanding as of December 31, 2023Â Â 13,843Â Â $2.64Â Â Â 3.7Â Â Â Â Â Â Â Â Â Â Â Â Vested as of December 31, 2022Â Â 6,413Â Â $3.58Â Â Â 4.2Â Vested as of December 31, 2023Â Â 8,803Â Â $3.21Â Â Â 3.4Â Schedule of Exercise Price Range The following table summarizes the exercise price range as of September 30, 2024 (in thousands, except exercise price data): Exercise PriceÂ Â Outstanding OptionsÂ Â Exercisable OptionsÂ $0.00 â€“ 1.00Â Â Â 105Â Â Â 10Â $1.00 â€“ 2.00Â Â Â 5,348Â Â Â 1,794Â $2.00 â€“ 3.00Â Â Â 5,845Â Â Â 5,500Â $3.00 â€“ 6.00Â Â Â 38Â Â Â 38Â $6.00 â€“ 8.00Â Â Â 683Â Â Â 683Â $8.00 â€“ 12.00Â Â Â 350Â Â Â 350Â Â Â Â Â Â 12,369Â Â Â 8,375Â The following table summarizes the exercise price range as of December 31, 2023 (in thousands): Exercise Price Â Â Outstanding Options Â Â Exercisable Options Â $ 0.00 â€“ 1.00 Â Â Â Â 180 Â Â Â Â 10 Â $ 1.00 â€“ 2.00 Â Â Â Â 5,695 Â Â Â Â 1,935 Â $ 2.00 â€“ 3.00 Â Â Â Â 6,359 Â Â Â Â 5,318 Â $ 3.00 â€“ 5.00 Â Â Â Â 65 Â Â Â Â 65 Â $ 5.00 â€“ 7.00 Â Â Â Â 726 Â Â Â Â 713 Â $ 7.00 â€“ 12.00 Â Â Â Â 818 Â Â Â Â 762 Â Â Â Â 13,843 Â Â Â 8,803 Â Schedule of Stock-Based Compensation Expense Related to Common Stock Options and Restricted Shares of Common Stock The Company recognized stock-based compensation expense for services in lieu of cash payments to certain consultants, including expenses for both shares issued and stock option awards granted, in the following expense categories of its consolidated statements of operations (in thousands): Â Â Three Months Ended September 30,Â Â Nine Months Ended September 30,Â Â Â 2024Â Â 2023Â Â 2024Â Â 2023Â Selling and marketingÂ $-Â Â $(107)Â $-Â Â $(174) General and administrativeÂ Â 2Â Â Â 107Â Â Â 21Â Â Â 456Â Total stock-based compensationÂ $2Â Â $-Â Â $21Â Â $282Â The Company recognized stock-based compensation expense related to common stock options and restricted shares of common stock in the following expense categories of its consolidated statements of operations (in thousands): Â Â Year Ended December 31,Â Â Â Â 2023Â Â 2022Â Research and developmentÂ Â 2,080Â Â Â 509Â Selling and marketingÂ Â (279)Â Â 494Â General and administrativeÂ Â 2,470Â Â Â 8,320Â Total stock-based compensationÂ $4,271Â Â $9,323Â Schedule of Stock-Based Compensation Expense Related to Common Stock Options and Restricted Shares of Common Stock The Company recognized stock-based compensation expense related to common stock options and restricted shares of common stock in the following expense categories of its consolidated statements of operations (in thousands): Â Â Three Months Ended September 30, Â Â Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Research and development Â $ 562 Â Â $ 408 Â Â $ 1,761 Â Â $ 1,358 Â Selling and marketing Â Â Â 12 Â Â Â 85 Â Â Â 123 Â Â Â (351) General and administrative Â Â Â 189 Â Â Â 499 Â Â Â 796 Â Â Â 2,103 Â Total stock-based compensation Â $ 763 Â Â $ 992 Â Â $ 2,680 Â Â $ 3,110 Â Â X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureOfCompensationRelatedCostsSharebasedPaymentsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of allocation of amount expensed and capitalized for award under share-based payment arrangement to statement of income or comprehensive income and statement of financial position. Includes, but is not limited to, corresponding line item in financial statement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Subparagraph (h)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the number and weighted-average grant date fair value for restricted stock units that were outstanding at the beginning and end of the year, and the number of restricted stock units that were granted, vested, or forfeited during the year. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ScheduleOfShareBasedCompensationRestrictedStockUnitsAwardActivityTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of option exercise prices, by grouped ranges, including the upper and lower limits of the price range, the number of shares under option, weighted average exercise price and remaining contractual option terms. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ScheduleOfShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular 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. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d) -SubTopic 10 -Topic 718 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e) -SubTopic 10 -Topic 718 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular 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. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Subparagraph (f)(2) -Name Accounting Standards Codification -Paragraph 2 -Section 50 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ScheduleOfShareBasedPaymentAwardStockOptionsValuationAssumptionsTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 47 R33.htm IDEA: XBRL DOCUMENT v3.24.4 Operating Leases (Tables) 9 Months Ended 12 Months Ended Sep. 30, 2024 Dec. 31, 2023 Operating Leases [Abstract] Â Â Schedule of Undiscounted Future Minimum Lease Payments under these Operating Lease The table below reconciles the undiscounted future minimum lease payments under these operating leases to the total operating lease liabilities recognized on the consolidated balance sheet as of September 30, 2024 (in thousands): YearÂ Lease Payments DueÂ 2024 (remaining three months)Â $88Â 2025Â Â 437Â 2026Â Â 591Â 2027Â Â 515Â 2028Â Â 212Â Total minimum paymentsÂ Â 1,843Â Less: imputed interestÂ Â (161) Present value of operating lease liabilitiesÂ Â 1,682Â Less: current portion included in other current liabilitiesÂ Â (385) Long-term operating lease liabilitiesÂ $1,297Â The table below reconciles the undiscounted future minimum lease payments under these operating leases to the total operating lease liabilities recognized on the consolidate balance sheet as of December 31, 2023 (in thousands): YearÂ Lease Payments DueÂ 2024Â $383Â 2025Â Â 576Â 2026Â Â 592Â 2027Â Â 516Â 2028Â Â 191Â Total minimum paymentsÂ Â 2,258Â Less: imputed InterestÂ Â (1,298) Present value of operating lease liabilitiesÂ Â 960Â Less: current portion included in other current liabilitiesÂ Â (120) Long-term operating lease liabilitiesÂ Â 840Â Schedule of Other Information Related to Operating Lease Liabilities Other information related to operating lease liabilities consists of the following (in thousands): Â Â Three Months Ended September 30,Â Â Nine Months Ended September 30,Â Â Â 2024Â Â 2023Â Â 2024Â Â 2023Â Cash paid for operating lease liabilities (in thousands)Â $117Â Â $92Â Â $274Â Â $214Â Weighted average remaining lease term in yearsÂ Â 3.5Â Â Â 3.9Â Â Â 3.5Â Â Â 3.9Â Weighted average discount rateÂ Â 10%Â Â 10%Â Â 10%Â Â 10% Other information related to operating lease liabilities consists of the following: Â Â Year Ended December 31,Â Â Â 2023Â Â 2022Â Â Â Â Â Â Â Â Cash paid for operating lease liabilities (in thousands)Â $411Â Â $125Â Weighted average remaining lease term in yearsÂ Â 3.7Â Â Â 4.7Â Weighted average discount rateÂ Â 10%Â Â 10% X - DefinitionTabular disclosure of lessee's lease cost. Includes, but is not limited to, interest expense for finance lease, amortization of right-of-use asset for finance lease, operating lease cost, short-term lease cost, variable lease cost and sublease income. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480964/842-20-50-4 + Details Name: us-gaap_LeaseCostTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_LeasesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of undiscounted cash flows of lessee's operating lease liability. Includes, but is not limited to, reconciliation of undiscounted cash flows to operating lease liability recognized in statement of financial position. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityMaturityTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 48 R34.htm

IDEA: XBRL DOCUMENT v3.24.4 Net Loss per Common Share (Tables) 9 Months Ended 12 Months Ended Sep. 30, 2024 Dec. 31, 2023 Net Loss per Common Share [Abstract] Â Â Schedule of Computation of Basic and Diluted Loss Per Share The following table sets forth the computation of basic and diluted loss per share (in thousands, except per share data): Â Â Three Months Ended September 30, Â Â Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Numerator: Â Â Â Â Â Â Â Â Â Â Â Â Â Net loss Â $ (5,675) Â $ (6,841) Â $ (17,305) Â $ (20,395) Less: Series A convertible preferred stock dividends Â Â - Â Â Â (215) Â Â - Â Â Â (646) Net loss attributable to common stockholders â€“ basic and diluted Â $ (5,675) Â $ (7,056) Â $ (17,305) Â $ (21,041) Denominator: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Weighted average shares used in computing net loss per common share â€“ basic and diluted Â Â 93,048 Â Â Â 71,588 Â Â Â 89,063 Â Â Â 64,246 Â Net loss per common share â€“ basic and diluted Â $ (0.06) Â $ (0.10) Â $ (0.19) Â $ (0.33) The following table sets forth the computation of basic and diluted loss per share (in thousands, except per share data): Â Â Year Ended December 31,Â Â Â 2023Â Â 2022Â Numerator:Â Â Â Â Â Â Net lossÂ $(27,022)Â $(25,978) Less: Series A convertible preferred stock dividendsÂ Â 861Â Â Â 889Â Net loss available to common stockholders â€“ basic and dilutedÂ $(27,883)Â $(26,867) Denominator:Â Â Â Â Â Â Â Â Â Weighted average shares used in computing net loss per common share â€“ basic and dilutedÂ Â 66,611Â Â Â 36,680Â Loss per share - basic and dilutedÂ $(0.42)Â $(0.73) Schedule of Weighted Average Common Stock Equivalents Securities Outstanding Effect Anti-Dilutive The following is a summary of the weighted average common stock equivalents for the securities outstanding during the respective periods that have been excluded from the computation of diluted net loss per common share, as their effect would be anti-dilutive (in thousands): Â Â Three Months Ended September 30,Â Â Nine Months Ended September 30,Â Â Â 2024Â Â 2023Â Â 2024Â Â 2023Â WarrantsÂ Â 2,212Â Â Â 5,973Â Â Â 2,538Â Â Â 6,092Â OptionsÂ Â 12,407Â Â Â 13,069Â Â Â 12,882Â Â Â 11,410Â Unvested restricted common stockÂ Â 2,997Â Â Â 1,783Â Â Â 2,997Â Â Â 771Â Total potentially dilutive sharesÂ Â 17,616Â Â Â 20,825Â Â Â 18,417Â Â Â 18,273Â The following is a summary of the weighted average common stock equivalents for the securities outstanding during the respective periods that have been excluded from the computation of diluted net loss per common share, as their effect would be anti-dilutive (in thousands): Â Â Year Ended December 31,Â Â Â 2023Â Â 2022Â WarrantsÂ Â 6,053Â Â Â 3,976Â OptionsÂ Â 12,280Â Â Â 6,830Â Unvested restricted common stockÂ Â 1,192Â Â Â -Â Total potentially dilutive sharesÂ Â 19,525Â Â Â 10,778Â X - ReferencesNo definition available. + Details Name: us-gaap_EarningsPerShareAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) in the future that were not included in the computation of diluted EPS because to do so would increase EPS amounts or decrease loss per share amounts for the period presented, by antidilutive securities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 260 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1 + Details Name: us-gaap_ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of an entity's basic and diluted earnings per share calculations, including a reconciliation of numerators and denominators of the basic and diluted per-share computations for income from continuing operations. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1 + Details Name: us-gaap_ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 49 R35.htm IDEA: XBRL DOCUMENT v3.24.4 Nature of the Organization and Business (Details) - USD ($) $ / shares in Units, $ in Thousands 9 Months Ended 12 Months Ended Sep. 30, 2024 Dec. 31, 2023 Dec. 31, 2022 Jul. 20, 2018 Nature of the Organization and Business [Line Items] Â Â Â Incorporation date Jul. 20, 2018 Jul. 25, 2001 Â Â Common stock, par value (in Dollars per share) $ 0.0001 $ 0.0001 $ 0.0001 Â Cash and cash equivalents Â $ 2,100 Â Â Accumulated deficit $ (149,245) (131,940) $ (104,057) Â Working capital 1,500 2,200 Â Â Cash and cash equivalents $ 3,064 $ 2,059 $ 5,308 Â Corporate History [Member] Â Â Â Â Nature of the Organization and Business [Line Items] Â Â Â Â Common stock, par value (in Dollars per share) Â Â Â $ 0.0001 X - DefinitionDate when an entity was incorporated + ReferencesNo definition available. + Details Name: dei_EntityIncorporationDateOfIncorporation Namespace Prefix: dei_ Data Type: xbrli:dateItemType Balance Type: na Period Type: duration X - DefinitionWorking capital deficit. + ReferencesNo definition available. + Details Name: qubt_WorkingCapitalDeficit Namespace Prefix: qubt_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_BusinessCombinationSegmentAllocationLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount 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. Excludes cash and cash equivalents within disposal group and discontinued operation. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 45 -Paragraph 21 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477796/946-210-45-21Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 20 -SubTopic 210 -Topic 946 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477796/946-210-45-20 + Details Name: us-gaap_Cash Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount 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. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashAndCashEquivalentsAtCarryingValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionFace amount or stated value per share of common stock. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockParOrStatedValuePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionAmount of accumulated undistributed earnings (deficit). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-11Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(23)(a)(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_RetainedEarningsAccumulatedDeficit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - Details Name: us-gaap_FinancialInstrumentAxis=qubt_CorporateHistoryMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 50 R36.htm IDEA: XBRL DOCUMENT v3.24.4 Significant Accounting Policies (Details) - USD ($) 9 Months Ended Sep. 30, 2024 Dec. 31, 2023 Dec. 31, 2022 Significant Accounting Policies [Line Items] Â Â Â Initial term Â 12 months Â Value of assets $ 2,300,000 $ 3,100,000 Â Carrying value Â Â $ 528,000 Cash equivalents invested in mutual funds 2,300,000 2,100,000 Â Cash and cash equivalent 793,000 2,100,000 Â Derivative liability 666,000 $ 528,000 Previously Reported [Member] Â Â Â Significant Accounting Policies [Line Items] Â Â Â Value of assets Â $ 793,000 Â Customer [Member] Â Â Â Significant Accounting Policies [Line Items] Â Â Â Provision for credit losses $ 3,500 Â Â X - DefinitionAmount of short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CashEquivalentsAtCarryingValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4 + Details Name: us-gaap_ChangeInAccountingEstimateLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of deposits in accounts that offer many of the same services as checking accounts although transactions may be somewhat more limited, share some of the characteristics of a money market fund and are insured by the Federal government, also known as money market accounts. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(12)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_DepositsMoneyMarketDeposits Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionFair 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. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-3Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-6Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-6Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-6Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-1Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-1Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-6Reference 16: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-6Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(9)(e)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5C -Subparagraph (SX 210.12-13C(Column H)(Footnote 7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5CReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(9)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(9)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5 -Subparagraph (SX 210.12-13(Column G)(Footnote 8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5C -Subparagraph (SX 210.12-13C(Column H)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5CReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5 -Subparagraph (SX 210.12-13(Column G)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5Reference 24:

http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5A -Subparagraph (SX 210.12-13A(Column E)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5B -Subparagraph (SX 210.12-13B(Column E)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5B -Subparagraph (SX 210.12-13B(Column E) (Footnote 4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5BReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483466/210-20-50-3Reference 28: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483444/210-20-55-22Reference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483444/210-20-55-10Reference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-10 + Details Name: us-gaap_DerivativeLiabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionFair 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, expected to be settled after one year or the normal operating cycle, if longer. Includes assets not subject to a master netting arrangement and not elected to be offset. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483466/210-20-50-3 + Details Name: us-gaap_DerivativeLiabilitiesNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionRemaining lease term of operating lease, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-7AReference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-3 + Details Name: us-gaap_LesseeOperatingLeaseRemainingLeaseTerm Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: instant X - DefinitionAmount of assets classified as other. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(10)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(10)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_OtherAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of expense related to credit loss from transactions other than loan and lease transactions. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(11)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_ProvisionForOtherCreditLosses Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - Details Name: srt_RestatementAxis=srt_ScenarioPreviouslyReportedMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_MajorCustomersAxis=qubt_CustomerMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 51 R37.htm IDEA: XBRL DOCUMENT v3.24.4 Significant Accounting Policies - Schedule of Basic and Diluted Loss per Share (Details) - USD ($) $ / shares in Units, $ 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 Numerator: Â Â Â Â Â Â Net loss $ (5,675) $ (6,841) [1] $ (17,305) $ (20,395) [1],[2] $ (27,022) [3] $ (25,978) [3] Less: Series A convertible preferred stock dividends Â Â Â Â 861 889 Net loss available to common stockholders â€" basic (5,675) (7,056) [1] (17,305) (21,041) [1] (27,883) [3] (26,867) [3] Net loss available to common stockholders â€" diluted $ (5,675) $ (7,056) $ (17,305) $ (21,041) $ (27,883) $ (26,867) Denominator: Â Â Â Â Â Â Weighted average shares used in computing net loss per common share â€" basic (in Shares) 93,048,000 71,588,000 [1] 89,063,000 64,246,000 [1] 66,611,000 [3] 36,680,000 [3] Weighted average shares used in computing net loss per common share â€" diluted (in Shares) 93,048,000 71,588,000 [1] 89,063,000 64,246,000 [1] 66,611,000 [3] 36,680,000 [3] Loss per share - basic (in Dollars per share) $ (0.06) $ (0.1) [1] $ (0.19) $ (0.33) [1] $ (0.42) [3] $ (0.73) [3] Loss per share - diluted (in Dollars per share) $ (0.06) $ (0.1) [1] $ (0.19) $ (0.33) [1] $ (0.42) [3] $ (0.73) [3] [1] As described in Note 15 to these unaudited condensed consolidated financial statements, we have restated the unaudited condensed consolidated statements of operations for the three and nine months ended September 30, 2023. [2] As described in Note 15 to these unaudited condensed consolidated financial statements, we have restated the unaudited condensed consolidated statement of cash flows for the nine months ended September 30, 2023. [3] As described in Note 3 to the Consolidated Financial Statements appearing elsewhere in this Amendment, we have restated the Consolidated Financial Statements. X - ReferencesNo definition available. + Details Name: qubt_DenominatorAbstract Namespace Prefix: qubt_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: qubt_NumeratorAbstract Namespace Prefix: qubt_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-15Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7 + Details Name: us-gaap_EarningsPerShareBasic Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 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https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7 + Details Name: us-gaap_EarningsPerShareDiluted Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI

https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 17: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-10Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount, after deduction of tax, noncontrolling interests, dividends on preferred stock and participating securities; of income (loss) available to common shareholders. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 5 -Subparagraph (SAB Topic 6.B) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-5Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60B + Details Name: us-gaap_NetIncomeLossAvailableToCommonStockholdersBasic Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount, after deduction of tax, noncontrolling interests, dividends on preferred stock and participating securities, and addition from assumption of issuance of common shares for dilutive potential common shares; of income (loss) available to common shareholders. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 5 -Subparagraph (SAB Topic 6.B) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-5Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 16 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-16Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 40 -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-40Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 40 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-40Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 40 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-40Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 40 -Subparagraph (b)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-40 + Details Name: us-gaap_NetIncomeLossAvailableToCommonStockholdersDiluted Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe aggregate value of preferred stock dividends and other adjustments necessary to derive net income apportioned to common stockholders. + ReferencesReference 1: http://www.xbrl.org/2003/role/recommendedDisclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 5 -Subparagraph (SAB Topic 6.B) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-5Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 260 -SubTopic 10 -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-11Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1 + Details Name: us-gaap_PreferredStockDividendsAndOtherAdjustments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe average number of shares or units issued and outstanding that are used in calculating diluted EPS or earnings per unit (EPU), determined based on the timing of issuance of shares or units in the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 16 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-16 + Details Name: us-gaap_WeightedAverageNumberOfDilutedSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of [basic] shares or units, after adjustment for contingently issuable shares or units and other shares or units not deemed outstanding, determined by relating the portion of time within a reporting period that common shares or units have been outstanding to the total time in that period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10 + Details Name: us-gaap_WeightedAverageNumberOfSharesOutstandingBasic Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration XML 52 R38.htm IDEA: XBRL DOCUMENT v3.24.4 Significant Accounting Policies - Schedule of Securities Outstanding (Details) - shares shares 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 Securities Outstanding [Line Items] Â Â Â Â Â Â Â Â Total potentially dilutive shares 17,616 20,825 18,417 18,273 19,525 10,778 Warrants [Member] Â Â Â Â Â Â Â Schedule of Securities Outstanding [Line Items] Â Â Â Â Â Â Â Total potentially dilutive shares 2,212 5,973 2,538 6,092 6,053 3,976 Options [Member] Â Â Â Â Â Â Â Schedule of Securities Outstanding [Line Items] Â Â Â Â Â Â Â Total potentially dilutive shares Â Â Â Â 12,280 6,830 Unvested restricted common stock [Member] Â Â Â Â Â Â Â Schedule of Securities Outstanding [Line Items] Â Â Â Â Â Â Â Total potentially dilutive shares 2,997 1,783 2,997 771 1,192 X - DefinitionSecurities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) or earnings per unit (EPU) in the future that were not included in the computation of diluted EPS or EPU because to do so would increase EPS or EPU amounts or decrease loss per share or unit amounts for the period presented. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1 + Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=us-gaap_WarrantMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=us-gaap_EmployeeStockOptionMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=us-gaap_RestrictedStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 53 R39.htm IDEA: XBRL DOCUMENT v3.24.4 Restatement of Previously Issued Financial Statements (Details) - Previously Reported [Member] - USD ($) $ in Thousands 3 Months Ended 9 Months Ended 12 Months Ended Sep. 30, 2023 Sep. 30, 2023 Dec. 31, 2023 Dec. 31, 2022 Dec. 31, 2021 Restatement of Previously Issued Financial Statements (Details) [Line Items] Â Â Â Â Â Net loss $ 1,400 $ 1,000 $ (29,731) $ (38,594) Â Intangible and goodwill assets 8,600 8,600 Â Â Â Liabilities 500 500 5,459 14,404 Â Equity, attributable to parent $ 9,100 $ 9,100 $ 73,269 $ 74,897 $ 16,202 X - ReferencesNo definition available. + Details Name: qubt_RestatementofPreviouslyIssuedFinancialStatementsDetailsLineItems Namespace Prefix: qubt_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount, after impairment and amortization, of goodwill, indefinite-lived, and finite-lived intangible assets. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 10 -Name Accounting Standards Codification -Section S45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480265/350-10-S45-1 + Details Name: us-gaap_IntangibleAssetsNetIncludingGoodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of liability recognized for present obligation requiring transfer or otherwise providing economic benefit to others. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(26)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(21)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99

-Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 15: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(14)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 18: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 28: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 29: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30 + Details Name: us-gaap_Liabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 17: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-10Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 12: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 13: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 14: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 4.E) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480418/310-10-S99-2 + Details Name: us-gaap_StockholdersEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - Details Name: srt_RestatementAxis=srt_ScenarioPreviouslyReportedMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 54 R40.htm IDEA: XBRL DOCUMENT v3.24.4 Restatement of Previously Issued Financial Statements - Schedule of Consolidated Balance Sheets (Details) - USD ($) $ in Thousands Sep. 30, 2024 Jun. 30, 2024 Dec. 31, 2023 Sep. 30, 2023 Jun. 30, 2023 [2] Dec. 31, 2022 Dec. 31, 2021 Current assets Â Â Â Â Â Â Â Â Cash and cash equivalents $ 3,064 Â $ 2,059 Â Â $ 5,308 Â Accounts receivable Â Â 65 Â Â 13 Â Inventory 241 Â 73 Â Â Â Loans receivable, net of provision for credit losses 306 Â 279 Â Â Â Prepaid expenses and other current assets 238 Â 180 Â Â 129 Â Total current assets 3,912 Â 2,656 Â Â 5,450 Â Property and equipment, net 5,826 Â 2,870 Â Â 975 Â Operating lease right-of-use assets 1,622 Â 1,051 Â Â 1,273 Â Intangible Assets, net 9,748 Â 12,076 Â Â 15,180 Â Goodwill 55,573 Â 55,573 Â Â 55,573 Other non-current assets 129 Â 129 Â Â 60 Â Total assets 76,810 Â 74,355 Â Â 78,511 Â Current liabilities Â Â Â Â Â Â Â Accounts payable 923 Â 1,462 Â Â 872 Â Accrued expenses 539 Â 639 Â Â 2,961 Â Financial liabilities, current Â Â Â Â Â Â Financial liabilities, current, net of issuance costs Â Â 1,925 Â Â Â Â Other current liabilities Â Â 786 Â Â 760 Â Total current liabilities 2,431 Â 4,812 Â Â 4,593 Â Financial liabilities, net of issuance costs Â Â Â Â Â 7,188 Â Warrant liability Â Â 3,920 Â Â 528 Â Operating lease liabilities 1,297 Â 840 Â Â 1,078 Â Total liabilities 10,908 Â 5,652 Â Â 13,387 Â Stockholdersâ€™ equity Â Â Â Â Â Â Â Preferred stock Â Â Â Â Common stock 9 Â 8 Â Â 6 Â Additional paid-in capital 209,675 Â 200,635 Â Â 169,175 Â Accumulated deficit (149,245) Â (131,940) Â Â (104,057) Â Total stockholdersâ€™ equity 60,439 $ 65,525 68,703 [1] $ 72,159 [2] $ 69,716 65,124 [1],[2] 15,022 Total liabilities and stockholdersâ€™ equity $ 76,810 Â 74,355 Â Â 78,511 Â As Previously Reported [Member] Â Â Â Â Â Â Â Current assets Â Â Â Â Â Â Â Cash and cash equivalents Â Â 2,059 Â Â 5,308 Â Accounts receivable Â Â 65 Â Â 13 Â Inventory Â Â 73 Â Â Â Â Loans receivable, net of provision for credit losses Â Â 557 Â Â Â Â Prepaid expenses and other current assets Â Â 427 Â Â 408 Â Total current assets Â Â 3,181 Â Â 5,729 Â Property and equipment, net Â Â 2,870 Â Â 975 Â Operating lease right-of-use assets Â Â 800 Â Â 1,187 Â Intangible Assets, net Â Â 11,388 Â Â 22,224 Â Goodwill Â Â 60,360 Â Â 59,126 Â Other non-current assets Â Â 129 Â Â 60 Â Total assets Â Â 78,728 Â Â 89,301 Â Current liabilities Â Â Â Â Â Â Â Accounts payable Â Â 1,462 Â Â 872 Â Accrued expenses Â Â 411 Â Â 3,780 Â Financial liabilities, current Â Â Â Â Â 536 Â Financial liabilities, current, net of issuance costs Â Â 2,496 Â Â Â Â Other current liabilities Â Â 250 Â Â 132 Â Total current liabilities Â Â 4,619 Â Â 5,320 Â Financial liabilities, net of issuance costs Â Â Â Â Â 7,858 Â Warrant liability Â Â Â Â Â Operating lease liabilities Â Â 840 Â Â 1,226 Â Total liabilities Â Â 5,459 500 Â 14,404 Â Stockholdersâ€™ equity Â Â Â Â Â Â Â Preferred stock Â Â Â Â Common stock Â Â 8 Â Â 6 Â Additional paid-in capital Â Â 222,980 Â Â 194,879 Â Accumulated deficit Â Â (149,719) Â Â (119,988) Â Total stockholdersâ€™ equity Â Â 73,269 $ 9,100 Â 74,897 16,202 Total liabilities and stockholdersâ€™ equity Â Â 78,728 Â Â 89,301 Â Adjustments [Member] Â Â Â Â Â Â Â Current assets Â Â Â Â Â Â Â Cash and cash equivalents Â Â Â Â Â Accounts receivable Â Â Â Â Â Inventory Â Â Â Â Â Loans receivable, net of provision for credit losses [3] Â Â (278) Â Â Â Â Prepaid expenses and other current assets [4] Â Â (247) Â Â

(279) Â Total current assets Â Â (525) Â Â (279) Â Property and equipment, net Â Â Â Â Â Operating lease right-of-use assets [4] Â Â 251 Â Â 86 Â Intangible Assets, net [5] Â Â 688 Â Â (7,044) Â Goodwill [5] Â Â (4,787) Â Â (3,553) Â Other non-current assets Â Â Â Â Â Total assets Â Â (4,373) Â Â (10,790) Â Current liabilities Â Â Â Â Â Â Â Accounts payable Â Â Â Â Â Accrued expenses [6],[7] Â Â 228 Â Â (819) Â Financial liabilities, current [4] Â Â Â Â Â (536) Â Financial liabilities, current, net of issuance costs [8] Â Â (571) Â Â Â Â Â Other current liabilities [4] Â Â 536 Â Â 628 [9] Â Total current liabilities Â Â 193 Â Â (727) Â Financial liabilities, net of issuance costs [8] Â Â Â Â Â (670) Â Warrant liability [5] Â Â Â Â Â 528 Â Operating lease liabilities Â Â Â Â Â (148) [4] Â Total liabilities Â Â 193 Â Â (1,017) Â Stockholdersâ€™ equity Â Â Â Â Â Â Â Preferred stock Â Â Â Â Â Common stock Â Â Â Â Â Additional paid-in capital Â Â (22,345) Â Â (25,704) Â Accumulated deficit Â Â 17,779 Â Â 15,931 Â Total stockholdersâ€™ equity Â Â (4,566) Â Â (9,773) $ (1,180) [1] Total liabilities and stockholdersâ€™ equity Â Â $ (4,373) Â Â $ (10,790) Â [1] As described in Note 3 to the Consolidated Financial Statements appearing elsewhere in this Amendment, we have restated the Consolidated Financial Statements. [2] As described in Note 15 to these unaudited condensed consolidated financial statements, we have restated the condensed consolidated statements of stockholdersâ€™ equity for the three and nine months ended September 30, 2023. [3] Uncollectable reserve â€“ We identified a reserve for collection risk related to notes receivable. [4] Other - We corrected certain classifications, previously identified errors and out of period adjustments that were deemed immaterial to the annual or interim period in which they were recorded and restated prior periods to reflect these corrections in the appropriate periods. [5] QPhoton purchase accounting â€“ We adjusted the final purchase price accounting for identifiable intangibles and the value attributable to the QPhoton Warrants, as defined below, including associated mark-to-market quarterly adjustments. [6] Accrued Expenses â€“ We identified and corrected errors to record liabilities for performance-based bonus expenditures and state franchise fees to reflect the expenses in the appropriate period. [7] Stock-based compensation â€“ We adjusted expenses and prior period retained earnings to reflect the change in our accounting policy election to account for forfeitures as they occur, as well as to refine assumptions used in calculating the fair value. We also ensured all such expenditures were accrued and accounted for in the appropriate periods based on vesting schedules and underlying agreements. [8] Debt issuance costs â€“ We corrected errors to appropriately accrete issuance costs for the Streeterville Unsecured Note, as defined below, over the life of the loan. [9] Financing Expenditures â€“ We corrected the presentation of Series A Preferred Stock dividends and ATM proceeds. X - ReferencesNo definition available. + Details Name: qubt_CurrentAssetsAbstract0 Namespace Prefix: qubt_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: qubt_CurrentLiabilitiesAbstract0 Namespace Prefix: qubt_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionFinancial liabilities, current. + ReferencesNo definition available. + Details Name: qubt_FinancialLiabilitiesCurrent Namespace Prefix: qubt_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: qubt_StockholdersEquityAbstract0 Namespace Prefix: qubt_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionCarrying 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. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10 + Details Name: us-gaap_AccountsPayableCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, before allowance for credit loss, of right to consideration from customer for product sold and service rendered in normal course of business, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481990/310-10-45-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(3)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1 + Details Name: us-gaap_AccountsReceivableGrossCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionCarrying 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). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_AccruedLiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount 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. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_AdditionalPaidInCapital Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of asset recognized for present right to economic benefit. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (a) -Publisher FASB -URI 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-Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 30: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(11)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_Assets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of asset recognized for present right to economic benefit, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 10: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7 + Details Name: us-gaap_AssetsCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount 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. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -

Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashAndCashEquivalentsAtCarryingValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAggregate par or stated value of issued nonredeemable common stock (or common stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable common shares, par value and other disclosure concepts are in another section within stockholders' equity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_CommonStockValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount classified as other liabilities attributable to disposal group held for sale or disposed of, expected to be disposed of within one year or the normal operating cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 10 -SubTopic 20 -Topic 205 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-10Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482130/360-10-45-9Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5BReference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-3Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-11 + Details Name: us-gaap_DisposalGroupIncludingDiscontinuedOperationOtherCurrentLiabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after accumulated impairment loss, of asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482598/350-20-45-1Reference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(10)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_Goodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionSum of the carrying amounts of all intangible assets, excluding goodwill, as of the balance sheet date, net of accumulated amortization and impairment charges. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482686/350-30-45-1 + Details Name: us-gaap_IntangibleAssetsNetExcludingGoodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount after valuation and LIFO reserves of inventory expected to be sold, or consumed within one year or operating cycle, if longer. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_InventoryNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of liability recognized for present obligation requiring transfer or otherwise providing economic benefit to others. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(26)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(21)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 15: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(14)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 18: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 28: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 29: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30 + Details Name: us-gaap_Liabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of liabilities and equity items, including the portion of equity attributable to noncontrolling interests, if any. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(32)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LiabilitiesAndStockholdersEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionTotal obligations incurred as part of normal operations that are expected to be paid during the following twelve months or within one business cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(21)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-5Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 15:

http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 21: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7 + Details Name: us-gaap_LiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt classified as current. Excludes lease obligation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LongTermDebtCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmortized cost, after allowance for credit loss, of financing receivable classified as current. Excludes net investment in lease. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481990/310-10-45-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_NotesAndLoansReceivableNetCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease, classified as noncurrent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiabilityNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's right to use underlying asset under operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseRightOfUseAsset Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of noncurrent assets classified as other. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_OtherAssetsNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of liabilities classified as other. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(12)(b)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(12)(b)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(12)(b)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_OtherLiabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAggregate 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. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(21)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_PreferredStockValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of asset related to consideration paid in advance for costs that provide economic benefits in future periods, and amount of other assets that are expected to be realized or consumed within one year or the normal operating cycle, if longer. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_PrepaidExpenseAndOtherAssetsCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount after accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business to produce goods and services and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 360 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-7AReference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 360 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478451/942-360-50-1 + Details Name: us-gaap_PropertyPlantAndEquipmentNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of accumulated undistributed earnings (deficit). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-11Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(23)(a)(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_RetainedEarningsAccumulatedDeficit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 12: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 13: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 14: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 4.E) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480418/310-10-S99-2 + Details Name: us-gaap_StockholdersEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionValue of outstanding derivative securities that permit the holder the right to purchase securities (usually equity) from the issuer at a specified price. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_WarrantsAndRightsOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - Details Name: srt_RestatementAxis=srt_ScenarioPreviouslyReportedMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RestatementAxis=srt_RestatementAdjustmentMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 55 R41.htm IDEA: XBRL DOCUMENT v3.24.4 Restatement of Previously Issued Financial Statements - Schedule of Consolidated Statements of Operations (Details) - USD ($) $ / shares in Units, $ 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 Consolidated Statements of Operations [Line Items] Â Â Â Â Â Â Total revenue $ 101 $ 50 [1] $ 311 $ 283 [1] $ 358 [2] $ 136 [2] Cost of revenue 92 24 [1] 233 131 [1] 196 [2] 61 [2] Gross profit 9 26 [1] 78 152 [1] 162 [2] 75 [2] Operating expenses 5,447 6,637 [1] 17,101 19,816 [1] 26,405 [2] 28,720 [2] Loss from operations (5,438) (6,611) [1] (17,023) (19,664) [1] (26,243) [2] (28,645) [2] Non-operating income (expense) Â Â Â Â Â Â Interest and other income Â Â Â Â 295 47 Interest expense, net Â Â Â Â (1,602) (772) Change in value of warrant liability 13 [1] 384 [1],[3] 528 [2] 3,392 [2] Loss before income tax provision (5,675) (6,841) [1] (17,305) (20,395) [1] (27,022) [2] (25,978) [2] Income tax provision [1] [1] [2] [2] Net loss (5,675) (6,841) [1] (17,305) (20,395) [1],[3] (27,022) [2] (25,978) [2] Less: Series A convertible preferred stock dividends Â Â Â Â (861) (889) Net loss available to common stockholders $ (5,675) $ (7,056) [1] $ (17,305) $ (21,041) [1] $ (27,883) [2] $ (26,867) [2] Loss per share â€“ basic (in Dollars per share) $ (0.06) $ (0.1) [1] $ (0.19) $ (0.33) [1] $ (0.42) [2] $ (0.73) [2] Loss per share â€“ diluted (in Dollars per share) $ (0.06) $ (0.1) [1] $ (0.19) $ (0.33) [1] $ (0.42) [2] $ (0.73) [2] Weighted average shares used in computing net loss per common share â€“ basic (in Shares) 93,048,000 71,588,000 [1] 89,063,000 64,246,000 [1] 66,611,000 [2] 36,680,000 [2] Weighted average shares used in computing net loss per common share â€“ dilutive (in Shares) 93,048,000 71,588,000 [1] 89,063,000 64,246,000 [1] 66,611,000 [2] 36,680,000 [2] As Previously Reported [Member] Â Â Â Â Â Â Schedule of Consolidated Statements of Operations [Line Items] Â Â Â Â Â Â Total revenue Â Â Â Â $ 358 $ 136 Cost of revenue Â Â Â Â 196 61 Gross profit Â Â Â Â 162 75 Operating expenses Â Â Â Â 27,384 36,654 Loss from operations Â Â Â Â (27,222) (36,579) Non-operating income (expense) Â Â Â Â Â Â Interest and other income Â Â Â Â 295 47 Interest expense, net Â Â Â Â (2,804) (2,062) Change in value of warrant liability Â Â Â Â Loss before income tax provision Â Â Â Â (29,731) (38,594) Income tax provision Â Â Â Â Net loss Â $ 1,400 Â $ 1,000 (29,731) (38,594) Less: Series A convertible preferred stock dividends Â Â Â Â Net loss available to common stockholders Â Â Â Â $ (29,731) $ (38,594) Loss per share â€“ basic (in Dollars per share) Â Â Â Â $ (0.38) $ (0.69) Loss per share â€“ diluted (in Dollars per share) Â Â Â Â $ (0.38) $ (0.69) Weighted average shares used in computing net loss per common share â€“ basic (in Shares) Â Â Â Â 77,451,000 55,963,000 Weighted average shares used in computing net loss per common share â€“ dilutive (in Shares) Â Â Â Â 77,451,000 55,963,000 Adjustments [Member] Â Â Â Â Â Â Schedule of Consolidated Statements of Operations [Line Items] Â Â Â Â Â Â Total revenue Â Â Â Â Cost of revenue Â Â Â Â Gross profit Â Â Â Â Operating expenses [4],[5] Â Â Â Â (979) (7,934) Loss from operations Â Â Â Â 979 7,934 Non-operating income (expense) Â Â Â Â Â Â Interest and other income Â Â Â Â Interest expense, net [6],[7] Â Â Â Â 1,202 1,290 Change in value of warrant liability [8] Â Â Â Â 528 3,392 Loss before income tax provision Â Â Â Â 2,709 12,616 Income tax provision Â Â Â Â Net loss Â Â Â Â 2,709 12,616 Less:

Series A convertible preferred stock dividends [7] Â Â Â Â (861) (889) Net loss available to common stockholders Â Â Â Â $ 1,848 $ 11,727 Loss per share â€“ basic (in Dollars per share) Â Â Â Â $ (0.04) $ (0.04) Loss per share â€“ diluted (in Dollars per share) Â Â Â Â $ (0.04) $ (0.04) Weighted average shares used in computing net loss per common share â€“ basic (in Shares) Â Â Â Â (10,840,000) (19,283,000) Weighted average shares used in computing net loss per common share â€“ dilutive (in Shares) Â Â Â Â (10,840,000) (19,283,000) [1] As described in Note 15 to these unaudited condensed consolidated financial statements, we have restated the unaudited condensed consolidated statements of operations for the three and nine months ended September 30, 2023. [2] As described in Note 3 to the Consolidated Financial Statements appearing elsewhere in this Amendment, we have restated the Consolidated Financial Statements. [3] As described in Note 15 to these unaudited condensed consolidated financial statements, we have restated the unaudited condensed consolidated statement of cash flows for the nine months ended September 30, 2023. [4] Accrued Expenses â€“ We identified and corrected errors to record liabilities for performance-based bonus expenditures and state franchise fees to reflect the expenses in the appropriate period. [5] Stock-based compensation â€“ We adjusted expenses and prior period retained earnings to reflect the change in our accounting policy election to account for forfeitures as they occur, as well as to refine assumptions used in calculating the fair value. We also ensured all such expenditures were accrued and accounted for in the appropriate periods based on vesting schedules and underlying agreements. [6] Debt issuance costs â€“ We corrected errors to appropriately accrete issuance costs for the Streeterville Unsecured Note, as defined below, over the life of the loan. [7] Financing Expenditures â€“ We corrected the presentation of Series A Preferred Stock dividends and ATM proceeds. [8] QPhoton purchase accounting â€“ We adjusted the final purchase price accounting for identifiable intangibles and the value attributable to the QPhoton Warrants, as defined below, including associated mark-to-market quarterly adjustments. X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Name Regulation S-X (SX) -Number 210 -Section 12 -Subsection 04 -Paragraph a -Publisher SECReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3Reference 3: http://www.xbrl.org/2003/role/recommendedDisclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-11 + Details Name: srt_CondensedIncomeStatementsCaptionsLineItems Namespace Prefix: srt_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe aggregate cost of goods produced and sold and services rendered during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1B + Details Name: us-gaap_CostOfRevenue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-15Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB 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13: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7 + Details Name: us-gaap_EarningsPerShareBasic Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 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http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7 + Details Name: us-gaap_EarningsPerShareDiluted Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionAmount of expense (income) related to adjustment to fair value of warrant liability. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 25 -Paragraph 13 -SubTopic 10 -Topic 480 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481766/480-10-25-13 + Details Name: us-gaap_FairValueAdjustmentOfWarrants Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAggregate revenue less cost of goods and services sold or operating expenses directly attributable to the revenue generation activity. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 5: 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http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 13: 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https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 23: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31 + Details Name: us-gaap_GrossProfit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of income (loss) from continuing operations, including income (loss) from equity method investments, before deduction of income tax expense (benefit), and income (loss) attributable to noncontrolling interest. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 270 -SubTopic 10 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Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 235 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-05(b)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477314/942-235-S99-1Reference 11: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(10)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 12: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI 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http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-10Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Subparagraph (a) -SubTopic 20 -Topic 740 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482659/740-20-45-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)) -SubTopic 10 -Topic 235 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1 + Details Name: us-gaap_IncomeTaxExpenseBenefit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of interest expense classified as nonoperating. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_InterestExpenseNonoperating Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount before accretion (amortization) of purchase discount (premium) of interest income on nonoperating securities. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(7)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32 + Details Name: us-gaap_InvestmentIncomeInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name 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-Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 15: 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10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount, after deduction of tax, noncontrolling interests, dividends on preferred stock and participating securities; of income (loss) available to common shareholders. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards

Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 5 -Subparagraph (SAB Topic 6.B) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-5Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60B + Details Name: us-gaap_NetIncomeLossAvailableToCommonStockholdersBasic Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NonoperatingIncomeExpenseAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionGenerally recurring costs associated with normal operations except for the portion of these expenses which can be clearly related to production and included in cost of sales or services. Includes selling, general and administrative expense. + ReferencesNo definition available. + Details Name: us-gaap_OperatingExpenses Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe net result for the period of deducting operating expenses from operating revenues. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31 + Details Name: us-gaap_OperatingIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe aggregate value of preferred stock dividends and other adjustments necessary to derive net income apportioned to common stockholders. + ReferencesReference 1: http://www.xbrl.org/2003/role/recommendedDisclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 5 -Subparagraph (SAB Topic 6.B) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-5Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 260 -SubTopic 10 -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-11Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1 + Details Name: us-gaap_PreferredStockDividendsAndOtherAdjustments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount 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). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-41Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards 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http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI 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http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 235 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-05(b)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477314/942-235-S99-1Reference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_Revenues Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe average number of shares or units issued and outstanding that are used in calculating diluted EPS or earnings per unit (EPU), determined based on the timing of issuance of shares or units in the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 16 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-16 + Details Name: us-gaap_WeightedAverageNumberOfDilutedSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of [basic] shares or units, after adjustment for contingently issuable shares or units and other shares or units not deemed outstanding, determined by relating the portion of time within a reporting period that common shares or units have been outstanding to the total time in that period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10 + Details Name: us-gaap_WeightedAverageNumberOfSharesOutstandingBasic Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - Details Name: srt_RestatementAxis=srt_ScenarioPreviouslyReportedMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RestatementAxis=srt_RestatementAdjustmentMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 56 R42.htm IDEA: XBRL DOCUMENT v3.24.4 Restatement of Previously Issued Financial Statements - Schedule of Consolidated Statements of Cash Flows (Details) - USD ($) $ in Thousands 3 Months Ended 9 Months Ended 12 Months Ended Oct. 28, 2022 Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Dec. 31, 2023 Dec. 31, 2022 Cash flows from operating activities: Â Â Â Â Â Â Â Net loss Â $ (5,675) $ (6,841) [1] $ (17,305) $ (20,395) [1],[2] $ (27,022) [3] $ (25,978) [3] Adjustments to reconcile net loss to net cash from operations Â Â Â Â Â Â Â Depreciation and intangibles amortization Â Â Â 2,542 2,509 [2] 3,307 [4] 1,863 [4] Amortization of issuance costs Â Â Â 323 730 [2] 925 [4] 547 [4] Change in fair value of warrant liabilities Â (13) [1] (384) [1],[2] (528) [3] (3,392) [3] Provision for credit losses [4] Â Â Â Â Â 279 Other recognized losses (gains) Â Â Â 31 [2] 5 [4] 78 [4] Stock-based compensation expense Â 763 992 2,680 3,110 [2] 4,271 [4] 9,323 [4] Stock-based compensation expense for services Â Â Â Â Â 284 2,350 Changes in operating assets and liabilities Â Â Â Â Â Â Â Accounts receivable Â Â Â 2 11 [2] (52) [4] (13) [4] Inventory Â Â Â (168) [2] (70) [4] [4] Prepaid expenses and other current assets Â Â Â (115) (110) [2] (110) [4] (145) [4] Other non-current assets Â Â Â (571) 89 [2] 153 [4] (1,214) [4] Accounts payable Â Â Â (539) 259 [2] 596 [4] 219 [4] Accrued expenses and other current liabilities Â Â Â Â Â (319) Accrued expenses and other current liabilities Â Â Â Â Â 110 Â Other long-term liabilities Â Â Â 457 (400) [2] (463) [4] 1,303 [4] Net cash used in operating activities Â Â Â (12,439) (13,348) [2] (18,315) [4] (15,378) [4] Cash flows from investing activities: Â Â Â Â Â Â Â Purchase of property and equipment Â Â Â (3,170) (2,165) [2] (2,112) [4] (870) [4] Net cash used for QPhoton, Inc. Merger [4] Â Â Â Â Â Â (1,356) Issuance of loan receivable Â Â Â (500) [2] (500) [4] [4] Net cash used in investing activities Â Â Â (3,170) (2,665) [2] (2,612) [4] (2,226) [4] Cash flows from financing activities: Â Â Â Â Â Â Â Proceeds raised from financial liabilities, net of issuance costs Â Â Â Â Â (6,187) 6,960 Series A Preferred dividend payments Â Â Â (215) (650) [2] (865) [4] (787) [4] Proceeds from stock issuance related to ATM facility $ 100,000 Â Â Â Â 24,730 Â Net cash provided by financing activities Â Â Â 16,614 18,084 [2] 17,678 [4] 6,173 [4] Net decrease in cash Â Â Â 1,005 2,071 [2] (3,249) [4] (11,431) [4] Cash and cash equivalents, beginning of period [4] Â Â Â 2,059 5,308 [2] 5,308 [2] 16,739 Cash and cash equivalents, end of period Â $ 3,064 7,379 [2] 3,064 7,379 [2] 2,059 [4] 5,308 [2],[4] As Previously Reported [Member] Â Â Â Â Â Â Â Cash flows from operating activities: Â Â Â Â Â Â Â Net loss Â Â $ 1,400 Â 1,000 (29,731) (38,594) Adjustments to reconcile net loss to net cash from operations Â Â Â Â Â Â Â Depreciation and intangibles amortization Â Â Â Â Â 1,958 3,433 Amortization of issuance costs Â Â Â Â Â Change in fair value of warrant liabilities Â Â Â Â Â Provision for credit losses Â Â Â Â Â Other recognized losses (gains) Â Â Â Â Â 4 Stock-based compensation expense Â Â Â Â Â 8,723 17,761 Stock-based compensation expense for services Â Â Â Â Â Changes in operating assets and liabilities Â Â Â Â Â Â Â Accounts receivable Â Â Â Â Â (52) (13) Inventory Â Â Â Â Â (70) Â Prepaid expenses and other current assets Â Â Â Â Â (78) 92 Other non-current assets Â Â Â Â Â 318 (1,128) Accounts payable Â Â Â Â Â 583 219 Accrued expenses and other current liabilities Â Â Â Â Â Â (462) Accrued expenses and other current liabilities Â Â Â Â Â (985) Â Other long-term liabilities Â Â Â Â Â (611) 1,451 Net cash used in operating activities Â Â Â Â Â (19,941) (17,241) Cash flows from investing activities: Â Â Â Â Â Â Â Purchase of property and equipment Â Â Â Â Â (2,118) (870) Net cash used for QPhoton, Inc. Merger Â Â Â Â Â Â (1,356) Issuance of loan receivable Â Â Â Â Â (500) Â Net cash used in investing activities Â Â Â Â Â (2,618) (2,226) Cash flows from financing activities: Â Â Â Â Â Â Â Proceeds raised from financial liabilities, net of issuance costs Â Â Â Â Â (6,187) 8,036 Series A Preferred dividend payments Â Â Â Â Â Proceeds from stock issuance related to ATM facility Â Â Â Â Â 25,496 Â Net cash provided by financing activities Â Â Â Â Â 19,309 8,036 Net decrease in cash Â Â Â Â Â (3,249) (11,431) Cash and cash equivalents, beginning of period Â Â Â 2,059 5,308 5,308 16,739 Cash and cash equivalents, end of period Â Â Â Â Â 2,059 5,308 Adjustments [Member] Â Â Â Â Â Â Â Cash flows from operating activities: Â Â Â Â Â Â Â Net loss Â Â Â Â Â 2,709 12,616 Adjustments to reconcile net loss to net cash from operations Â Â Â Â Â Â Â Depreciation and intangibles amortization [5] Â Â Â Â Â 1,349 (1,570) Amortization of issuance costs [6] Â Â Â Â Â 925 547 Change in fair value of warrant liabilities [5] Â Â Â Â Â (528) (3,392) Provision for credit losses [7] Â Â Â Â Â 279 Â Other recognized losses (gains) [8] Â Â Â Â Â 1 78 Stock-based compensation expense [9] Â Â Â Â Â (4,452) (8,438) Stock-based compensation expense for services [9] Â Â Â Â Â 284 2,350 Changes in operating assets and liabilities Â Â Â Â Â Â Â Accounts receivable Â Â Â Â Â Inventory Â Â Â Â Â Â Prepaid expenses and other current assets [8] Â Â Â Â Â (32) (237) Other non-current assets [8] Â Â Â Â Â (165) (86) Accounts payable Â Â Â Â Â 13 Accrued expenses and other current liabilities [8],[9] Â Â Â Â Â Â 143 Accrued expenses and other current liabilities [8],[9] Â Â Â Â Â 1,095 Â Other long-term liabilities [8] Â Â Â Â Â 148 (148) Net cash used in operating activities Â Â Â Â Â 1,626 1,863 Cash flows from investing activities: Â Â Â Â Â Â Â Purchase of property and equipment Â Â Â Â Â (6) [8] Net cash used for QPhoton, Inc. Merger Â Â Â Â Â Â Issuance of loan receivable Â Â Â Â Â Â Net cash used in investing activities Â Â Â Â Â (6) Cash flows from financing activities: Â Â Â Â Â Â Â Proceeds raised from financial liabilities, net of issuance costs Â Â Â Â Â (1,076) [6] Series A Preferred dividend payments Â Â Â Â Â (865) [10] (787) Proceeds from stock issuance related to ATM facility [10] Â Â Â Â Â (766) Â Net cash provided by financing activities Â Â Â Â Â (1,631) (1,863) Net decrease in cash Â Â Â Â Â Cash and cash equivalents, beginning of period Â Â Â Cash and cash equivalents, end of period Â Â Â Â Â [1] As described in Note 15 to these unaudited condensed consolidated financial statements, we have restated the unaudited condensed consolidated statements of operations for the three and nine months ended September 30, 2023. [2] As described in Note 15 to these unaudited condensed consolidated financial statements, we have restated the unaudited condensed

consolidated statement of cash flows for the nine months ended September 30, 2023. [3] As described in Note 3 to the Consolidated Financial Statements appearing elsewhere in this Amendment, we have restated the Consolidated Financial Statements. [4] As described in Note 3 to the Consolidated Financial Statements appearing elsewhere in this Amendment, we have restated the Consolidated Financial Statements. [5] QPhoton purchase accounting â€“ We adjusted the final purchase price accounting for identifiable intangibles and the value attributable to the QPhoton Warrants, as defined below, including associated mark-to-market quarterly adjustments. [6] Debt issuance costs â€“ We corrected errors to appropriately accrete issuance costs for the Streeterville Unsecured Note, as defined below, over the life of the loan. [7] Uncollectable reserve â€“ We identified a reserve for collection risk related to notes receivable. [8] Other - We corrected certain classifications, previously identified errors and out of period adjustments that were deemed immaterial to the annual or interim period in which they were recorded and restated prior periods to reflect these corrections in the appropriate periods. [9] Stock-based compensation â€“ We adjusted expenses and prior period retained earnings to reflect the change in our accounting policy election to account for forfeitures as they occur, as well as to refine assumptions used in calculating the fair value. We also ensured all such expenditures were accrued and accounted for in the appropriate periods based on vesting schedules and underlying agreements. [10] Financing Expenditures â€“ We corrected the presentation of Series A Preferred Stock dividends and ATM proceeds. X - DefinitionPayment of or proceeds raised from financial liabilities. + ReferencesNo definition available. + Details Name: qubt_PaymentOfOrProceedsRaisedFromFinancialLiabilities Namespace Prefix: qubt_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of amortization expense attributable to debt issuance costs. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef - Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-3 + Details Name: us-gaap_AmortizationOfFinancingCosts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount 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. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-8Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef - Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of increase (decrease) in cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; excluding effect from exchange rate change. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 1 -SubTopic 230 -Topic 830 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477401/830-230-45-1 + Details Name: us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseExcludingExchangeRateEffect Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe current period expense charged against earnings on long-lived, physical assets not used in production, and which are not intended for resale, to allocate or recognize the cost of such assets over their useful lives; or to record the reduction in book value of an intangible asset over the benefit period of such asset; or to reflect consumption during the period of an asset that is not used in production. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1 + Details Name: us-gaap_DepreciationAndAmortization Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of tax benefit for recognition of expense of award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_EmployeeServiceShareBasedCompensationTaxBenefitFromCompensationExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of expense (income) related to adjustment to fair value of warrant liability. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 25 -Paragraph 13 -SubTopic 10 -Topic 480 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481766/480-10-25-13 + Details Name: us-gaap_FairValueAdjustmentOfWarrants Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of realized and unrealized gain (loss) on investment. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(9)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(7)(c)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 3: http://www.xbrl.org/2003/role/recommendedDisclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_GainLossOnInvestments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in the aggregate amount of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInAccountsPayable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in the amounts payable to vendors for goods and services received and the amount of obligations and expenses incurred but not paid. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInAccountsPayableAndAccruedLiabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in amount due within one year (or one business cycle) from customers for the credit sale of goods and services. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInAccountsReceivable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in the aggregate value of all inventory held by the reporting entity, associated with underlying transactions that are classified as operating activities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInInventories Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_IncreaseDecreaseInOperatingCapitalAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of increase (decrease) in current liabilities classified as other. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInOtherCurrentLiabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of increase (decrease) in noncurrent assets classified as other. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInOtherNoncurrentAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of increase (decrease) in noncurrent operating liabilities classified as other. + ReferencesNo definition available. + Details Name: us-gaap_IncreaseDecreaseInOtherNoncurrentLiabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of increase (decrease) in prepaid expenses, and assets classified as other. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24 + Details Name: us-gaap_IncreaseDecreaseInPrepaidDeferredExpenseAndOtherAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash inflow (outflow) from financing activities, including discontinued operations. Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on long-term credit. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24 + Details Name: us-gaap_NetCashProvidedByUsedInFinancingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInFinancingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash inflow (outflow) from investing activities, including discontinued operations. Investing activity cash flows include making and collecting loans and acquiring and disposing of debt or equity instruments and property, plant, and equipment and other productive assets. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24 + Details Name: us-gaap_NetCashProvidedByUsedInInvestingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInInvestingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash inflow (outflow) from operating activities, including discontinued operations. Operating activity cash flows include transactions, adjustments, and changes in value not defined as investing or financing activities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-25 + Details Name: us-gaap_NetCashProvidedByUsedInOperatingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef - Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 17: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting

Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-10Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionCash outflow in the form of capital distributions and dividends to common shareholders, preferred shareholders and noncontrolling interests. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15 + Details Name: us-gaap_PaymentsOfDividends Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow associated with the acquisition of a business, net of the cash acquired from the purchase. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquireBusinessesNetOfCashAcquired Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow for the purchase of loan receivable arising from the financing of goods and services. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 13 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquireLoansReceivable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow associated with the acquisition of long-lived, physical assets that are used in the normal conduct of business to produce goods and services and not intended for resale; includes cash outflows to pay for construction of self-constructed assets. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 13 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquirePropertyPlantAndEquipment Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash inflow from the issuance of common stock, preferred stock, treasury stock, stock options, and other types of equity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3 + Details Name: us-gaap_ProceedsFromIssuanceOrSaleOfEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of expense (reversal of expense) for expected credit loss on accounts receivable. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479319/326-20-50-13Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_ProvisionForDoubtfulAccounts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of noncash expense for share-based payment arrangement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_ShareBasedCompensation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - Details Name: srt_RestatementAxis=srt_ScenarioPreviouslyReportedMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RestatementAxis=srt_RestatementAdjustmentMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 57 R43.htm IDEA: XBRL DOCUMENT v3.24.4 Business Combinations (Details) $ / shares in Units, $ in Thousands 12 Months Ended Apr. 01, 2022 USD ($) Dec. 31, 2023 USD ($) $ / shares shares Dec. 31, 2022 USD ($) $ / shares shares Sep. 30, 2024 $ / shares shares Jun. 06, 2023 Mar. 01, 2023 Jun. 16, 2022 $ / shares Feb. 18, 2022 USD ($) Business Combinations [Line Items] Â Â Â Â Â Â Â Â Common stock par value (in Dollars per share) | $ / shares Â $ 0.0001 $ 0.0001 $ 0.0001 Â Â Â Â Warrants purchased Â 7,028,337 Â Â Â Â Â Â Common stock, shares issued Â 77,451,000 55,963,000 94,416,000 Â Â Â Â Net of cash acquired (in Dollars) | $ [1] Â $ 1,356 Â Â Â Â Â Exercise price (in Dollars per share) | $ / shares Â $ 2.27 Â Â Â Â Â Â Principal balance (in Dollars) | $ $ 1,250 Â Â Â Â Â Â Â Loans assumed (in Dollars) | $ $ 2,500 Â Â Â Â Â Â Â Â Percentage of interest rate 15.00% Â Â Â Â Â Â 6.00% Extension year Â Â Â Â Â 1 year Â Â Patented Technology [Member] Â Â Â Â Â Â Â Â Business Combinations [Line Items] Â Â Â Â Â Â Â Â Fair value of attributable to technology and licensed patents (in Dollars) | $ Â $ 12,700 Â Â Â Â Â Â Purchase Agreement [Member] Â Â Â Â Â Â Â Â Business Combinations [Line Items] Â Â Â Â Â Â Â Â Promissory note principal amount (in Dollars) | $ Â Â Â Â Â Â Â Â Â $ 1,250 Warrant [Member] Â Â Â Â Â Â Â Â Business Combinations [Line Items] Â Â Â Â Â Â Â Â Warrants purchased Â 7,028,337 Â Â Â Â Â Â Common stock shares QPhoton warrants Â 6,325,503 6,325,503 Â Â Â Â Â Â Maximum [Member] Â Â Â Â Â Â Â Â Business Combinations [Line Items] Â Â Â Â Â Â Â Â Warrants purchased Â Â Â 7,028,337 Â Â Â Â Stock conversion ratio Â 10 Â Â Â Â Â Â Percentage of interest rate Â Â Â Â 15.00% Â Â Â Minimum [Member] Â Â Â Â Â Â Â Â Business Combinations [Line Items] Â Â Â Â Â Â Â Â Warrants purchased Â Â Â 1,726,931 Â Â Â Stock conversion ratio Â 1 Â Â Â Â Â Â Percentage of interest rate Â Â Â Â 10.00% Â Â Â Common Stock [Member] Â Â Â Â Â Â Â Â Business Combinations [Line Items] Â Â Â Â Â Â Â Â Share price (in Dollars per share) | $ / shares Â Â Â Â Â Â $ 2.27 Â QPhoton [Member] Â Â Â Â Â Â Â Â Business Combinations [Line Items] Â Â Â Â Â Â Â Â Warrants purchased Â 1,726,931 Â Â Â Â Â Â Common stock shares QPhoton warrants Â 36,600,823 Â Â Â Â Converted shares Â 31,299,417 Â Â Â Â Â Â Fair value of attributable to trade name and trademark (in Dollars) | $ Â $ 1,000 Â Â Â Â Â Â Principal balance (in Dollars) | $ Â Â Â Â Â Â Â Â $ 1,250 Non-Compete Agreement [Member] Â Â Â Â Â Â Â Â Business Combinations [Line Items] Â Â Â Â Â Â Â Â Fair value (in Dollars) | $ Â $ 3,250 Â Â Â Â Â Â Common Stock [Member] Â Â Â Â Â Â Â Â Business Combinations [Line Items] Â Â Â Â Â Â Â Â Common stock, shares issued Â 32,940,738 32,940,738 Â Â Â Â Â Â Common stock shares QPhoton warrants Â 26,615,235 Â Â Â Â Â Â Converted shares Â 36,600,823 Â Â Â Â Â Â Common Stock [Member] | Warrant [Member] Â Â Â Â Â Â Â Â Business Combinations [Line Items] Â Â Â Â Â Â Â Converted shares Â 7,028,337 Â Â Â Â Â Common Stock [Member] | Merger with QPhoton, Inc. [Member] Â Â Â Â Â Â Â Â Business Combinations [Line Items] Â Â Â Â Â Â Â Consideration of common shares Â 5,802,206 Â Â Â Â Â Common stock par value (in Dollars per share) | $ / shares Â $ 0.0001 Â Â Â Â Â Common stock, shares issued Â 36,600,823 Â Â Â Â Â Â Common Stock [Member] | QPhoton [Member] Â Â Â Â Â Â Â Â Business Combinations [Line Items] Â Â Â Â Â Â Â Common stock shares QPhoton warrants Â 6,325,503 Â Â Â Â Â Â Series B Preferred Stock [Member] Â Â Â Â Â Â Â Â Business Combinations [Line Items] Â Â Â Â Â Â Converts shares Â 10 Â Â Â Â Â Â Â Purchase price approximately (in Dollars) | $ Â $ 71,000 Â Â Â Â Â Â Net of cash acquired (in Dollars) | $ Â $ 69,900 Â Â Â Â Â Converted shares Â 2,377,028 Â Â Â Â Â Â Series B Preferred Stock [Member] | Merger with QPhoton, Inc. [Member] Â Â Â Â Â Â Â Â Business Combinations [Line Items] Â Â Â Â Â Â Â Preferred stock shares issued Â 2,377,028 Â Â Â Â Â Preferred stock, par value (in Dollars per share) | $ / shares Â $ 0.0001 Â Â Â Â Â Â Series B Preferred Stock [Member] | QPhoton [Member] Â Â Â Â Â Â Â Â Business Combinations [Line Items] Â Â Â Â Â Â Â Â Warrants purchased Â 1,726,931 Â Â Â Â Â Â [1] As described in Note 3 to the Consolidated Financial Statements appearing elsewhere in this Amendment, we have restated the Consolidated Financial Statements. X - DefinitionNumber of shares consideration of common stock. + ReferencesNo definition available. + Details Name: qubt_ConsiderationOfCommonShares Namespace Prefix: qubt_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionExtension year. + ReferencesNo definition available. + Details Name: qubt_ExtensionYear Namespace Prefix: qubt_ Data Type: xbrli:durationItemType Balance Type: na Period Type: instant X - DefinitionThe amount of fair value attributable to the non-compete. + ReferencesNo definition available. + Details Name: qubt_FairValueAttributableToNonCompeteAggreement Namespace Prefix: qubt_ Data Type: xbrli:monetaryItemType Balance Type: na Period Type: duration X - DefinitionFair value of attributable to technology and licensed patents. + ReferencesNo definition available. + Details Name: qubt_FairValueOfAttributableToTechnologyAndLicensedPatents Namespace Prefix: qubt_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionFair value of attributable to the trade name and trademark. + ReferencesNo definition available. + Details Name: qubt_FairValueOfAttributableToTheTradeNameAndTrademark Namespace Prefix: qubt_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-5 + Details Name: us-gaap_BusinessAcquisitionLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionPrice of a single share of a number of saleable stocks paid or offered to be paid in a business combination. + ReferencesNo definition available. + Details Name: us-gaap_BusinessAcquisitionSharePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionPurchase price of expected business acquisition prior to consideration being transferred. Excludes asset acquisition. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Name Accounting Standards Codification -Section 15 -Paragraph 3 -SubTopic 10 -Topic 805 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479455/805-10-15-3 + Details Name: us-gaap_BusinessCombinationPriceOfAcquisitionExpected Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionNumber of securities into which the class of warrant or right may be converted. For example, but not limited to, 500,000 warrants may be converted into 1,000,000 shares. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3 + Details Name: us-gaap_ClassOfWarrantOrRightNumberOfSecuritiesCalledByWarrantsOrRights Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionFace amount or stated value per share of common stock. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockParOrStatedValuePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionTotal number of common shares of an entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockSharesIssued Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionThe number of shares converted in a noncash (or part noncash) transaction. Noncash is defined as transactions during a period that do not result in cash receipts or cash payments in the period. "Part noncash" refers to that portion of the transaction not resulting in cash receipts or cash payments in the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-4Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-3Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-5 + Details Name: us-gaap_ConversionOfStockSharesConverted1 Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of shares issued for each share of convertible preferred stock that is converted. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(27)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (b) -Publisher FASB -URI

https://asc.fasb.org/1943274/2147481112/505-10-50-6Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 16 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-16 + Details Name: us-gaap_ConvertiblePreferredStockSharesIssuedUponConversion Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionAmount of annual principal payment for debt instrument. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_DebtInstrumentAnnualPrincipalPayment Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionRate of interest on investment. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 55 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477439/946-210-55-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-5Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.12-12A(Column A)(Footnote 2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.12-12A(Column A)(Footnote 3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.12-12(Column A)(Footnote 2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 6 -Subparagraph (SX 210.12-14(Column A)(Footnote 2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-6Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.12-12(Column A)(Footnote 4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-12B(Column A)(Footnote 3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-3Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-12B(Column A)(Footnote 4)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 6 -Subparagraph (SX 210.12-14(Column A)(Footnote 3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-6 + Details Name: us-gaap_InvestmentInterestRate Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionFor investments which are quantified by principal amount, principal balance held at close of period. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.12-12A(Column B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-2 + Details Name: us-gaap_InvestmentSoldNotYetPurchasedBalancePrincipalAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionThe fair value of loans assumed in noncash investing or financing activities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-4Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-3Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-5 + Details Name: us-gaap_LoansAssumed1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow associated with the acquisition of a business, net of the cash acquired from the purchase. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquireBusinessesNetOfCashAcquired Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionNumber of common shares issuable upon conversion of preferred stock. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13 + Details Name: us-gaap_PreferredStockConvertibleSharesIssuable Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionFace amount or stated value per share of preferred stock nonredeemable or redeemable solely at the option of the issuer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13 + Details Name: us-gaap_PreferredStockParOrStatedValuePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionNumber of shares of stock issued during the period pursuant to acquisitions. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesAcquisitions Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionRatio applied to the conversion of stock split, for example but not limited to, one share converted to two or two shares converted to one. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 4 -Subparagraph (SAB Topic 4.C) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-4 + Details Name: us-gaap_StockholdersEquityNoteStockSplitConversionRatio1 Namespace Prefix: us-gaap_ Data Type: xbrli:pureItemType Balance Type: na Period Type: duration X - DefinitionPer share decrease in exercise price of warrant. Excludes change due to standard antidilution provision. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3 + Details Name: us-gaap_WarrantExercisePriceDecrease Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=us-gaap_PatentedTechnologyMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=qubt_PurchaseAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ClassOfWarrantOrRightAxis=us-gaap_WarrantMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_BusinessAcquisitionAxis=us-gaap_SeriesOfIndividuallyImmaterialBusinessAcquisitionsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_RelatedPartyTransactionAxis=qubt_QPhotonMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: qubt_AgreementAxis=qubt_NonCompeteAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_CommonStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_RelatedPartyTransactionAxis=qubt_MergerWithQPhotonIncMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_SeriesBPreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 58 R44.htm IDEA: XBRL DOCUMENT v3.24.4 Business Combinations - Schedule of Adjusted Acquisition Date Fair Values of Assets Acquired and Liabilities Assumed By the Company (Details) - USD ($) $ in Thousands Dec. 31, 2023 Dec. 31, 2022 Purchase price Â Â Common stock $ 13,171 Â Series B convertible preferred 53,959 Â Contingently issuable warrants 3,920 $ 528 Purchase price 71,050 Â Less: cash acquired (1,144) Â Purchase price, net of cash acquired 69,906 Â Less: Â Â Prepaid expenses 16 Â Property and equipment at cost 116 Â Security deposits 98 Â Non-compete agreement with founder 3,251 Â Trade names and trademarks 1,009 Â Developed Technology and licensed patents 12,731 Â Accounts payable and other current liabilities (2,888) Â Goodwill $ 55,573 Â X - DefinitionRepresent the amount of common stock. + ReferencesNo definition available. + Details Name: qubt_BusinessCombinationCommonStock Namespace Prefix: qubt_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount recognized as of the business combination convertible preferred. + ReferencesNo definition available. + Details Name: qubt_BusinessCombinationConvertiblePreferred Namespace Prefix: qubt_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionThe amount of business combination purchase price. + ReferencesNo definition available. + Details Name: qubt_BusinessCombinationPurchasePrice Namespace Prefix: qubt_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of Non-compete agreement with founder. + ReferencesNo definition available. + Details Name: qubt_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedNoncompeteAgreementWithFounder Namespace Prefix: qubt_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of technology and licensed patents. + ReferencesNo definition available. + Details Name: qubt_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedTechnologyAndLicensedPatents Namespace Prefix: qubt_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of website domain, trade name and trademark. + ReferencesNo definition available. + Details Name: qubt_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedWebsiteDomainTradeNameAndTrademark Namespace Prefix: qubt_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - ReferencesNo definition available. + Details Name: qubt_LessAbstract Namespace Prefix: qubt_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: qubt_PurchasePriceAbstract Namespace Prefix: qubt_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTotal remaining unamortized or unaccreted amounts of premiums, discounts, and intangible assets, in years subsequent to the year of acquisition, when the total amounts of remaining discounts, premiums, and intangible assets exceed 30 percent of stockholders' equity. + ReferencesNo definition available. + Details Name: us-gaap_BusinessAcquisitionsPurchasePriceAllocationSubsequentYearsRemainingAdjustments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of investments in debt and equity securities, including, but not limited to, held-to-maturity, trading and available-for-sale expected to be converted to cash, sold or exchanged within one year or the normal operating cycle, if longer, acquired at the acquisition date. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 20 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-1 + Details Name: us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedCurrentAssetsMarketableSecurities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of asset related to consideration paid in advance for costs that provide economic benefits in future periods, and amount of other assets that are expected to be realized or consumed within one year or the normal operating cycle, if longer, acquired at the acquisition date. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 20 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-1 + Details Name: us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedCurrentAssetsPrepaidExpenseAndOtherAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of liabilities incurred for goods and services received that are used in an entity's business and related party payables, assumed at the acquisition date. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 20 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-1 + Details Name: us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedCurrentLiabilitiesAccountsPayable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of liabilities assumed at the acquisition date. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 20 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-1 + Details Name: us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedLiabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount recognized for assets, including goodwill, in excess of (less than) the aggregate liabilities assumed. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 20 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-1 + Details Name: us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredGoodwillAndLiabilitiesAssumedNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount after depreciation of long-lived, physical assets used to produce goods and services and not intended for resale, classified as other. + ReferencesNo definition available. + Details Name: us-gaap_PropertyPlantAndEquipmentOtherNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionValue of outstanding derivative securities that permit the holder the right to purchase securities (usually equity) from the issuer at a specified price. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_WarrantsAndRightsOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant XML 59 R45.htm IDEA: XBRL DOCUMENT v3.24.4 Intangible Assets and Goodwill (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 Dec. 31, 2021 Intangible Assets and Goodwill [Abstract] Â Â Â Â Â Â Â Â Amortization expense of intangible assets $ 780 $ 780 $ 2,300 $ 2,300 $ 3,100 $ 1,800 Â Goodwill Â Â Â Â Â 55,600 Â Â Goodwill $ 55,573 Â $ 55,573 Â $ 55,573 $ 55,573 X - DefinitionThe 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. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482686/350-30-45-2 + Details Name: us-gaap_AmortizationOfIntangibleAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:

debit Period Type: duration X - DefinitionAmount, after accumulated impairment loss, of asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482598/350-20-45-1Reference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(10)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_Goodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_GoodwillAndIntangibleAssetsDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount, after impairment and amortization, of goodwill, indefinite-lived, and finite-lived intangible assets. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 10 -Name Accounting Standards Codification -Section S45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480265/350-10-S45-1 + Details Name: us-gaap_IntangibleAssetsNetIncludingGoodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant XML 60 R46.htm IDEA: XBRL DOCUMENT v3.24.4 Intangible Assets and Goodwill - Schedule of Amounts Related to Intangible Assets (Details) - USD ($) $ in Thousands Sep. 30, 2024 Dec. 31, 2023 Dec. 31, 2022 Schedule of Amounts Related to Intangible Assets [Line Items] Â Â Â Gross Carrying Amount $ 16,991 $ 16,991 $ 16,991 Accumulated Amortization (7,243) (4,915) (1,811) Net Carrying Amount 9,748 12,076 15,180 Non-compete agreement with founder [Member] Â Â Â Schedule of Amounts Related to Intangible Assets [Line Items] Â Â Â Gross Carrying Amount Â 3,251 3,251 Accumulated Amortization Â (1,716) (632) Net Carrying Amount Â 1,535 2,619 Website domain name and trademark [Member] Â Â Â Schedule of Amounts Related to Intangible Assets [Line Items] Â Â Â Gross Carrying Amount 1,009 1,009 1,009 Accumulated Amortization (471) (320) (118) Net Carrying Amount 538 689 891 Technology and licensed patents [Member] Â Â Â Schedule of Amounts Related to Intangible Assets [Line Items] Â Â Â Gross Carrying Amount 12,731 12,731 12,731 Accumulated Amortization (4,244) (2,880) (1,061) Net Carrying Amount $ 8,487 $ 9,851 $ 11,670 X - DefinitionAccumulated amount of amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 10 -Name Accounting Standards Codification -Section S45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480265/350-10-S45-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTop 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAccumulatedAmortization Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount before amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 10 -Name Accounting Standards Codification -Section S45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480265/350-10-S45-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 928 -SubTopic 340 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478859/928-340-50-1 + Details Name: us-gaap_FiniteLivedIntangibleAssetsGross Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount after amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 926 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483154/926-20-50-5 + Details Name: us-gaap_FiniteLivedIntangibleAssetsNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_ImpairedIntangibleAssetsLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=qubt_NonCompeteAgreementWithFounderMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=us-gaap_TrademarksAndTradeNamesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=qubt_TechnologyAndLicensedPatentsMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 61 R47.htm IDEA: XBRL DOCUMENT v3.24.4 Intangible Assets and Goodwill - Schedule of Future Amortization Expense (Details) - USD ($) $ in Thousands Sep. 30, 2024 Dec. 31, 2023 Dec. 31, 2022 Schedule of Future Amortization Expense [Abstract] Â Â Â 2024 $ 2,472 $ 3,104 Â 2025 2,021 2,472 Â 2026 1,903 2,021 Â 2027 1,819 1,903 Â 2028 757 1,819 Â Thereafter Â 757 Â Total $ 9,748 $ 12,076 $ 15,180 X - DefinitionAmount 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). + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseAfterYearFive Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount 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). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseNextTwelveMonths Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount 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). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearFive Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount 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). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearFour Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount 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). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearThree Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount 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). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearTwo Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_FiniteLivedIntangibleAssetsFutureAmortizationExpenseAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount after amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 926 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483154/926-20-50-5 + Details Name: us-gaap_FiniteLivedIntangibleAssetsNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant XML 62 R48.htm IDEA: XBRL DOCUMENT v3.24.4 Intangible Assets and Goodwill - Schedule of Changes in Goodwill (Details) - USD ($) $ in Thousands 12 Months Ended Dec. 31, 2023 Dec. 31, 2022 Schedule of Changes in Goodwill [Abstract] Â Â Goodwill, at beginning of year $ 55,573 Goodwill additions 55,573 Goodwill, at end of year $ 55,573 $ 55,573 X - DefinitionAmount, after accumulated impairment loss, of asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482598/350-20-45-1Reference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(10)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_Goodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of 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. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1 + Details Name: us-gaap_GoodwillAcquiredDuringPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_IntangibleAssetsNetIncludingGoodwillAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 63 R49.htm IDEA: XBRL DOCUMENT v3.24.4 Income Taxes (Details) - USD ($) 9 Months Ended 12 Months Ended Sep. 30, 2024 Dec. 31, 2023 Dec. 31, 2022 Dec. 31, 2021 Income Taxes [Line Items] Â Â Â Â Federal income tax rate 21.00% 21.00% Â Â Taxable income Â Â Â 80.00% Cumulative change percentage Â 50.00% Â Â Tax-effected carryforwards $ 15,600,000 $ 13,000,000 $ 9,000,000 Â

Carryforwards assumed tax rate 26.00% 26.00% 26.00% Â Net deferred tax assets $ 11,700,000 $ 11,000,000 $ 10,000,000 Â Capitalized research and development expenditures 2,500,000 2,000,000 $ 1,000,000 Â Intangible asset 1,100,000 1,000,000 Â Â Valuation allowance increased 4,000,000 6,000,000 Â Â Federal R&D credit carryforwards $ 623,000 250,000 Â Â Maximum [Member] Â Â Â Â Income Taxes [Line Items] Â Â Â Â Net operating loss carry forwards Â $ 49,000,000 Â Â X - DefinitionAmount, after allocation of valuation allowances and deferred tax liability, of deferred tax asset attributable to deductible differences and carryforwards, without jurisdictional netting. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-2 + Details Name: us-gaap_DeferredTaxAssetsLiabilitiesNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount before allocation of valuation allowances of deferred tax asset attributable to deductible operating loss carryforwards. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-6 + Details Name: us-gaap_DeferredTaxAssetsOperatingLossCarryforwards Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount before allocation of valuation allowances of deferred tax asset attributable to deductible research tax credit carryforwards. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-6 + Details Name: us-gaap_DeferredTaxAssetsTaxCreditCarryforwardsResearch Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of deferred tax liability attributable to taxable temporary differences from research and development costs. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-6 + Details Name: us-gaap_DeferredTaxLiabilitiesDeferredExpenseCapitalizedResearchAndDevelopmentCosts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of deferred tax liability attributable to taxable temporary differences from intangible assets other than goodwill. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-6 + Details Name: us-gaap_DeferredTaxLiabilitiesGoodwillAndIntangibleAssetsIntangibleAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPercentage of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482663/740-10-55-231 + Details Name: us-gaap_EffectiveIncomeTaxRateContinuingOperations Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionPercentage of domestic federal statutory tax rate applicable to pretax income (loss). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482663/740-10-55-231Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 6.I.1.Q1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1 + Details Name: us-gaap_EffectiveIncomeTaxRateReconciliationAtFederalStatutoryIncomeTaxRate Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionPercentage 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 the income tax rates. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482663/740-10-55-231Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12A -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12AReference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1 + Details Name: us-gaap_EffectiveIncomeTaxRateReconciliationChangeInEnactedTaxRate Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_IncomeTaxHolidayLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of operating loss carryforward, before tax effects, available to reduce future taxable income under enacted tax laws. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-3 + Details Name: us-gaap_OperatingLossCarryforwards Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionPercentage of subsidiary's or equity method investee's stock owned by parent immediately after all stock transactions. + ReferencesNo definition available. + Details Name: us-gaap_SubsidiaryOrEquityMethodInvesteeCumulativePercentageOwnershipAfterAllTransactions Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionAmount of increase (decrease) in the valuation allowance for a specified deferred tax asset. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-2 + Details Name: us-gaap_ValuationAllowanceDeferredTaxAssetChangeInAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 64 R50.htm IDEA: XBRL DOCUMENT v3.24.4 Property and Equipment (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 Property and Equipment [Abstract] Â Â Â Â Â Â Depreciation expense $ 75 $ 76 $ 214 $ 203 $ 203 $ 52 X - DefinitionThe amount of expense recognized in the current period that reflects the allocation of the cost of tangible assets over the assets' useful lives. Includes production and non-production related depreciation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 360 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1 + Details Name: us-gaap_Depreciation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_PropertyPlantAndEquipmentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 65 R51.htm IDEA: XBRL DOCUMENT v3.24.4 Property and Equipment - Schedule of Property and Equipment (Details) - USD ($) $ in Thousands 3 Months Ended 12 Months Ended Dec. 31, 2024 Dec. 31, 2022 Sep. 30, 2024 Dec. 31, 2023 Property, Plant and Equipment [Line Items] Â Â Â Â Total cost of property and equipment Â $ 1,046 $ 6,312 $ 3,142 Accumulated depreciation Â 71 486 272 Property and equipment, net Â 975 5,826 2,870 Computer And Lab Equipment [Member] Â Â Â Â Property, Plant and Equipment [Line Items] Â Â Â Â Total cost of property and equipment Â $ 985 5,899 2,999 Estimated Useful Life 5 years 5 years Â Â Network Equipment [Member] Â Â Â Â Property, Plant and Equipment [Line Items] Â Â Â Â Total cost of property and equipment Â $ 12 29 29 Estimated Useful Life 4 years 4 years Â Â Furniture and Fixtures [Member] Â Â Â Â Property, Plant and Equipment [Line Items] Â Â Â Â Total cost of property and equipment Â $ 28 32 32 Estimated Useful Life 7 years 7 years Â Â Software [Member] Â Â Â Â Property, Plant and Equipment [Line Items] Â Â Â Â Total cost of property and equipment Â $ 19 77 49 Estimated Useful Life 3 years 3 years Â Â Leasehold Improvements [Member] Â Â Â Â Property, Plant and Equipment [Line Items] Â Â Â Â Total cost of property and equipment Â $ 3 $ 275 $ 33 Estimated Useful Life Lessor of lease term or 5 Lessor of lease term or 5 Â Â X - DefinitionRepresent the estimated useful life. + ReferencesNo definition available. + Details Name: qubt_EstimatedUsefulLife Namespace Prefix: qubt_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of accumulated depreciation, depletion and amortization for physical assets used in the normal conduct of business to produce goods and services. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(14)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 360 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1 + Details Name: us-gaap_AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount before accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(13)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1 + Details Name: us-gaap_PropertyPlantAndEquipmentGross Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-7A + Details Name: us-gaap_PropertyPlantAndEquipmentLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount after accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business to produce goods and services and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 360 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-7AReference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 360 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478451/942-360-50-1 + Details Name: us-gaap_PropertyPlantAndEquipmentNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionUseful 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. + ReferencesNo definition available. + Details Name: us-gaap_PropertyPlantAndEquipmentUsefulLife Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: instant X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_ComputerEquipmentMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=qubt_NetworkEquipmentMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_FurnitureAndFixturesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_SoftwareDevelopmentMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_LeaseholdImprovementsMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 66 R52.htm IDEA: XBRL DOCUMENT v3.24.4 Financial Liabilities (Details) 9 Months Ended 12 Months Ended Feb. 06, 2025 USD ($) Aug. 06, 2024 USD ($) Sep. 23, 2022 USD ($) Sep. 30, 2024 USD ($) Dec. 31, 2023 USD ($) Dec. 31, 2022 USD ($) Mar. 23, 2023 USD ($) Financial Liabilities (Details) [Line Items] Â Â Â Â Â Â Â Accrued interest payable Â Â Â $ 122,000 $ 14,000 $ 223,000 Â Outstanding balance Â Â Â Â Â Â Received fee Â $ 450,000 Â Â Â Â Â Other issuance costs Â 55,000 Â Â Â Â Â Redeem of streeterville convertible note Â Â Â Â Â Â $ 750,000 Derivative Liability Â Â Â $ 666,000 528,000 Â Unsecured Promissory Note [Member] Â Â Â Â Â Â Â Financial Liabilities (Details) [Line Items] Â Â Â Â Â Â Â Initial principal amount Â 8,250,000 $ 8,250,000 Â Â Â Â Interest percentage Â Â 10.00% Â Â Â Â Maturity date Â Â 18 years Â Â Â Â Original issue discount Â 750,000 $ 750,000 Â Â Â Â Outstanding balance percentage Â Â 120.00% Â Â Â Â Redemption amount Â Â Â Â 750,000 Â Â Outstanding balance Â Â Â Â $ 7,000,000 Â Â Trading days Â Â Â Â 7 Â Â Interest rate Â Â Â Â 15.00% Â Â Cash for streeterville convertible note Â $ 7,500,000 Â Â Â Â Â Streeterville [Member] Â Â Â Â Â Â Â Financial Liabilities (Details) [Line Items] Â Â Â Â Â Â Â Interest percentage Â 10.00% Â Â Â Â Â Streeterville Unsecured Note [Member] Â Â Â Â Â Â Â Financial Liabilities (Details) [Line Items] Â Â Â Â Â Â Â Initial principal amount Â Â $ 8,250,000 Â Â Â Â Interest percentage Â Â 10.00% Â Â Â Â Maturity date Â Â 18 months Â Â Â Â Original issue discount Â Â $ 750,000 Â Â Â Â Streeterville Capital, LLC [Member] Â Â Â Â Â Â Â Â Financial Liabilities (Details) [Line Items] Â Â Â Â Â Â Â Â Outstanding balance Â Â Â Â $ 1,900,000 $ 7,200,000 Â Forecast [Member] Â Â Â Â Â Â Â Â Financial Liabilities (Details) [Line Items] Â Â Â Â Â Â Â Received fee Â $ 450,000 Â Â Â Â Â Closing trade percentage 8.00% Â Â Â Â Â Â Conversion price equal rate 92.00% Â Â Â Â Â Â Common Stock exceeding percentage 4.99% Â Â Â Â Â Â Minimum market capitalization value $ 10,000,000 Â Â Â Â Â Â Aggregate sales of Conversion percentage 10.00% Â Â Â Â Â Â Derivative Liability $ 666,000 Â Â Â Â Â Â Â Accruing outstanding balance percentage 15.00% Â Â Â Â Â Â Â Forecast [Member] | Unsecured Promissory Note [Member] Â Â Â Â Â Â Â Financial Liabilities (Details) [Line Items] Â Â Â Â Â Â Â Redeem of streeterville convertible note $ 750,000 Â Â Â Â Â Â Forecast [Member] | Streeterville [Member] Â Â Â Â Â Â Financial Liabilities (Details) [Line Items] Â Â Â Â Â Â Â Interest percentage Â 10.00% Â Â Â Â Â Â Maturity date Â 18 years Â Â Â Â Â Â Redemption amount 10.00% Â Â Â Â Â Â Forecast [Member] | Minimum [Member] Â Â Â Â Â Â Â Â Financial Liabilities (Details) [Line Items] Â Â Â Â Â Â Â Â Market capitalization percentage 9.99% Â Â Â Â Â Â Â Outstanding balance percentage 5.00% Â Â Â Â Â Â Â Forecast [Member] | Maximum [Member] Â Â Â Â Â Â Â Â Financial Liabilities (Details) [Line Items] Â Â Â Â Â Â Â Outstanding balance percentage 10.00% Â Â Â Â Â Â Â X - DefinitionCommon stock exceeding percentage. + ReferencesNo definition available. + Details Name: qubt_CommonStockExceedingPercentage Namespace Prefix: qubt_ Data Type: dtr:percentItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: qubt_FinancialLiabilitiesDetailsLineItems Namespace Prefix: qubt_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionMarket capitalization percentage +

ReferencesNo definition available. + Details Name: qubt_MarketCapitalizationPercentage Namespace Prefix: qubt_ Data Type: dtr:percentItemType Balance Type: na Period Type: duration X - DefinitionAmount of minimum market capitalization value. + ReferencesNo definition available. + Details Name: qubt_MinimumMarketCapitalizationValue Namespace Prefix: qubt_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionNumber of trading days. + ReferencesNo definition available. + Details Name: qubt_NumberOfTradigDays Namespace Prefix: qubt_ Data Type: xbrli:integerItemType Balance Type: na Period Type: duration X - DefinitionDebt instrument discount issued. + ReferencesNo definition available. + Details Name: qubt_OrginalIssueDiscount Namespace Prefix: qubt_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionPercentage of outstanding balance, unsecured promissory note. + ReferencesNo definition available. + Details Name: qubt_PercentageOfOutstandingBalance Namespace Prefix: qubt_ Data Type: dtr:percentItemType Balance Type: na Period Type: duration X - DefinitionPercentage of nonaccrual to total financing receivable outstanding. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Name Regulation S-K (SK) -Number 229 -Section 1405 -Paragraph a -Subparagraph (2) -Publisher SEC + Details Name: srt_FinancingReceivableNonaccrualToOutstandingPercent Namespace Prefix: srt_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionCarrying 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. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(15)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_AccruedLiabilitiesCurrentAndNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount 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. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-3 + Details Name: us-gaap_AmortizationOfDebtDiscountPremium Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAverage amount outstanding of commercial paper. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Name Regulation S-K (SK) -Number 229 -Section 1402 -Paragraph a -Publisher SECReference 2: http://www.xbrl.org/2003/role/disclosureRef -Name Regulation S-K (SK) -Number 229 -Section 1402 -Paragraph b -Subparagraph (1) -Publisher SEC + Details Name: us-gaap_CommercialPaperAverageOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionIncluding 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. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(16)(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_ConvertibleDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionDividend or interest rate associated with the financial instrument issued in exchange for the original debt being converted in a noncash or part noncash transaction. Noncash are transactions that affect recognized assets or liabilities but that do not result in cash receipts or cash payments. Part noncash refers to that portion of the transaction not resulting in cash receipts or cash payments. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-3Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-5 + Details Name: us-gaap_DebtConversionConvertedInstrumentRate Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionAmount of annual principal payment for debt instrument. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_DebtInstrumentAnnualPrincipalPayment Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionMinimum percentage of common stock price to conversion price of convertible debt instruments to determine eligibility of conversion. + ReferencesNo definition available. + Details Name: us-gaap_DebtInstrumentConvertibleThresholdPercentageOfStockPriceTrigger Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionThe average effective interest rate during the reporting period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2 + Details Name: us-gaap_DebtInstrumentInterestRateDuringPeriod Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionEffective interest rate for the funds borrowed under the debt agreement considering interest compounding and original issue discount or premium. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-6 + Details Name: us-gaap_DebtInstrumentInterestRateEffectivePercentage Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionPercentage price of original principal amount of debt at which debt can be redeemed by the issuer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 470 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477734/942-470-50-3 + Details Name: us-gaap_DebtInstrumentRedemptionPricePercentage Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionPeriod of time between issuance and maturity of debt instrument, in PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesNo definition available. + Details Name: us-gaap_DebtInstrumentTerm Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionFair 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, expected to be settled after one year or the normal operating cycle, if longer. Includes assets not subject to a master netting arrangement and not elected to be offset. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483466/210-20-50-3 + Details Name: us-gaap_DerivativeLiabilitiesNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPercentage of nonaccrual financing receivable balance outstanding that is past due. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479319/326-20-50-14 + Details Name: us-gaap_FinancingReceivableNonaccrualPercentPastDue1 Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionChange in noncontrolling interest during the period as a result of a change in the redemption value of redeemable noncontrolling interest. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 480 -SubTopic 10 -Subparagraph (16)(c) -Paragraph 3A -Section S99 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480244/480-10-S99-3AReference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 480 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3A -Subparagraph (15) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480244/480-10-S99-3AReference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 480 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3A -Subparagraph (14) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480244/480-10-S99-3AReference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 10 -Section S99 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_MinorityInterestChangeInRedemptionValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow for cost incurred directly with the issuance of an equity security. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15 + Details Name: us-gaap_PaymentsOfStockIssuanceCosts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionCash received for fees during the current period. This element excludes cash proceeds from license fees. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-25 + Details Name: us-gaap_ProceedsFromFeesReceived Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionPurchase price of common stock expressed as a percentage of its fair value. + ReferencesNo definition available. + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardPurchasePriceOfCommonStockPercent Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionThe amount that is required to be paid, determined under the conditions specified in the contract, if as of the reporting date, the holder of the share has exercised the right to or the shares are mandatorily redeemable within one year of the reporting date or operating cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 480 -SubTopic 10 -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481648/480-10-50-2 + Details Name: us-gaap_SharesSubjectToMandatoryRedemptionSettlementTermsAmountCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - Details Name: us-gaap_DebtInstrumentAxis=qubt_UnsecuredPromissoryNoteMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=qubt_StreetervilleMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=qubt_StreetervilleUnsecuredNoteMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_TitleOfIndividualAxis=qubt_StreetervilleCapitalLLCMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_StatementScenarioAxis=srt_ScenarioForecastMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 67 R53.htm IDEA: XBRL DOCUMENT v3.24.4 Financial Liabilities - Schedule of Amounts Related to Financial Liabilities (Details) - USD ($) $ in Thousands Sep. 30, 2024 Dec. 31, 2023 Dec. 31, 2022 Schedule of Outstanding Promissory Notes Payable to Financial Liabilities [Abstract] Â Â Â Remaining loan balances Â $ 2,063 $ 8,250 Remaining unamortized debt issuance costs Â (138) (1,062) Financial liabilities, net $ 6,514 $ 1,925 $ 7,188 X - DefinitionAmount related to financial liabilities loan balances. + ReferencesNo definition available. + Details Name: qubt_LoanBalances Namespace Prefix: qubt_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of unamortized debt discount (premium) and debt issuance costs. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-4Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-1A + Details Name: us-gaap_DebtInstrumentUnamortizedDiscountPremiumAndDebtIssuanceCostsNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_FinancialInstrumentsFinancialLiabilitiesBalanceSheetGroupingsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionFair value of financial obligations, including, but not limited to, debt instruments, derivative liabilities, federal funds purchased and sold under agreements to repurchase, securities loaned or sold under agreements to repurchase, financial instruments sold not yet purchased, guarantees, line of credit, loans and notes payable, servicing liability, and trading liabilities. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2E -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2EReference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_FinancialLiabilitiesFairValueDisclosure Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant XML 68 R54.htm IDEA: XBRL DOCUMENT v3.24.4 Contingencies (Details) - USD ($) $ / shares in Units, $ in Thousands 9 Months Ended 12 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Dec. 31, 2023 Dec. 31, 2022 Oct. 13, 2022 Jun. 16, 2022 Jul. 09, 2021 Mar. 23, 2021 Mar. 01, 2021 Contingencies [Line Items] Â Â Â Â Â Â Â Â Â Â Purchase of convertible promissory note Â Â Â $ 501 Â Â Â $ 150 $ 150 $ 200 Other current liabilities $ 921 Â $ 921 $ 786 $ 760 Â Â Â Â Â Â Fair market valuation contemplated shares (in Shares) Â Â 31,299,417 Â Â Â Â Â Â Â Â Conversion shares (in Shares) Â Â 2,377,028 Â Â Â Â Â Â Â Â Warrants to purchase shares (in Shares) Â Â Â 7,028,337 Â Â Â Â Â Â Â Warrants [Member] Â Â Â Â Â Â Â Â Â Â Contingencies [Line

Items] Â Â Â Â Â Â Â Â Â Â Â Warrants to purchase shares (in Shares) Â Â Â 7,028,337 Â Â Â Â Â Â Exercise price per share (in Dollars per share) $ 2.27 Â $ 2.27 Â Â Â Â Â Â Â Â Unissued QPhoton Warrants [Member] Â Â Â Â Â Â Â Â Â Â Contingencies [Line Items] Â Â Â Â Â Â Â Â Â Â Warrants to purchase shares (in Shares) 702,834 Â 702,834 Â Â Â Â Â Â Â BV Notes [Member] Â Â Â Â Â Â Â Â Â Â Contingencies [Line Items] Â Â Â Â Â Â Â Â Â Â Percentage of interest Â Â Â 6.00% Â Â Â Â Â Â Matured term Â Â Â 2 years Â Â Â Â Â Â Minimum [Member] Â Â Â Â Â Â Â Â Â Â Contingencies [Line Items] Â Â Â Â Â Â Â Â Â Â Warrants to purchase shares (in Shares) 1,726,931 Â 1,726,931 Â Â Â Â Â Â Â Maximum [Member] Â Â Â Â Â Â Â Â Â Â Contingencies [Line Items] Â Â Â Â Â Â Â Â Â Â Warrants to purchase shares (in Shares) 7,028,337 Â 7,028,337 Â Â Â Â Â Â Â Common Stock [Member] Â Â Â Â Â Â Â Â Â Â Contingencies [Line Items] Â Â Â Â Â Â Â Â Â Â Total purchase price Â Â $ 71,000 Â Â Â Â Â Â Converted shares (in Shares) Â Â 36,600,823 Â Â Â Â Â Â Â QPhoton [Member] Â Â Â Â Â Â Â Â Â Â Contingencies [Line Items] Â Â Â Â Â Â Â Â Â Â Cash proceeds Â Â Â $ 375 Â Â Â Â Â Â BV Advisory [Member] Â Â Â Â Â Â Â Â Â Â Contingencies [Line Items] Â Â Â Â Â Â Â Â Â Â Cash proceeds Â Â Â 125 Â Â Â Â Â Â Cashier's check Â Â Â Â Â Â $ 535,684 Â Â Â Other current liabilities $ 536 Â $ 536 $ 536 Â Â Â Â Â Â BV Advisory Partners, LLC [Member] Â Â Â Â Â Â Â Â Â Â Contingencies [Line Items] Â Â Â Â Â Â Â Â Â Â Purchase price percentage Â Â Â Â Â 10.00% Â Â Â Â Series B Preferred Stock [Member] Â Â Â Â Â Â Â Â Â Â Contingencies [Line Items] Â Â Â Â Â Â Â Â Â Â Total purchase price Â Â $ 69,900 Â Â Â Â Â Â Â Converted shares (in Shares) Â Â Â 2,377,028 Â Â Â Â Â Â Unissued QPhoton Shares [Member] Â Â Â Â Â Â Â Â Â Â Contingencies [Line Items] Â Â Â Â Â Â Â Â Â Â Converted shares (in Shares) 2,957,251 2,957,251 Â Â Â Â Â Â Â Â X - DefinitionRepresents amount tendered as cashier's check of full principal balance. + ReferencesNo definition available. + Details Name: qubt_CashierCheckPrincipalBalance Namespace Prefix: qubt_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionNumber of shares fair market valuation contemplated. + ReferencesNo definition available. + Details Name: qubt_FairMarketValuationContemplatedShares Namespace Prefix: qubt_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionExercise price per share or per unit of warrants or rights outstanding. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3 + Details Name: us-gaap_ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1 Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionNumber of securities into which the class of warrant or right may be converted. For example, but not limited to, 500,000 warrants may be converted into 1,000,000 shares. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3 + Details Name: us-gaap_ClassOfWarrantOrRightNumberOfSecuritiesCalledByWarrantsOrRights Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionThe number of shares converted in a noncash (or part noncash) transaction. Noncash is defined as transactions during a period that do not result in cash receipts or cash payments in the period. "Part noncash" refers to that portion of the transaction not resulting in cash receipts or cash payments in the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-4Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-3Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-5 + Details Name: us-gaap_ConversionOfStockSharesConverted1 Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionThe number of new shares issued in the conversion of stock in a noncash (or part noncash) transaction. Noncash is defined as transactions during a period that do not result in cash receipts or cash payments in the period. "Part noncash" refers to that portion of the transaction not resulting in cash receipts or cash payments in the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-4Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-3Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-5 + Details Name: us-gaap_ConversionOfStockSharesIssued1 Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionIncluding the current and noncurrent portions, carrying value as of the balance sheet date of a written promise to pay a note, initially due after one year or beyond the operating cycle if longer, which can be exchanged for a specified amount of one or more securities (typically common stock), at the option of the issuer or the holder. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(16)(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_ConvertibleNotesPayable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionEffective interest rate for the funds borrowed under the debt agreement considering interest compounding and original issue discount or premium. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-6 + Details Name: us-gaap_DebtInstrumentInterestRateEffectivePercentage Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionPeriod of time between issuance and maturity of debt instrument, in PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesNo definition available. + Details Name: us-gaap_DebtInstrumentTerm Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionThe percentage of ownership of common stock or equity participation in the investee accounted for under the equity method of accounting. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3 + Details Name: us-gaap_EquityMethodInvestmentOwnershipPercentage Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_OtherCommitmentsLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of liabilities classified as other, due within one year or the normal operating cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10 + Details Name: us-gaap_OtherLiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionThis element represents the cash inflow during the period from the sale of a component of the entity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 12 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-12 + Details Name: us-gaap_ProceedsFromDivestitureOfBusinessesNetOfCashDivested Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe cash outflow for a borrowing supported by a written promise to pay an obligation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15 + Details Name: us-gaap_RepaymentsOfNotesPayable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionA device of credit enhancement where a part of the purchase price for the receivable/ payable is retained to serve as a cash collateral. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-4Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-3Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-5 + Details Name: us-gaap_SupplementalDeferredPurchasePrice Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - Details Name: us-gaap_ClassOfWarrantOrRightAxis=us-gaap_WarrantMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ClassOfWarrantOrRightAxis=qubt_UnissuedQPhotonWarrantsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=qubt_BVNotesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementEquityComponentsAxis=us-gaap_CommonStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_RelatedPartyTransactionsByRelatedPartyAxis=qubt_QPhotonMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_RelatedPartyTransactionsByRelatedPartyAxis=qubt_BVAdvisoryMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_ScheduleOfEquityMethodInvestmentEquityMethodInvesteeNameAxis=qubt_BVAdvisoryPartnersLLCMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_SeriesBPreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=qubt_UnissuedQPhotonSharesMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 69 R55.htm IDEA: XBRL DOCUMENT v3.24.4 Loan Receivable (Details) - USD ($) $ in Thousands Jun. 06, 2023 Sep. 30, 2024 Dec. 31, 2023 May 16, 2023 Apr. 01, 2022 Feb. 18, 2022 Loan Receivable [Line Items] Â Â Â Â Â Â Principal amount $ 2,000 Â Â Â Â Â Â Interest rate, percentage Â Â Â Â 15.00% 6.00% Loans receivable, net of provision for credit losses Â Â $ 279 Â Â Â Outstanding receivable Â $ 306 279 Â Â Â Millionways [Member] Â Â Â Â Â Â Â Loan Receivable [Line Items] Â Â Â Â Â Â Â Acquire, percentage of AI firm Â Â Â 100.00% Â Â Principal amount 500 Â Â Â Â Â Â Loans receivable, net of provision for credit losses Â Â 558 Â Â Â Outstanding receivable Â $ 613 $ 558 Â Â Â Unsecured Promissory Notes [Member] Â Â Â Â Â Â Â Loan Receivable [Line Items] Â Â Â Â Â Â Â Aggregate principal amount 2,000 Â Â Â Â Â Â MW Agreement [Member] Â Â Â Â Â Â Â Loan Receivable [Line Items] Â Â Â Â Â Â Â Aggregate principal amount $ 500 Â Â Â Â Â Â MW Note [Member] Â Â Â Â Â Â Â Loan Receivable [Line Items] Â Â Â Â Â Â Bears simple interest 10.00% Â Â Â Â Â Annual interest rate 15.00% Â Â Â Â Â Minimum [Member] Â Â Â Â Â Â Â Loan Receivable [Line Items] Â Â Â Â Â Â Interest rate, percentage 10.00% Â Â Â Â Â Maximum [Member] Â Â Â Â Â Â Â Loan Receivable [Line Items] Â Â Â Â Â Â Interest rate, percentage 15.00% Â Â Â Â Â Â X - DefinitionAmount of allowance for credit loss on financing receivable, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479344/326-20-45-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481962/310-10-50-4 + Details Name: us-gaap_AllowanceForNotesAndLoansReceivableCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPercentage of voting equity interests acquired at the acquisition date in the business combination. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 10 -Section 50 -Paragraph 2 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479328/805-10-50-2 + Details Name: us-gaap_BusinessAcquisitionPercentageOfVotingInterestsAcquired Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionEffective interest rate for the funds borrowed under the debt agreement considering interest compounding and original issue discount or premium. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-6 + Details Name: us-gaap_DebtInstrumentInterestRateEffectivePercentage Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionAmount of principal of debt issued. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3 + Details Name: us-gaap_DebtInstrumentIssuedPrincipal Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(f)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69E -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69EReference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name

Accounting Standards Codification -Section 55 -Paragraph 69F -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69FReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 11: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 26: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 27: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1 + Details Name: us-gaap_DebtInstrumentLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmortized cost excluding accrued interest, before allowance for credit loss, of financing receivable. Excludes net investment in lease. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479344/326-20-45-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3B -Publisher FASB -URI https://asc.fasb.org/1943274/2147479319/326-20-50-3BReference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479319/326-20-50-5 + Details Name: us-gaap_FinancingReceivableExcludingAccruedInterestBeforeAllowanceForCreditLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionRate of interest on investment. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 55 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477439/946-210-55-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-5Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.12-12A(Column A)(Footnote 2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.12-12A(Column A)(Footnote 3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.12-12(Column A)(Footnote 2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 6 -Subparagraph (SX 210.12-14(Column A)(Footnote 2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-6Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.12-12(Column A)(Footnote 4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-12B(Column A)(Footnote 3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-3Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-12B(Column A)(Footnote 4)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 6 -Subparagraph (SX 210.12-14(Column A)(Footnote 3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-6 + Details Name: us-gaap_InvestmentInterestRate Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionAmount of principal of investment owned. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-6Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 55 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477439/946-210-55-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.12-12(Column B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-12B(Column B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 6 -Subparagraph (SX 210.12-14(Column B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-6 + Details Name: us-gaap_InvestmentOwnedBalancePrincipalAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionThe portion of the carrying amount of short-term borrowings outstanding as of the balance sheet date which accrues interest at a set, unchanging rate. + ReferencesNo definition available. + Details Name: us-gaap_ShortTermDebtPercentageBearingFixedInterestRate Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - Details Name: us-gaap_BusinessAcquisitionAxis=qubt_millionwaysMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=qubt_UnsecuredPromissoryNotesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=qubt_MWAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=qubt_MWNoteMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 70 R56.htm IDEA: XBRL DOCUMENT v3.24.4 Capital Stock (Details) - USD ($) 3 Months Ended 9 Months Ended 12 Months Ended Sep. 03, 2024 Mar. 19, 2024 Aug. 17, 2023 Feb. 09, 2023 Jan. 19, 2023 Oct. 28, 2022 Jun. 16, 2022 Jun. 13, 2022 Nov. 17, 2021 Nov. 17, 2021 Sep. 30, 2024 Sep. 30, 2023 [3] Sep. 30, 2024 Sep. 30, 2023 Dec. 31, 2023 Dec. 31, 2022 Nov. 30, 2021 Aug. 31, 2020 Capital Stock [Line Items] Â Â Â

Â Forecast [Member] Â Capital Stock [Line Items] Â Preferred stock, shares issued 1,490,004 Â Preferred stock, shares outstanding 1,490,004 Â Redeemed, shares 496,698 Â Forecast [Member] | Series A Preferred Stock [Member] Â Capital Stock [Line Items] Â Preferred stock, par value (in Dollars per share) $ 0.0001 Â Preferred stock, share authorized 1,550,000 Â Preferred stock, shares issued 993,306 Â Preferred stock, shares outstanding 993,306 Â Forecast [Member] | Series B Preferred Stock [Member] Â Capital Stock [Line Items] Â Preferred stock, par value (in Dollars per share) $ 0.0001 Â Preferred stock, share authorized 3,079,864 Â Preferred stock, shares issued 0 Â Preferred stock, shares outstanding 0 Â [1] As described in Note 15 to these unaudited condensed consolidated financial statements, we have restated the unaudited condensed consolidated statement of cash flows for the nine months ended September 30, 2023. [2] As described in Note 3 to the Consolidated Financial Statements appearing elsewhere in this Amendment, we have restated the Consolidated Financial Statements. [3] As described in Note 15 to these unaudited condensed consolidated financial statements, we have restated the unaudited condensed consolidated statements of operations for the three and nine months ended September 30, 2023. [4] As described in Note 3 to the Consolidated Financial Statements appearing elsewhere in this Amendment, we have restated the Consolidated Financial Statements. X - DefinitionAggregate offering price. + ReferencesNo definition available. + Details Name: qubt_AggregateOfferingPrice Namespace Prefix: qubt_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionForfeited Percentage. + ReferencesNo definition available. + Details Name: qubt_ForfeitedPercentage Namespace Prefix: qubt_ Data Type: dtr:percentItemType Balance Type: na Period Type: duration X - DefinitionValue received from shareholder in nonredeemable preferred stock-related transaction in excess of par value, value contributed to entity and value received from other stock-related transaction. Includes, but is not limited to, preferred stock redeemable solely at option of issuer. Excludes common stock. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_AdditionalPaidInCapitalPreferredStock Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionExercise price per share or per unit of warrants or rights outstanding. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3 + Details Name: us-gaap_ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1 Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionNumber of securities into which the class of warrant or right may be converted. For example, but not limited to, 500,000 warrants may be converted into 1,000,000 shares. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3 + Details Name: us-gaap_ClassOfWarrantOrRightNumberOfSecuritiesCalledByWarrantsOrRights Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of warrants or rights outstanding. + ReferencesNo definition available. + Details Name: us-gaap_ClassOfWarrantOrRightOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionThe number of shares converted in a noncash (or part noncash) transaction. Noncash is defined as transactions during a period that do not result in cash receipts or cash payments in the period. "Part noncash" refers to that portion of the transaction not resulting in cash receipts or cash payments in the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-4Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-3Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-5 + Details Name: us-gaap_ConversionOfStockSharesConverted1 Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionThe number of warrants 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 cash payments in the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-3Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-5 + Details Name: us-gaap_DebtConversionConvertedInstrumentWarrantsOrOptionsIssued1 Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionAmount of expense (income) related to adjustment to fair value of warrant liability. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 25 -Paragraph 13 -SubTopic 10 -Topic 480 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481766/480-10-25-13 + Details Name: us-gaap_FairValueAdjustmentOfWarrants Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionPer share conversion price of preferred stock. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13 + Details Name: us-gaap_PreferredStockConvertibleConversionPrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionThe percentage rate used to calculate dividend payments on preferred stock. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.12-12A(Column A)(Footnote 3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.12-12(Column A)(Footnote 4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-12B(Column A)(Footnote 3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 6 -Subparagraph (SX 210.12-14(Column A)(Footnote 3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-6 + Details Name: us-gaap_PreferredStockDividendRatePercentage Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionFace amount or stated value per share of preferred stock nonredeemable or redeemable solely at the option of the issuer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13 + Details Name: us-gaap_PreferredStockParOrStatedValuePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionThe 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. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1 + Details Name: us-gaap_PreferredStockSharesAuthorized Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber 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. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13 + Details Name: us-gaap_PreferredStockSharesIssued Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionAggregate 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. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3 + Details Name: us-gaap_PreferredStockSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_PreferredUnitsLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe cash inflow from additional borrowings, net of cash paid to third parties in connection with debt origination. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14 + Details Name: us-gaap_ProceedsFromDebtNetOfIssuanceCosts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe cash inflow from the additional capital contribution to the entity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14 + Details Name: us-gaap_ProceedsFromIssuanceOfCommonStock Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe cash inflow from issuance of rights to purchase common shares at predetermined price (usually issued together with corporate debt). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14 + Details Name: us-gaap_ProceedsFromIssuanceOfWarrants Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe cash inflow from the issuance of common stock, preferred stock, treasury stock, stock options, and other types of equity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3 + Details Name: us-gaap_ProceedsFromIssuanceOrSaleOfEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe expense charged against earnings for the period pertaining to standard and extended warranties on the entity's goods and services granted to customers. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 460 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482425/460-10-50-8 + Details Name: us-gaap_ProductWarrantyExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe difference between the carrying amount of a financial instrument subject to a registration payment arrangement recorded as temporary equity prior to adoption of FSP EITF 00-19-2 and the carrying amount reclassified to permanent equity upon the adoption of FSP EITF 00-19-2. Recorded as a cumulative effect adjustment to the beginning balance of retained earnings. Does not apply to registration payment arrangements that are no longer outstanding upon adoption of FSP EITF 00-19-2. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 480 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3A -Publisher FASB -URI https://asc.fasb.org/1943274/2147480244/480-10-S99-3AReference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480237/815-40-50-3 + Details Name: us-gaap_ReclassificationsOfTemporaryToPermanentEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe number of shares issued or sold by the subsidiary or equity method investee per stock transaction. + ReferencesNo definition available. + Details Name: us-gaap_SaleOfStockNumberOfSharesIssuedInTransaction Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionPer share amount received by subsidiary or equity investee for each share of common stock issued or sold in the stock transaction. + ReferencesNo definition available. + Details Name: us-gaap_SaleOfStockPricePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionPrice of a single share of a number of saleable stocks of a company. + ReferencesNo definition available. + Details Name: us-gaap_SharePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionPer share or per unit amount of equity securities issued. + ReferencesNo definition available. + Details Name: us-gaap_SharesIssuedPricePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionValue of preferred stock and warrants for common stock issued. + ReferencesNo definition available. + Details Name: us-gaap_StockAndWarrantsIssuedDuringPeriodValuePreferredStockAndWarrants Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionNumber of shares of common and preferred stock issued as dividends during the period. Excludes stock splits. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2 + Details Name: us-gaap_StockDividendsShares Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of shares of stock issued during the period pursuant to acquisitions. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesAcquisitions Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber

of shares of stock issued during the period as part of a transaction to acquire assets that do not qualify as a business combination. + ReferencesNo definition available. + Details Name: us-gaap_StockIssuedDuringPeriodSharesPurchaseOfAssets Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of stock bought back by the entity at the exercise price or redemption price. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2 + Details Name: us-gaap_StockRedeemedOrCalledDuringPeriodShares Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionEquity impact of the value of stock bought back by the entity at the exercise price or redemption price. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2 + Details Name: us-gaap_StockRedeemedOrCalledDuringPeriodValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionPer share increase in exercise price of warrant. Excludes change due to standard antidilution provision. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3 + Details Name: us-gaap_WarrantExercisePriceIncrease Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionPeriod between issuance and expiration of outstanding warrant and right embodying unconditional obligation requiring redemption by transferring asset at specified or determinable date or upon event certain to occur, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_WarrantsAndRightsOutstandingTerm Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: instant X - Details Name: us-gaap_ClassOfWarrantOrRightAxis=us-gaap_WarrantMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ClassOfWarrantOrRightAxis=qubt_QPhotonWarrantsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementEquityComponentsAxis=us-gaap_PreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardTypeAxis=us-gaap_RestrictedStockUnitsRSUMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_RelatedPartyTransactionsByRelatedPartyAxis=qubt_QPhotonMergerMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_SeriesAPreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ClassOfWarrantOrRightAxis=qubt_PreferredWarrantsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_RelatedPartyTransactionsByRelatedPartyAxis=qubt_FalconCapitalPartnersMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_RelatedPartyTransactionsByRelatedPartyAxis=qubt_GreenfieldChildrenLLCMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_CommonStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_SeriesBPreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_SubsidiarySaleOfStockAxis=qubt_OtherOfferingsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_SubsidiarySaleOfStockAxis=qubt_CapitalStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_StatementScenarioAxis=srt_ScenarioForecastMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 71 R57.htm IDEA: XBRL DOCUMENT v3.24.4 Capital Stock - Schedule of Warrants Outstanding (Details) - Warrant [Member] - $ / shares 9 Months Ended 12 Months Ended Sep. 30, 2024 Dec. 31, 2023 August 18, 2020 [Member] Â Â Class of Warrant or Right [Line Items] Â Â Expiration Date Aug. 18, 2025 Aug. 18, 2025 Exercise Price (in Dollars per share) $ 2 $ 2 Issued Â 171,000 Exercised (150,000) (150,000) Forfeited / Canceled Warrants Outstanding 21,000 21 November 15, 2021 [Member] Â Â Class of Warrant or Right [Line Items] Â Â Expiration Date Nov. 15, 2023 Nov. 15, 2023 Exercise Price (in Dollars per share) $ 7 $ 7 Issued Â 1,545,000 Forfeited / Canceled (1,545,000) (1,545,000) Warrants Outstanding June 16, 2022 [Member] Â Â Class of Warrant or Right [Line Items] Â Â Expiration Date May 09, 2027 May 09, 2027 Exercise Price (in Dollars per share) $ 0.0001 $ 0.0001 Issued Â 6,325,000 Exercised Forfeited / Canceled (4,148,000) (3,309,000) Warrants Outstanding 2,177,000 3,016 X - DefinitionExpiration date of warrants or rights. + ReferencesNo definition available. + Details Name: qubt_ClassOfWarrantOrRighExpirationDate Namespace Prefix: qubt_ Data Type: xbrli:dateItemType Balance Type: na Period Type: duration X - DefinitionExercise price per share or per unit of warrants or rights outstanding. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3 + Details Name: us-gaap_ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1 Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_ClassOfWarrantOrRightLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionNumber of warrants or rights outstanding. + ReferencesNo definition available. + Details Name: us-gaap_ClassOfWarrantOrRightOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionThe number of equity-based payment instruments, excluding stock (or unit) options, that were forfeited during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionThe number of non-vested equity-based payment instruments, excluding stock (or unit) options, that validly exist and are outstanding as of the balance sheet date. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of non-option equity instruments exercised by participants. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -SubTopic 10 -Topic 718 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsExercised Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_AwardDateAxis=qubt_August182020Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ClassOfWarrantOrRightAxis=us-gaap_WarrantMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardDateAxis=qubt_November152021Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardDateAxis=qubt_June162022Member Namespace Prefix: Data Type: na Balance Type: Period Type: XML 72 R58.htm IDEA: XBRL DOCUMENT v3.24.4 Stock-Based Compensation (Details) - USD ($) $ / shares in Units, $ in Thousands 3 Months Ended 9 Months Ended 12 Months Ended Jul. 05, 2022 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Dec. 31, 2023 Dec. 31, 2022 Dec. 31, 2027 Dec. 31, 2026 Dec. 31, 2025 Dec. 31, 2024 Jan. 01, 2024 Jan. 01, 2023 Stock-based Compensation [Line Items] Â Â Â Â Â Â Â Â Â Â Â Â Shares of common stock 16,000,000 Â Â Â Â Â Â Â Â Â Â 1,000,000 Weighted average grant-date fair value of stock options granted (in Dollars per share) Â Â $ 1.01 Â $ 1.38 $ 1.38 Â Â Â Â Â Â Common stock options (in Dollars) Â Â Â Â $ 5,800 Â Â Â Â Â Â Â Â Recognized over a period Â Â Â Â 4 years Â Â Â Â Â Â Â Â Stockholdersâ€™ equity (in Dollars) Â Â Â Â $ 33 $ 170 Â Â Â Â Â Â Common stock shares issued Â Â 94,416,000 Â 77,451,000 55,963,000 Â Â Â Â Â Â Expected to be recognized over a period Â Â 3 years 3 months 18 days Â Â Â Â Â Â Â Â Â Â 20.00% Â Â Â Â Â Â Stock-based compensation expense (in Dollars) Â Â Â Â $ 1,100 Â Â Â Â Â Â Â Offerings expense (in Dollars) Â Â Â Â 2,100 Â Â Â Â Â Â Â Stock-based compensation for services (in Dollars) Â Â Â Â $ 284 $ 2,400 Â Â Â Â Â Â Â Shares awarded consultant Â Â Â Â 2,300,000 Â Â Â Â Â Â Â Reserves increased shares Â Â Â Â Â Â Â Â Â Â 1,000,000 1,000,000 Common stock shares outstanding Â 94,416,000 Â 77,451,000 55,963,000 Â Â Â Â Â Â Stock-based compensation expense (in Dollars) Â Â $ 207 $ 206 Â Â Â Â Â Â Â Net expense (in Dollars) Â Â 2,700 Â Â Â Â Â Â Â Â Vesting percentage Â Â Â Â 20.00% Â Â Â Â Â Â Realization of stock-based compensation expense (in Dollars) Â Â 113 $ 2,100 Â Â Â Â Â Â Â Â Warrant [Member] Â Â Â Â Â Â Â Â Â Â Stock-based Compensation [Line Items] Â Â Â Â Â Â Â Â Â Â Expected to be recognized over a period Â Â Â 20 years Â Â Â Â Â Â Â Equity Option [Member] Â Â Â Â Â Â Â Â Â Â Stock-based Compensation [Line Items] Â Â Â Â Â Â Â Â Â Â Weighted average grant-date fair value of stock options granted (in Dollars per share) Â Â Â $ 1.42 Â Â Â Â Â Â Â Total unrecognized compensation cost (in Dollars) Â Â $ 3,500 Â Â Â Â Â Â Â Common Stock [Member] Â Â Â Â Â Â Â Â Â Â Stock-based Compensation [Line Items] Â Â Â Â Â Â Â Â Â Â Shares of common stock Â Â Â Â Â Â Â Â Â Â 17,000,000 Shares issued Â 6,380,000 16,605,000 15,291,000 17,572,000 Â Â Â Â Â Â Common stock shares issued Â Â Â Â 853,600 Â Â Â Â Â Â Issued shares forfeited Â Â Â Â Â (11,000) Â Â Â Â Â Â Number of shares issued for services Â Â 142,000 1,500,000 1,575,000 135,000 Â Â Â Â Â Â Options 2019 [Member] Â Â Â Â Â Â Â Â Â Â Stock-based Compensation [Line Items] Â Â Â Â Â Â Â Â Â Â Shares of common stock Â Â Â Â 3,000,000 Â Â Â Â Â Â Shares issued Â Â Â Â 3,000,000 Â Â Â Â Â Â Options 2022 [Member] Â Â Â Â Â Â Â Â Â Â Stock-based Compensation [Line Items] Â Â Â Â Â Â Â Â Â Â Shares of common stock Â Â Â Â 13,800,000 Â Â Â Â Â Â Incentive Plans and Options [Member] Â Â Â Â Â Â Â Â Â Â Stock-based Compensation [Line Items] Â Â Â Â Â Â Â Â Â Â Weighted average grant-date fair value of stock options granted (in Dollars per share) Â Â Â Â $ 1.38 $ 2.39 Â Â Â Â Â Â Bonus Incentive Shares [Member] Â Â Â Â Â Â Â Â Â Â Stock-based Compensation [Line Items] Â Â Â Â Â Â Â Â Â Â Shares issued Â Â Â Â 2,353,600 20,000 Â Â Â Â Â Â Common stock shares issued Â Â Â Â 1,500,000 Â Â Â Â Â Â Carriage House Capital, Inc [Member] Â Â Â Â Â Â Â Â Â Â Stock-based Compensation [Line Items] Â Â Â Â Â Â Â Â Â Â Common stock shares issued Â Â Â Â 750,000 Â Â Â Â Â Â FMW Media Work [Member] Â Â Â Â Â Â Â Â Â Â Stock-based Compensation [Line Items] Â Â Â Â Â Â Â Â Â Â Common stock shares issued Â Â Â Â 75,000 Â Â Â Â Â Â 2019 Equity and Incentive Plan [Member] Â Â Â Â Â Â Â Â Â Â Stock-based Compensation [Line Items] Â Â Â Â Â Â Â Â Â Â Grant incentive stock options Â Â 3,000,000 Â Â Â Â Â Â Number of shares available for issue Â Â 3,000,000 Â Â Â Â Â Â Â Â 2022 Equity and Incentive Plan [Member] Â Â Â Â Â Â Â Â Â Â Stock-based Compensation [Line Items] Â Â Â Â Â Â Â Â Â Â Shares issued Â Â 18,000,000 Â Â Â Â Â Â Common stock shares issued Â Â 12,400,000 Â Â Â Â Â Â Number of shares available for issue 16,000,000 Â Â Â Â Â Â Common stock shares outstanding Â Â 12,400,000 Â Â Â Â Â Â 2023 Incentive Shares [Member] Â Â Â Â Â Â Â Â Â Â Stock-based Compensation [Line Items] Â Â Â Â Â Â Â Â Â Â Shares issued Â Â 2,400,000 Â Â Â Â Â Â Common stock shares issued Â Â 854,000 Â Â Â Â Â Â Retention Incentive Shares [Member] Â Â Â Â Â Â Â Â Â Â Stock-based Compensation [Line Items] Â Â Â Â Â Â Â Â Â Â Shares issued Â Â 1,500,000 Â Â Â Â Â Â QPhoton [Member] Â Â Â Â Â Â Â Â Â Â Stock-based Compensation [Line Items] Â Â Â Â Â Â Â Â Â Â Shares awarded consultant Â Â Â Â 750,000 2,300,000 Â Â Â Â Â Â Stock-based compensation [Member] Â Â Â Â Â Â Â Â Â Â Stock-based Compensation [Line Items] Â Â Â Â Â Â Â Â Â Â Issued shares forfeited Â Â 23,600 Â Â Â Â Â Â Â Â Â Â Stock-based compensation [Member] Â Â Â Â Â Â Â Â Â Â Stock-based Compensation [Line Items] Â Â Â Â Â Â Â Â Â Â Issued shares forfeited Â Â Â Â 23,600 Â Â Â Â Â Â Â Â Stock-based compensation for services [Member] Â Â Â Â Â Â Â Â Â Â Stock-based Compensation [Line Items] Â Â Â Â Â Â Â Â Â Â Common stock shares issued Â Â Â Â 157,000 Â Â Â Â Â Â Â Â Separation Agreement Shares [Member] Â Â Â Â Â Â Â Â Â Â Stock-based Compensation [Line Items] Â Â Â Â Â Â Â Â Â Â Shares issued Â Â 218,000 Â Â Â Â Â Â Â Â Stock-based compensation expense (in Dollars) Â Â $ 197 Â Â Â Â Â Â Â Common Stock [Member] Â Â Â Â Â Â Â Â Â Â Stock-based Compensation [Line Items] Â Â Â Â Â Â Â Â Â Â Common stock shares issued Â Â Â Â 32,940,738 32,940,738 Â Â Â Â Â Â Number of shares issued for services Â Â 142,000 1,500,000 Â Â Â Â Â Â Â Â Forecast [Member] Â Â Â Â Â Â Â Â Â Â Stock-based Compensation [Line Items] Â Â Â Â Â Â Â Â Â Â Vesting percentage Â Â Â Â Â Â 20.00% 20.00% 20.00% 20.00% Â Â X - DefinitionCommon stock options. + ReferencesNo definition available. + Details Name: qubt_CommonStockOptions Namespace Prefix: qubt_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionExpected to be recognized over a period. + ReferencesNo definition available. + Details Name: qubt_ExpectedToBeRecognizedOverAPeriod Namespace Prefix: qubt_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionOfferings expense. + ReferencesNo definition available. + Details Name: qubt_OfferingsExpense Namespace Prefix: qubt_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionRepresent the amount of difference in stock-based compensation for services on the statement of stockholdersâ€™ equity as compared to the statement of cash flows. + ReferencesNo definition available. + Details Name: qubt_RealizationOfStockBasedCompensationExpense Namespace Prefix: qubt_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of noncash expense for share-based payment arrangement. + ReferencesNo definition available. + Details Name: qubt_StockbasedCompensationExpense Namespace Prefix: qubt_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe percentage of vesting percentage. + ReferencesNo definition available. + Details Name: qubt_VestingPercentage Namespace Prefix: qubt_ Data Type: dtr:percentItemType Balance Type: na Period Type: instant X - DefinitionAmount of expense for award under share-based payment arrangement. Excludes amount capitalized. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.F) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_AllocatedShareBasedCompensationExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAggregate number of common shares reserved for future issuance. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockCapitalSharesReservedForFutureIssuance Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of shares of other common stock instruments held by shareholder, including, but not limited to, exchangeable shares. + ReferencesNo definition available. + Details Name: us-gaap_CommonStockOtherSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionTotal number of common shares of an entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockSharesIssued Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of shares of common stock outstanding. Common stock represent the ownership interest in a corporation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -

Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3 + Details Name: us-gaap_CommonStockSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of common units issued of limited liability company (LLC). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_CommonUnitIssued Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of shares to be repurchased in accordance with a policy to use treasury stock to satisfy share-award conversions. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Subparagraph (l) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_EmployeeServiceShareBasedCompensationEstimatedQuantityOfSharesToBeRepurchasedInFollowingPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionAmount of cost not yet recognized for nonvested award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognized Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of tax benefit from exercise of option under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 2A -Subparagraph (a) -SubTopic 10 -Topic 718 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2A + Details Name: us-gaap_EmployeeServiceShareBasedCompensationTaxBenefitFromExerciseOfStockOptions Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionNumber of excess stock shares of an entity that have been sold or granted to shareholders. + ReferencesNo definition available. + Details Name: us-gaap_ExcessStockSharesIssued Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionAmount of expense classified as other. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_OtherExpenses Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe difference between the maximum number of shares (or other type of equity) authorized for issuance under the plan (including the effects of amendments and adjustments), and the sum of: 1) the number of shares (or other type of equity) already issued upon exercise of options or other equity-based awards under the plan; and 2) shares (or other type of equity) reserved for issuance on granting of outstanding awards, net of cancellations and forfeitures, if applicable. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAvailableForGrant Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of shares issued under share-based payment arrangement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardSharesIssuedInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of shares purchased for issuance under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (l) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardSharesPurchasedForAward Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionWeighted average per share amount at which grantees can acquire shares of common stock by exercise of options. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionPercentage of vesting of award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardAwardVestingRightsPercentage Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionWeighted average remaining contractual term for vested portions of options outstanding and currently exercisable or convertible, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsExercisableWeightedAverageRemainingContractualTerm1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionNumber 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. + ReferencesNo definition available. + Details Name: us-gaap_StockIssuedDuringPeriodSharesIssuedForServices Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of new stock issued during the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesNewIssues Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of shares (or other type of equity) forfeited during the period. + ReferencesNo definition available. + Details Name: us-gaap_StockIssuedDuringPeriodSharesShareBasedCompensationForfeited Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionThis element represents movements included in the statement of changes in stockholders' equity which are not separately disclosed or provided for elsewhere in the taxonomy. + ReferencesNo definition available. + Details Name: us-gaap_StockholdersEquityOther Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - Details Name: us-gaap_ClassOfWarrantOrRightAxis=us-gaap_WarrantMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DerivativeInstrumentRiskAxis=us-gaap_StockOptionMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementEquityComponentsAxis=us-gaap_CommonStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PlanNameAxis=qubt_Options2019Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PlanNameAxis=qubt_Options2022Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PlanNameAxis=qubt_IncentivePlansAndOptionsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PlanNameAxis=qubt_BonusIncentiveSharesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PlanNameAxis=qubt_CarriageHouseCapitalIncMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PlanNameAxis=qubt_FMWMediaWorkMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PlanNameAxis=qubt_TwoThousandAndNineteenEquityAndIncentivePlanMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PlanNameAxis=qubt_TwoThousandAndTwentyTwoEquityAndIncentivePlanMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardTypeAxis=qubt_TwoZeroTwoThreeIncentiveSharesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardTypeAxis=qubt_RetentionIncentiveSharesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_RelatedPartyTransactionAxis=qubt_QPhotonMergerMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_RelatedPartyTransactionAxis=qubt_StockbasedCompensationMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_RelatedPartyTransactionsByRelatedPartyAxis=qubt_StockbasedCompensationMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_RelatedPartyTransactionsByRelatedPartyAxis=qubt_StockbasedCompensationForServicesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: qubt_AgreementAxis=qubt_SeparationAgreementSharesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_CommonStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_StatementScenarioAxis=srt_ScenarioForecastMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 73 R59.htm IDEA: XBRL DOCUMENT v3.24.4 Stock-Based Compensation - Schedule of Grant-Date Fair Value of Stock Options Granted (Details) - $ / shares 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 Grant-Date Fair Value of Stock Options Granted [Line Items] Â Â Â Â Â Â Exercise price (in Dollars per share) Â $ 1.35 Â $ 1.35 Â Â Risk-free interest rate Â 4.80% Â Â Â Â Expected volatility Â 134.50% Â Â Â Â Expected dividend yield 0.00% 0.00% 0.00% 0.00% 0.00% 0.00% Expected life of options (in years) 5 years 5 years 5 years 5 years 5 years 5 years Minimum [Member] Â Â Â Â Â Â Schedule of Grant-Date Fair Value of Stock Options Granted [Line Items] Â Â Â Â Â Â Exercise price (in Dollars per share) $ 1 $ 1.35 $ 1 $ 1.35 $ 0.85 $ 1.67 Risk-free interest rate 5.20% Â 5.20% 4.70% 4.70% 0.60% Expected volatility 93.20% Â 93.20% 122.20% 98.00% 127.00% Maximum [Member] Â Â Â Â Â Â Schedule of Grant-Date Fair Value of Stock Options Granted [Line Items] Â Â Â Â Â Â Exercise price (in Dollars per share) $ 1.12 $ 1.84 $ 1.12 $ 1.84 $ 1.84 $ 2.61 Risk-free interest rate 5.20% Â 5.20% 4.80% 5.00% 4.50% Expected volatility 104.60% Â 104.60% 136.90% 137.00% 164.00% X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 860 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481326/860-20-50-4 + Details Name: us-gaap_AssumptionForFairValueAsOfBalanceSheetDateOfInterestsContinuedToBeHeldByTransferorServicingAssetsOrLiabilitiesLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAgreed-upon price for the exchange of the underlying asset relating to the share-based payment award. + ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionThe 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. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedDividendRate Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionThe 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. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRate Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionThe risk-free interest rate assumption that is used in valuing an option on its own shares. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionExpected term of award under share-based payment arrangement, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardFairValueAssumptionsExpectedTerm1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - Details Name: srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 74 R60.htm IDEA: XBRL DOCUMENT

v3.24.4 Stock-Based Compensation - Schedule of Option Activity (Details) - $ / shares shares in Thousands 9 Months Ended 12 Months Ended Dec. 31, 2021 Sep. 30, 2024 Dec. 31, 2023 Dec. 31, 2022 Stock-Based Compensation - Schedule of Option Activity (Details) [Line Items] Â Â Â Â Weighted Average Number of Shares, Outstanding Ending balance 4,097 12,369 13,843 9,165 Weighted Average Exercise Price, Outstanding Ending balance $ 5.23 $ 2.41 $ 2.64 $ 3.51 Contractual Term, Outstanding Ending balance 3 years 10 months 24 days 3 years 1 month 6 days 3 years 8 months 12 days 4 years 2 months 12 days Weighted Average Number of Shares, Vested Â Â 8,803 6,413 Weighted Average Exercise Price, Vested Â Â $ 3.21 $ 3.58 Contractual Term, Vested Â Â 3 years 4 months 24 days 4 years 2 months 12 days Weighted Average Number of Shares, Granted Â 250 5,340 6,853 Weighted Average Exercise Price, Granted Â $ 1.01 $ 1.38 $ 1.38 Contractual Term, Granted Â 5 years 5 years 5 years Weighted Average Number of Shares, Forfeited Â (1,724) (662) (1,785) Weighted Average Exercise Price, Forfeited Â $ 4.11 $ 4.41 $ 3.17 Contractual Term, Forfeited Â Previously Reported [Member] Â Â Â Â Stock-Based Compensation - Schedule of Option Activity (Details) [Line Items] Â Â Â Â Weighted Average Number of Shares, Outstanding Ending balance 5,197 Â Â Â Weighted Average Exercise Price, Outstanding Ending balance $ 7.68 Â Â Â Contractual Term, Outstanding Ending balance 2 years 6 months Â Â Â Adjustments [Member] Â Â Â Â Stock-Based Compensation - Schedule of Option Activity (Details) [Line Items] Â Â Â Â Weighted Average Number of Shares, Outstanding Ending balance (1,100) Â Â Â Weighted Average Exercise Price, Outstanding Ending balance $ (2.45) Â Â Â Contractual Term, Outstanding Ending balance 1 year 4 months 24 days Â Â Â X - DefinitionContractual term for fully vested. + ReferencesNo definition available. + Details Name: qubt_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsContractualTermVested Namespace Prefix: qubt_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionWeighted average remaining contractual term for forfeited portions of options outstanding and currently exercisable or convertible, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesNo definition available. + Details Name: qubt_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsForfeitedWeightedAverageRemainingContractualTerm1 Namespace Prefix: qubt_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionWeighted average remaining contractual term for vested portions of options outstanding and currently exercisable or convertible, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesNo definition available. + Details Name: qubt_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsGrantedWeightedAverageRemainingContractualTerm1 Namespace Prefix: qubt_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: qubt_StockBasedCompensationScheduleofOptionActivityDetailsLineItems Namespace Prefix: qubt_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe 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. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionGross number of share options (or share units) granted during the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodGross Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of options outstanding, including both vested and non-vested options. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionWeighted average price at which grantees can acquire the shares reserved for issuance under the stock option plan. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionWeighted average price at which grantees could have acquired the underlying shares with respect to stock options that were terminated. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsForfeituresInPeriodWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionWeighted average per share amount at which grantees can acquire shares of common stock by exercise of options. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionWeighted average remaining contractual term for option awards outstanding, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Subparagraph (e)(1) -Name Accounting Standards Codification -Paragraph 2 -Section 50 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementBySharebasedPaymentAwardOptionsOutstandingWeightedAverageRemainingContractualTerm2 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionNumber of options vested. + ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementBySharebasedPaymentAwardOptionsVestedNumberOfShares Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionWeighted average grant-date fair value of options vested. + ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementBySharebasedPaymentAwardOptionsVestedWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - Details Name: srt_RestatementAxis=srt_ScenarioPreviouslyReportedMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RestatementAxis=srt_RestatementAdjustmentMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 75 R61.htm IDEA: XBRL DOCUMENT v3.24.4 Stock-Based Compensation - Schedule of Exercise Price Range (Details) - $ / shares shares in Thousands 9 Months Ended 12 Months Ended Sep. 30, 2024 Dec. 31, 2023 Schedule of Exercise Price Range [Line Items] Â Â Outstanding Options 12,369 13,843 Exercisable Options 8,375 8,803 0.00 â€“ 1.00 [Member] Â Â Schedule of Exercise Price Range [Line Items] Â Â Outstanding Options 105 180 Exercisable Options 10 10 1.00 â€“ 2.00 [Member] Â Â Schedule of Exercise Price Range [Line Items] Â Â Outstanding Options 5,348 5,695 Exercisable Options 1,794 1,935 2.00 â€“ 3.00 [Member] Â Â Schedule of Exercise Price Range [Line Items] Â Â Outstanding Options 5,845 6,359 Exercisable Options 5,500 5,318 3.00 â€“ 5.00 [Member] Â Â Schedule of Exercise Price Range [Line Items] Â Â Outstanding Options Â 65 Exercisable Options Â 65 5.00 â€“ 7.00 [Member] Â Â Schedule of Exercise Price Range [Line Items] Â Â Outstanding Options Â 726 Exercisable Options Â 713 7.00 â€“ 12.00 [Member] Â Â Schedule of Exercise Price Range [Line Items] Â Â Outstanding Options Â 818 Exercisable Options Â 762 Minimum [Member] | 0.00 â€“ 1.00 [Member] Â Â Schedule of Exercise Price Range [Line Items] Â Â Exercise Price (in Dollars per share) $ 0 $ 0 Minimum [Member] | 1.00 â€“ 2.00 [Member] Â Â Schedule of Exercise Price Range [Line Items] Â Â Exercise Price (in Dollars per share) 1 1 Minimum [Member] | 2.00 â€“ 3.00 [Member] Â Â Schedule of Exercise Price Range [Line Items] Â Â Exercise Price (in Dollars per share) 2 2 Minimum [Member] | 3.00 â€“ 5.00 [Member] Â Â Schedule of Exercise Price Range [Line Items] Â Â Exercise Price (in Dollars per share) Â 3 Minimum [Member] | 5.00 â€“ 7.00 [Member] Â Â Schedule of Exercise Price Range [Line Items] Â Â Exercise Price (in Dollars per share) Â 5 Minimum [Member] | 7.00 â€“ 12.00 [Member] Â Â Schedule of Exercise Price Range [Line Items] Â Â Exercise Price (in Dollars per share) Â 7 Maximum [Member] | 0.00 â€“ 1.00 [Member] Â Â Schedule of Exercise Price Range [Line Items] Â Â Exercise Price (in Dollars per share) 1 1 Maximum [Member] | 1.00 â€“ 2.00 [Member] Â Â Schedule of Exercise Price Range [Line Items] Â Â Exercise Price (in Dollars per share) 2 2 Maximum [Member] | 2.00 â€“ 3.00 [Member] Â Â Schedule of Exercise Price Range [Line Items] Â Â Exercise Price (in Dollars per share) $ 3 3 Maximum [Member] | 3.00 â€“ 5.00 [Member] Â Â Schedule of Exercise Price Range [Line Items] Â Â Exercise Price (in Dollars per share) Â 5 Maximum [Member] | 5.00 â€“ 7.00 [Member] Â Â Schedule of Exercise Price Range [Line Items] Â Â Exercise Price (in Dollars per share) Â 7 Maximum [Member] | 7.00 â€“ 12.00 [Member] Â Â Schedule of Exercise Price Range [Line Items] Â Â Exercise Price (in Dollars per share) Â $ 12 X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe number of shares reserved for issuance pertaining to the outstanding exercisable stock options as of the balance sheet date in the customized range of exercise prices for which the market and performance vesting condition has been satisfied. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Subparagraph (c)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeNumberOfExercisableOptions Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionThe number of shares reserved for issuance pertaining to the outstanding stock options as of the balance sheet date for all option plans in the customized range of exercise prices. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeNumberOfOutstandingOptions Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionThe ceiling of a customized range of exercise prices for purposes of disclosing shares potentially issuable under outstanding stock option awards on all stock option plans and other required information pertaining to awards in the customized range. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeUpperRangeLimit Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis=qubt_ZeroPointZeroZeroToOnePointZeroZeroMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis=qubt_OnePointZeroZeroToTwoPointZeroZeroMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis=qubt_TwoPointZeroZeroToThreePointZeroZeroMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis=qubt_ThreePointZeroZeroToFivePointZeroZeroMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis=qubt_FivePointZeroZeroToSevenPointZeroZeroMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis=qubt_SevenPointZeroZeroToTwelvePointZeroZeroMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 76 R62.htm IDEA: XBRL DOCUMENT v3.24.4 Stock-Based Compensation - Schedule of Stock-Based Compensation Expense Related to Common Stock Options and Restricted Shares of Common Stock (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 Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Â Â Â Â Â Â Total stock-based compensation $ 763 $ 992 $ 2,680 $ 3,110 [1] $ 4,271 [2] $ 9,323 [2] Research and development [Member] Â Â Â Â Â Â Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Â Â Â Â Â Â Total stock-based compensation 562 408 1,761 1,358 2,080 509 Selling and marketing [Member] Â Â Â Â Â Â Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Â Â Â Â Â Â Total stock-based compensation 12 85 123 (351) (279) 494 General and administrative [Member] Â Â Â Â Â Â Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Â Â Â Â Â Â Total stock-based compensation $ 189 $ 499 $ 796 $ 2,103 $ 2,470 $ 8,320 [1] As described in Note 15 to these unaudited condensed consolidated financial statements, we have restated the unaudited condensed consolidated statement of cash flows for the nine months ended September 30, 2023. [2] As described in Note 3 to the Consolidated Financial Statements appearing elsewhere in this Amendment, we have restated the Consolidated Financial Statements. X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_EmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of noncash expense for share-based payment arrangement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_ShareBasedCompensation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - Details Name: us-gaap_IncomeStatementLocationAxis=us-gaap_ResearchAndDevelopmentExpenseMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementLocationAxis=us-gaap_SellingAndMarketingExpenseMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementLocationAxis=us-gaap_GeneralAndAdministrativeExpenseMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 77 R63.htm IDEA: XBRL DOCUMENT v3.24.4 Operating Leases - Schedule of Undiscounted Future Minimum Lease Payments Under these Operating Lease (Details) - USD ($) $ in Thousands Sep. 30, 2024 Dec. 31, 2023 Dec. 31, 2022 Schedule of Undiscounted Future Minimum Lease Payments under these Operating Lease [Abstract] Â Â Â 2024 $ 437 $ 383 Â 2025 591 576 Â 2026 515 592 Â 2027 212 516 Â 2028 Â 191 Â Total minimum payments 1,843 2,258 Â Less: imputed Interest (161) (1,298) Â Present value of operating lease liabilities 1,682 960 Â Less: current portion included in other current liabilities (385) (120) Â Long-term operating lease liabilities $ 1,297 $ 840 $ 1,078 X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI

https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease to be paid in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueNextTwelveMonths Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease to be paid in 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). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearFive Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease to be paid in fourth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearFour Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease to be paid in third fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearThree Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease to be paid in second fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearTwo Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payments in excess of discounted obligation for lease payments for operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityUndiscountedExcessAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_OperatingLeaseLiabilitiesPaymentsDueAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiabilityCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease, classified as noncurrent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiabilityNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant XML 78 R64.htm IDEA: XBRL DOCUMENT v3.24.4 Operating Leases - Schedule of Other Information Related to Operating Lease Liabilities (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 Other Information Related Operating Lease Liabilities [Abstract] Â Â Â Â Â Â Cash paid for operating lease liabilities (in thousands) $ 117 $ 92 $ 274 $ 214 $ 411 $ 125 Weighted average remaining lease term in years 3 years 6 months 3 years 10 months 24 days 3 years 6 months 3 years 10 months 24 days 3 years 8 months 12 days 4 years 8 months 12 days Weighted average discount rate 10.00% 10.00% 10.00% 10.00% 10.00% 10.00% X - ReferencesNo definition available. + Details Name: us-gaap_LeaseCostAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash outflow from operating lease, excluding payments to bring another asset to condition and location necessary for its intended use. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-5Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (g)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4 + Details Name: us-gaap_OperatingLeasePayments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionWeighted average discount rate for operating lease calculated at point in time. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 53 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479589/842-20-55-53Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (g)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4 + Details Name: us-gaap_OperatingLeaseWeightedAverageDiscountRatePercent Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionWeighted average remaining lease term for operating lease, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 53 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479589/842-20-55-53Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4 + Details Name: us-gaap_OperatingLeaseWeightedAverageRemainingLeaseTerm1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: instant XML 79 R65.htm IDEA: XBRL DOCUMENT v3.24.4 License Agreement â€“ Stevens Institute of Technology (Details) 9 Months Ended 12 Months Ended Sep. 30, 2024 Dec. 31, 2023 License Agreement â€“ Stevens Institute of Technology [Abstract] Â Â Consideration agreement, description As consideration for the license and other rights granted under the agreement, QPhoton agreed to pay the following: (i) $35 thousand within 30 days of execution of the agreement, (ii) $28 thousand within 30 days of each annual anniversary of the effective date, (iii) equity in the Company equivalent to nine percent of the outstanding equity of the Company within 30 days of the execution of the agreement, and (iv) royalties of 3.5% of the net sales price of each licensed product sold or licensed by the company during the quarter then-ended, for which it also received payment, concurrent with the delivery of the relevant quarterly report. As consideration for the license and other rights granted under the agreement, QPhoton agreed to pay the following: (i) $35 thousand within 30 days of execution of the agreement, (ii) $28 thousand within 30 days of each annual anniversary of the effective date, (iii) equity in the Company equivalent to nine percent of the membership units of the Company within 30 days of the execution of the agreement, and (iv) royalties of 3.5% of the Net Sales Price of each licensed product sold or licensed by the Company during the quarter then-ended, for which it also received payment, concurrent with the delivery of the relevant quarterly report. X - DefinitionConsideration agreement description. + ReferencesNo definition available. + Details Name: qubt_ConsiderationAgreementDescription Namespace Prefix: qubt_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_EntertainmentLicenseAgreementForProgramMaterialAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 80 R66.htm IDEA: XBRL DOCUMENT v3.24.4 Subsequent Events (Details) - USD ($) 1 Months Ended 2 Months Ended 3 Months Ended 9 Months Ended Nov. 04, 2024 Sep. 03, 2024 Aug. 06, 2024 Mar. 19, 2024 Oct. 31, 2024 Mar. 01, 2024 Sep. 30, 2024 Sep. 30, 2024 Nov. 30, 2024 Dec. 31, 2023 Nov. 04, 2023 Dec. 31, 2022 Subsequent Events [Line Items] Â Â Â Â Â Â Â Â Â Â Â Â Paid a cash Â Â Â Â Â Â Â Â Â Â $ 2,100,000 Â Â Received fee Â Â $ 450,000 Â Â Â Â Â Â Â Â Â Streeterville [Member] Â Â Â Â Â Â Â Â Â Â Â Â Subsequent Events [Line Items] Â Â Â Â Â Â Â Â Â Â Â Â Interest rate Â Â 10.00% Â Â Â Â Â Â Â Â Â Â Subsequent Event [Member] Â Â Â Â Â Â Â Â Â Â Â Â Subsequent Events [Line Items] Â Â Â Â Â Â Â Â Â Â Â Â Cumulative redemption amount Â Â Â Â Â $ 9,094,378 Â Â Â Â Â Â Purchase price Â Â Â $ 8,195,000 Â Â Â Â Â Â Â Â Purchase price per share (in Dollars per share) Â Â Â $ 5.5 Â Â Â Â Â Â Â Â Agreement amount Â Â Â Â Â Â Â Â Â Â $ 55,000,000 Â Subsequent Event [Member] | ATM Agreement [Member] Â Â Â Â Â Â Â Â Â Â Â Â Subsequent Events [Line Items] Â Â Â Â Â Â Â Â Â Â Â Â Agreement amount Â Â Â Â Â Â Â Â Â Â $ 5,000,000 Â Subsequent Event [Member] | Streeterville [Member] Â Â Â Â Â Â Â Â Â Â Â Â Subsequent Events [Line Items] Â Â Â Â Â Â Â Â Â Â Â Â Repaid of principal amount Â Â Â Â Â 2,094,378 Â Â Â Â Â Â Accrued interest Â Â Â Â Â $ 2,094,378 Â Â Â Â Â Â Series A Preferred Stock [Member] Â Â Â Â Â Â Â Â Â Â Subsequent Events [Line Items] Â Â Â Â Â Â Â Â Â Â Redeemed, shares (in Shares) Â Â Â Â Â Â 248,349 496,698 Â Â Â Â Preferred stock shares issued (in Shares) Â Â Â Â Â 993,000 993,000 Â 1,490,000 Â 1,500,000 Preferred stock shares outstanding (in Shares) Â Â Â Â Â Â 993,000 993,000 Â 1,490,000 Â 1,500,000 Series A Preferred Stock [Member] | Subsequent Event [Member] Â Â Â Â Â Â Â Â Â Â Subsequent Events [Line Items] Â Â Â Â Â Â Â Â Â Â Cumulative redemption amount $ 3,600,000 Â Â Â Â Â Â Â Â Â Redeemed, shares (in Shares) 662,264 Â Â Â Â Â Â Â Â Â Â Series A Convertible Preferred [Member] | Subsequent Event [Member] Â Â Â Â Â Â Â Â Â Â Subsequent Events [Line Items] Â Â Â Â Â Â Â Â Â Â Cumulative redemption amount Â Â Â Â Â Â Â Â $ 910,000 Â Â Â Redeemed, shares (in Shares) Â Â Â Â 165,566 Â Â Â Â Â Â Preferred stock shares issued (in Shares) 3.9 Â Â Â Â Â Â Â Â Â Preferred Class A [Member] | Subsequent Event [Member] Â Â Â Â Â Â Â Â Â Â Subsequent Events [Line Items] Â Â Â Â Â Â Â Â Â Â Preferred stock shares issued (in Shares) 827,740 Â Â Â Â Â Â Â Â Â Preferred stock shares outstanding (in Shares) 827,740 Â Â Â Â Â Â Â Â Â Forecast [Member] Â Â Â Â Â Â Â Â Â Â Subsequent Events [Line Items] Â Â Â Â Â Â Â Â Â Â Redeemed, shares (in Shares) Â 496,698 Â Â Â Â Â Â Â Â Â Paid a cash Â $ 2,700,000 $ 7,500,000 Â Â Â Â Â Â Â Â Preferred stock shares issued (in Shares) Â 1,490,004 Â Â Â Â Â Â Â Â Preferred stock shares outstanding (in Shares) Â 1,490,004 Â Â Â Â Â Â Â Â Â Â Received fee Â Â 450,000 Â Â Â Â Â Â Â Â Forecast [Member] | Streeterville [Member] Â Â Â Â Â Â Â Â Â Â Subsequent Events [Line Items] Â Â Â Â Â Â Â Â Â Â Principal amount Â Â 8,250,000 Â Â Â Â Â Â Â Original issue discount amount Â Â $ 750,000 Â Â Â Â Â Â Â Â Interest rate Â Â 10.00% Â Â Â Â Â Â Â Â Maturity date Â Â 18 years Â Â Â Â Â Â Â Â Forecast [Member] | Series A Preferred Stock [Member] Â Â Â Â Â Â Â Â Â Â Subsequent Events [Line Items] Â Â Â Â Â Â Â Â Â Â Preferred stock shares issued (in Shares) Â 993,306 Â Â Â Â Â Â Â Â Preferred stock shares outstanding (in Shares) Â 993,306 Â Â Â Â Â Â Â Â X - DefinitionAgreement amount. + ReferencesNo definition available. + Details Name: qubt_AgreementAmount Namespace Prefix: qubt_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAggregate cash purchase price. + ReferencesNo definition available. + Details Name: qubt_CashPurchasePrice Namespace Prefix: qubt_ Data Type: dtr:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe amount of original issued discount. + ReferencesNo definition available. + Details Name: qubt_OriginalIssuedDiscountAmount Namespace Prefix: qubt_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe amount of purchase price. + ReferencesNo definition available. + Details Name: qubt_PurchasePrice Namespace Prefix: qubt_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount 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. Excludes cash and cash equivalents within disposal group and discontinued operation. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 45 -Paragraph 21 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477796/946-210-45-21Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 20 -SubTopic 210 -Topic 946 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477796/946-210-45-20 + Details Name: us-gaap_Cash Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionIncrease for accrued, but unpaid interest on the debt instrument for the period. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(f)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1 + Details Name: us-gaap_DebtInstrumentIncreaseAccruedInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionEffective interest rate for the funds borrowed under the debt agreement considering interest compounding and original issue discount or premium. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-6 + Details Name: us-gaap_DebtInstrumentInterestRateEffectivePercentage Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionAmount of principal of debt issued. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3 + Details Name: us-gaap_DebtInstrumentIssuedPrincipal Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of principal of debt repaid. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3 + Details Name: us-gaap_DebtInstrumentRepaidPrincipal Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionPeriod of time between issuance and maturity of debt instrument, in PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesNo definition available. + Details Name: us-gaap_DebtInstrumentTerm Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionThe

redemption (or callable) amount of currently redeemable preferred stock. Includes amounts representing dividends not currently declared or paid but which will be payable under the redemption features or for which ultimate payment is solely within the control of the issuer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(27)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 10 -Section 50 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-11 + Details Name: us-gaap_PreferredStockRedemptionAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionNumber 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. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13 + Details Name: us-gaap_PreferredStockSharesIssued Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionAggregate 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. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3 + Details Name: us-gaap_PreferredStockSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionCash received for fees during the current period. This element excludes cash proceeds from license fees. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-25 + Details Name: us-gaap_ProceedsFromFeesReceived Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionNumber of stock bought back by the entity at the exercise price or redemption price. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2 + Details Name: us-gaap_StockRedeemedOrCalledDuringPeriodShares Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionDetail information of subsequent event by type. User is expected to use existing line items from elsewhere in the taxonomy as the primary line items for this disclosure, which is further associated with dimension and member elements pertaining to a subsequent event. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481674/830-30-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 855 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483399/855-10-50-2 + Details Name: us-gaap_SubsequentEventLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_DebtInstrumentAxis=qubt_StreetervilleMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_SubsequentEventTypeAxis=us-gaap_SubsequentEventMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_RelatedPartyTransactionsByRelatedPartyAxis=qubt_ATMAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_SeriesAPreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=qubt_SeriesAConvertiblePreferredMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_PreferredClassAMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_StatementScenarioAxis=srt_ScenarioForecastMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 81 R67.htm IDEA: XBRL DOCUMENT v3.24.4 Net Loss per Common Share - Schedule of Computation of Basic and Diluted Loss Per Share (Details) - USD ($) $ / shares in Units, $ 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 Numerator: Â Â Â Â Â Â Net loss $ (5,675) $ (6,841) [1] $ (17,305) $ (20,395) [1],[2] $ (27,022) [3] $ (25,978) [3] Less: Series A convertible preferred stock dividends (215) (646) Â Â Net loss attributable to common stockholders â€“ basic (5,675) (7,056) [1] (17,305) (21,041) [1] (27,883) [3] (26,867) [3] Net loss available to common stockholders â€“ diluted $ (5,675) $ (7,056) $ (17,305) $ (21,041) $ (27,883) $ (26,867) Denominator: Â Â Â Â Â Â Weighted average shares used in computing net loss per common share â€“ basic (in Shares) 93,048,000 71,588,000 [1] 89,063,000 64,246,000 [1] 66,611,000 [3] 36,680,000 [3] Weighted average shares used in computing net loss per common share â€“ diluted (in Shares) 93,048,000 71,588,000 [1] 89,063,000 64,246,000 [1] 66,611,000 [3] 36,680,000 [3] Net loss per common share â€“ basic (in Dollars per share) $ (0.06) $ (0.1) [1] $ (0.19) $ (0.33) [1] $ (0.42) [3] $ (0.73) [3] Net loss per common share - diluted (in Dollars per share) $ (0.06) $ (0.1) [1] $ (0.19) $ (0.33) [1] $ (0.42) [3] $ (0.73) [3] [1] As described in Note 15 to these unaudited condensed consolidated financial statements, we have restated the unaudited condensed consolidated statements of operations for the three and nine months ended September 30, 2023. [2] As described in Note 15 to these unaudited condensed consolidated financial statements, we have restated the unaudited condensed consolidated statement of cash flows for the nine months ended September 30, 2023. [3] As described in Note 3 to the Consolidated Financial Statements appearing elsewhere in this Amendment, we have restated the Consolidated Financial Statements. X - DefinitionThe amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-15Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7 + Details Name: us-gaap_EarningsPerShareBasic Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-15Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7 + Details Name: us-gaap_EarningsPerShareDiluted Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13:

http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 17: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-10Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: 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https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetIncomeLossAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount, after deduction of tax, noncontrolling interests, dividends on preferred stock and participating securities; of income (loss) available to common shareholders. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 5 -Subparagraph (SAB Topic 6.B) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-5Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60B + Details Name: us-gaap_NetIncomeLossAvailableToCommonStockholdersBasic Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount, after deduction of tax, noncontrolling interests, dividends on preferred stock and participating securities, and addition from assumption of issuance of common shares for dilutive potential common shares; of income (loss) available to common shareholders. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 5 -Subparagraph (SAB Topic 6.B) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-5Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 16 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-16Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 40 -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-40Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 40 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-40Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 40 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-40Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 40 -Subparagraph (b)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-40 + Details Name: us-gaap_NetIncomeLossAvailableToCommonStockholdersDiluted Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe amount of preferred stock dividends that is an adjustment to net income apportioned to common stockholders. + ReferencesNo definition available. + Details Name: us-gaap_PreferredStockDividendsIncomeStatementImpact Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe average number of shares or units issued and outstanding that are used in calculating diluted EPS or earnings per unit (EPU), determined based on the timing of issuance of shares or units in the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 16 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-16 + Details Name: us-gaap_WeightedAverageNumberOfDilutedSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of [basic] shares or units, after adjustment for contingently issuable shares or units and other shares or units not deemed outstanding, determined by relating the portion of time within a reporting period that common shares or units have been outstanding to the total time in that period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10 + Details Name: us-gaap_WeightedAverageNumberOfSharesOutstandingBasic Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_WeightedAverageNumberOfSharesOutstandingBasicAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 82 R68.htm IDEA: XBRL DOCUMENT v3.24.4 Net Loss per Common Share - Schedule of Weighted Average Common Stock Equivalents Securities Outstanding Effect Anti-Dilutive (Details) - shares shares 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 Weighted Average Common Stock Equivalents Securities Outstanding Effect Anti-Dilutive [Line Items] Â Â Â Â Â Â Â Total potentially dilutive shares 17,616 20,825 18,417 18,273 19,525 10,778 Warrants [Member] Â Â Â Â Â Â Schedule of Weighted Average Common Stock Equivalents Securities Outstanding Effect Anti-Dilutive [Line Items] Â Â Â Â Â Â Total potentially dilutive shares 2,212 5,973 2,538 6,092 6,053 3,976 Options [Member] Â Â Â Â Â Â Â Schedule of Weighted Average Common Stock Equivalents Securities Outstanding Effect Anti-Dilutive [Line Items] Â Â Â Â Â Â Total potentially dilutive shares 12,407 13,069 12,882 11,410 Â Â Unvested restricted common stock [Member] Â Â Â Â Â Â Schedule of Weighted Average Common Stock Equivalents Securities Outstanding Effect Anti-Dilutive [Line Items] Â Â Â Â Â Â Total potentially dilutive shares 2,997 1,783 2,997 771 1,192 X - DefinitionSecurities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) or earnings per unit (EPU) in the future that were not included in the computation of diluted EPS or EPU because to do so would increase EPS or EPU amounts or decrease loss per share or unit amounts for the period presented. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1 + Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=us-gaap_WarrantMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=us-gaap_StockOptionMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=us-gaap_RestrictedStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 83 R69.htm IDEA: XBRL DOCUMENT v3.24.4 Intangible Assets and Goodwill - Schedule of Amounts Related to Intangible Assets (Details) - USD ($) $ in Thousands Sep. 30, 2024 Dec. 31, 2023 Dec. 31, 2022 Schedule of Amounts Related to Intangible Assets [Line Items] Â Â Â Gross Carrying Amount $ 16,991 $ 16,991 $ 16,991 Accumulated Amortization (7,243) (4,915) (1,811) Net Carrying Amount 9,748 12,076 15,180 Non-compete agreement with founder [Member] Â Â Â Schedule of Amounts Related to Intangible Assets [Line Items] Â Â Â Gross Carrying Amount Â 3,251 3,251 Accumulated Amortization Â (1,716) (632) Net Carrying Amount Â 1,535 2,619 Website domain name and trademark [Member] Â Â Â Schedule of Amounts Related to Intangible Assets [Line Items] Â Â Â Gross Carrying Amount 1,009 1,009 1,009 Accumulated Amortization (471) (320) (118) Net Carrying Amount 538 689 891 Technology and licensed patents [Member] Â Â Â Schedule of Amounts Related to Intangible Assets [Line Items] Â Â Â Gross Carrying Amount 12,731 12,731 12,731 Accumulated Amortization (4,244) (2,880) (1,061) Net Carrying Amount 8,487 9,851 $ 11,670 Previously Reported [Member] | Non-compete agreement with founder [Member] Â Â Â Schedule of Amounts Related to Intangible Assets [Line Items] Â Â Â Gross Carrying Amount 3,251 3,251 Â Accumulated Amortization (2,528) (1,715) Â Net Carrying Amount $ 723 $ 1,536 Â X - DefinitionAccumulated amount of amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 10 -Name Accounting Standards Codification -Section S45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480265/350-10-S45-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAccumulatedAmortization Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount before amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 10 -Name Accounting Standards Codification -Section S45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480265/350-10-S45-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 928 -SubTopic 340 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478859/928-340-50-1 + Details Name: us-gaap_FiniteLivedIntangibleAssetsGross Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -

Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482686/350-30-45-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-3Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 926 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483154/926-20-50-5 + Details Name: us-gaap_FiniteLivedIntangibleAssetsLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount after amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 926 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483154/926-20-50-5 + Details Name: us-gaap_FiniteLivedIntangibleAssetsNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=qubt_NonCompeteAgreementWithFounderMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=us-gaap_TrademarksAndTradeNamesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=qubt_TechnologyAndLicensedPatentsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RestatementAxis=srt_ScenarioPreviouslyReportedMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 84 R70.htm IDEA: XBRL DOCUMENT v3.24.4 Intangible Assets and Goodwill - Schedule of Future Amortization Expense (Details) - USD ($) $ in Thousands Sep. 30, 2024 Dec. 31, 2023 Dec. 31, 2022 Schedule of Future Amortization Expense [Abstract] Â Â Â 2024 (remaining three months) $ 776 Â Â 2025 2,472 $ 3,104 Â 2026 2,021 2,472 Â 2027 1,903 2,021 Â 2028 1,819 1,903 Â Thereafter 757 1,819 Â Total $ 9,748 $ 12,076 $ 15,180 X - DefinitionAmount 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). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseNextTwelveMonths Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in remainder of current fiscal year. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseRemainderOfFiscalYear Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount 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). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearFive Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount 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). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearFour Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount 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). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearThree Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount 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). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearTwo Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_FiniteLivedIntangibleAssetsFutureAmortizationExpenseAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount after amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 926 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483154/926-20-50-5 + Details Name: us-gaap_FiniteLivedIntangibleAssetsNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant XML 85 R71.htm IDEA: XBRL DOCUMENT v3.24.4 Property and Equipment - Schedule of Property and Equipment (Details) - USD ($) $ in Thousands 3 Months Ended 12 Months Ended Dec. 31, 2024 Dec. 31, 2022 Sep. 30, 2024 Dec. 31, 2023 Property Plant and Equipment [Line Items] Â Â Â Â Total cost of property and equipment Â $ 1,046 $ 6,312 $ 3,142 Accumulated depreciation Â (71) (486) (272) Property and equipment, net Â 975 5,826 2,870 Computer and lab equipment [Member] Â Â Â Â Property Plant and Equipment [Line Items] Â Â Â Â Total cost of property and equipment Â $ 985 5,899 2,999 Estimated Useful Life 5 years 5 years Â Â Network Equipment [Member] Â Â Â Â Property Plant and Equipment [Line Items] Â Â Â Â Total cost of property and equipment Â $ 12 29 29 Estimated Useful Life 4 years 4 years Â Â Furniture and Fixtures [Member] Â Â Â Â Property Plant and Equipment [Line Items] Â Â Â Â Total cost of property and equipment Â $ 28 32 32 Estimated Useful Life 7 years 7 years Â Â Software [Member] Â Â Â Â Property Plant and Equipment [Line Items] Â Â Â Â Total cost of property and equipment Â $ 19 77 49 Estimated Useful Life 3 years 3 years Â Â Leasehold Improvements [Member] Â Â Â Â Property Plant and Equipment [Line Items] Â Â Â Â Total cost of property and equipment Â $ 3 $ 275 $ 33 Estimated Useful Life Lessor of lease term or 5 Lessor of lease term or 5 Â Â X - DefinitionRepresent the estimated useful life. + ReferencesNo definition available. + Details Name: qubt_EstimatedUsefulLife Namespace Prefix: qubt_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of accumulated depreciation, depletion and amortization for physical assets used in the normal conduct of business to produce goods and services. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(14)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 360 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1 + Details Name: us-gaap_AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount before accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(13)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1 + Details Name: us-gaap_PropertyPlantAndEquipmentGross Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-7A + Details Name: us-gaap_PropertyPlantAndEquipmentLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount after accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business to produce goods and services and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 360 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-7AReference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 360 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478451/942-360-50-1 + Details Name: us-gaap_PropertyPlantAndEquipmentNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionUseful 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. + ReferencesNo definition available. + Details Name: us-gaap_PropertyPlantAndEquipmentUsefulLife Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: instant X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_ComputerEquipmentMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=qubt_NetworkEquipmentMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_FurnitureAndFixturesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_SoftwareDevelopmentMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_LeaseholdImprovementsMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 86 R72.htm IDEA: XBRL DOCUMENT v3.24.4 Operating Leases - Schedule of Undiscounted Future Minimum Lease Payments Under Operating Leases (Details) - USD ($) $ in Thousands Sep. 30, 2024 Dec. 31, 2023 Dec. 31, 2022 Schedule of Undiscounted Future Minimum Lease Payments Under Operating Leases [Abstract] Â Â Â 2024 (remaining three months) $ 88 Â Â 2025 437 $ 383 Â 2026 591 576 Â 2027 515 592 Â 2028 212 516 Â Total minimum payments 1,843 2,258 Â Less: imputed interest (161) (1,298) Â Present value of operating lease liabilities 1,682 960 Â Less: current portion included in other current liabilities (385) (120) Â Long-term operating lease liabilities $ 1,297 $ 840 $ 1,078 X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease to be paid in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueNextTwelveMonths Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease to be paid in fourth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI

https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearFour Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease to be paid in third fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearThree Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease to be paid in second fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearTwo Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease having initial or remaining lease term in excess of one year to be paid in remainder of current fiscal year. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsRemainderOfFiscalYear Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payments in excess of discounted obligation for lease payments for operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityUndiscountedExcessAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiabilityCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease, classified as noncurrent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiabilityNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_OperatingLeasesFutureMinimumPaymentsDueAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 87 R73.htm IDEA: XBRL DOCUMENT v3.24.4 Operating Leases - Schedule of Other Information Related to Operating Lease Liabilities (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 Other Information Related Operating Lease Liabilities [Abstract] Â Â Â Â Â Â Cash paid for operating lease liabilities $ 117 $ 92 $ 274 $ 214 $ 411 $ 125 Weighted average remaining lease term in years 3 years 6 months 3 years 10 months 24 days 3 years 6 months 3 years 10 months 24 days 3 years 8 months 12 days 4 years 8 months 12 days Weighted average discount rate 10.00% 10.00% 10.00% 10.00% 10.00% 10.00% X - ReferencesNo definition available. + Details Name: us-gaap_LeaseCostAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash outflow from operating lease, excluding payments to bring another asset to condition and location necessary for its intended use. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-5Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (g)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4 + Details Name: us-gaap_OperatingLeasePayments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionWeighted average discount rate for operating lease calculated at point in time. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 53 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479589/842-20-55-53Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (g)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4 + Details Name: us-gaap_OperatingLeaseWeightedAverageDiscountRatePercent Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionWeighted average remaining lease term for operating lease, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 53 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479589/842-20-55-53Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4 + Details Name: us-gaap_OperatingLeaseWeightedAverageRemainingLeaseTerm1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: instant XML 88 R74.htm IDEA: XBRL DOCUMENT v3.24.4 Financial Liabilities - Schedule of Outstanding Promissory Notes Payable to Financial Liabilities (Details) - USD ($) $ in Thousands 9 Months Ended 12 Months Ended Sep. 30, 2024 Dec. 31, 2023 Dec. 31, 2022 Financial Liabilities - Schedule of Outstanding Promissory Notes Payable to Financial Liabilities (Details) [Line Items] Â Â Â Remaining unamortized debt issuance costs Â $ (138) $ (1,062) Financial liabilities, net of issuance costs $ 6,514 1,925 $ 7,188 Derivative liability 666 Â Loans Payable [Member] Â Â Â Financial Liabilities - Schedule of Outstanding Promissory Notes Payable to Financial Liabilities (Details) [Line Items] Â Â Â Remaining loan balances 8,250 2,063 Â Debt Issuance Costs [Member] Â Â Â Financial Liabilities - Schedule of Outstanding Promissory Notes Payable to Financial Liabilities (Details) [Line Items] Â Â Â Remaining unamortized debt issuance costs $ (1,736) $ (138) Â X - ReferencesNo definition available. + Details Name: qubt_FinancialLiabilitiesScheduleofOutstandingPromissoryNotesPayabletoFinancialLiabilitiesDetailsLineItems Namespace Prefix: qubt_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of principal of debt issued. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3 + Details Name: us-gaap_DebtInstrumentIssuedPrincipal Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of unamortized debt discount (premium) and debt issuance costs. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-4Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-1A + Details Name: us-gaap_DebtInstrumentUnamortizedDiscountPremiumAndDebtIssuanceCostsNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionFair 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, expected to be settled within one year or normal operating cycle, if longer. Includes assets not subject to a master netting arrangement and not elected to be offset. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483466/210-20-50-3 + Details Name: us-gaap_DerivativeLiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionFair value of financial obligations, including, but not limited to, debt instruments, derivative liabilities, federal funds purchased and sold under agreements to repurchase, securities loaned or sold under agreements to repurchase, financial instruments sold not yet purchased, guarantees, line of credit, loans and notes payable, servicing liability, and trading liabilities. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2E -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2EReference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_FinancialLiabilitiesFairValueDisclosure Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - Details Name: us-gaap_DebtInstrumentAxis=qubt_LoanPayableMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=qubt_DebtIssuanceCostsMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 89 R75.htm IDEA: XBRL DOCUMENT v3.24.4 Capital Stock - Schedule of Warrants Outstanding (Details) - Warrant [Member] - $ / shares 9 Months Ended 12 Months Ended Sep. 30, 2024 Dec. 31, 2023 August 18, 2020 [Member] Â Â Schedule of Warrants Outstanding [Line Items] Â Â Expiration Date Aug. 18, 2025 Aug. 18, 2025 Exercise Price (in Dollars per share) $ 2 $ 2 Issued 171,000 Â Exercised (150,000) (150,000) Forfeited / Canceled Warrants Outstanding 21,000 21 November 15, 2021 [Member] Â Â Schedule of Warrants Outstanding [Line Items] Â Â Expiration Date Nov. 15, 2023 Nov. 15, 2023 Exercise Price (in Dollars per share) $ 7 $ 7 Issued 1,545,000 Â Forfeited / Canceled (1,545,000) (1,545,000) Warrants Outstanding June 16, 2022 [Member] Â Â Schedule of Warrants Outstanding [Line Items] Â Â Expiration Date May 09, 2027 May 09, 2027 Exercise Price (in Dollars per share) $ 0.0001 $ 0.0001 Issued 6,325,000 Â Exercised Forfeited / Canceled (4,148,000) (3,309,000) Warrants Outstanding 2,177,000 3,016 X - DefinitionExpiration date of warrants or rights. + ReferencesNo definition available. + Details Name: qubt_ClassOfWarrantOrRighExpirationDate Namespace Prefix: qubt_ Data Type: xbrli:dateItemType Balance Type: na Period Type: duration X - DefinitionExercise price per share or per unit of warrants or rights outstanding. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3 + Details Name: us-gaap_ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1 Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_ClassOfWarrantOrRightLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionNumber of warrants or rights outstanding. + ReferencesNo definition available. + Details Name: us-gaap_ClassOfWarrantOrRightOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionThe number of equity-based payment instruments, excluding stock (or unit) options, that were forfeited during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionThe number of grants made during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of non-option equity instruments exercised by participants. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef - Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -SubTopic 10 -Topic 718 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsExercised Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_AwardDateAxis=qubt_August182020Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ClassOfWarrantOrRightAxis=us-gaap_WarrantMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardDateAxis=qubt_November152021Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardDateAxis=qubt_June162022Member Namespace Prefix: Data Type: na Balance Type: Period Type: XML 90 R76.htm IDEA: XBRL DOCUMENT v3.24.4 Stock-Based Compensation - Schedule of Option Activity (Details) - $ / shares shares in Thousands 9 Months Ended 12 Months Ended Dec. 31, 2021 Sep. 30, 2024 Dec. 31, 2023 Dec. 31, 2022 Schedule of Option Activity [Abstract] Â Â Â Â Number Outstanding, Outstanding balance 4,097 12,369 13,843 9,165 Weighted Average Exercise Price per Share, Outstanding balance $ 5.23 $ 2.41 $ 2.64 $ 3.51 Weighted Average Remaining Contractual Life (Years), Outstanding balance 3 years 10 months 24 days 3 years 1 month 6 days 3 years 8 months 12 days 4 years 2 months 12 days Number Outstanding, Vested and exercisable Â 8,375 Â Â Weighted Average Exercise Price per Share, Vested and exercisable Â $ 2.87 Â Â Weighted Average Remaining Contractual Life (Years), Vested and exercisable Â 2 years 9 months 18 days Â Â Number Outstanding, Granted Â 250 5,340 6,853 Weighted Average Exercise Price per Share, Granted Â $ 1.01 $ 1.38 $ 1.38 Weighted Average Remaining Contractual Life (Years), Granted Â 5 years 5 years 5 years Number Outstanding, Exercised Â Â Â Weighted Average Exercise Price per Share, Exercised Â Â Â Weighted Average Remaining Contractual Life (Years), Exercised Â Â Â Number Outstanding, Forfeited Â (1,724) (662) (1,785) Weighted Average Exercise Price per Share, Forfeited Â $ 4.11 $ 4.41 $ 3.17 Weighted Average Remaining Contractual Life (Years), Forfeited Â X - DefinitionWeighted average remaining contractual term for forfeited portions of options outstanding and currently exercisable or convertible, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesNo definition available. + Details Name: qubt_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsForfeitedWeightedAverageRemainingContractualTerm1 Namespace Prefix: qubt_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionWeighted average remaining contractual term for vested portions of options outstanding and currently exercisable or convertible, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesNo definition available. + Details Name: qubt_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsGrantedWeightedAverageRemainingContractualTerm1 Namespace Prefix: qubt_ Data Type:

xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionWeighted average remaining contractual life (years), exercised. + ReferencesNo definition available. + Details Name: qubt_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsWeightedAverageRemainingContractualLifeYearsExercised Namespace Prefix: qubt_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionThe 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. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionGross number of share options (or share units) granted during the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodGross Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of options outstanding, including both vested and non-vested options. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionA roll forward is a reconciliation of a concept from the beginning of a period to the end of a period. + ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingRollForward Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionWeighted average price at which grantees can acquire the shares reserved for issuance under the stock option plan. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionNumber of fully vested and expected to vest exercisable options that may be converted into shares under option plan. Includes, but is not limited to, unvested options for which requisite service period has not been rendered but that are expected to vest based on achievement of performance condition, if forfeitures are recognized when they occur. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestExercisableNumber Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionWeighted-average exercise price, at which grantee can acquire shares reserved for issuance, for fully vested and expected to vest exercisable or convertible options. Includes, but is not limited to, unvested options for which requisite service period has not been rendered but that are expected to vest based on achievement of performance condition, if forfeitures are recognized when they occur. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestExercisableWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionWeighted average price at which option holders acquired shares when converting their stock options into shares. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsExercisesInPeriodWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionWeighted average price at which grantees could have acquired the underlying shares with respect to stock options that were terminated. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsForfeituresInPeriodWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionWeighted average per share amount at which grantees can acquire shares of common stock by exercise of options. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionWeighted average remaining contractual term for option awards outstanding, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Subparagraph (e)(1) -Name Accounting Standards Codification -Paragraph 2 -Section 50 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsOutstandingWeightedAverageRemainingContractualTerm2 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionWeighted average remaining contractual term for fully vested and expected to vest exercisable or convertible options, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. Includes, but is not limited to, unvested options for which requisite service period has not been rendered but that are expected to vest based on achievement of performance condition, if forfeitures are recognized when they occur. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsVestedAndExpectedToVestExercisableWeightedAverageRemainingContractualTerm1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionNumber of share options (or share units) exercised during the current period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesStockOptionsExercised Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration XML 91 R77.htm IDEA: XBRL DOCUMENT v3.24.4 Stock-Based Compensation - Schedule of Grant-Date Fair Value of Stock Options Granted (Details) - $ / shares 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 Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Â Â Â Â Â Â Exercise price (in Dollars per share) Â $ 1.35 Â $ 1.35 Â Â Risk-free interest rate Â 4.80% Â Â Â Â Expected volatility Â 134.50% Â Â Â Â Expected dividend yield 0.00% 0.00% 0.00% 0.00% 0.00% 0.00% Expected life of options (in years) 5 years 5 years 5 years 5 years 5 years 5 years Minimum [Member] Â Â Â Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Â Â Â Â Â Â Exercise price (in Dollars per share) $ 1 $ 1.35 $ 1 $ 1.35 $ 0.85 $ 1.67 Risk-free interest rate 5.20% Â 5.20% 4.70% 4.70% 0.60% Expected volatility 93.20% Â 93.20% 122.20% 98.00% 127.00% Maximum [Member] Â Â Â Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Â Â Â Â Â Â Exercise price (in Dollars per share) $ 1.12 $ 1.84 $ 1.12 $ 1.84 $ 1.84 $ 2.61 Risk-free interest rate 5.20% Â 5.20% 4.80% 5.00% 4.50% Expected volatility 104.60% Â 104.60% 136.90% 137.00% 164.00% X - DefinitionAgreed-upon price for the exchange of the underlying asset relating to the share-based payment award. + ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionThe 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. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedDividendRate Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionThe 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. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRate Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionThe risk-free interest rate assumption that is used in valuing an option on its own shares. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 1D -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-1DReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iii) -Publisher FASB -URI 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https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -

SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(v) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionExpected term of award under share-based payment arrangement, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardFairValueAssumptionsExpectedTerm1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - Details Name: srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 92 R78.htm IDEA: XBRL DOCUMENT v3.24.4 Stock-Based Compensation - Schedule of Exercise Price Range (Details) - $ / shares shares in Thousands 9 Months Ended 12 Months Ended Sep. 30, 2024 Dec. 31, 2023 Share-Based Payment Arrangement, Option, Exercise Price Range [Line Items] Â Â Outstanding Options 12,369 13,843 Exercisable Options 8,375 8,803 0.00 â€“ 1.00 [Member] Â Â Share-Based Payment Arrangement, Option, Exercise Price Range [Line Items] Â Â Outstanding Options 105 180 Exercisable Options 10 10 1.00 â€“ 2.00 [Member] Â Â Share-Based Payment Arrangement, Option, Exercise Price Range [Line Items] Â Â Outstanding Options 5,348 5,695 Exercisable Options 1,794 1,935 2.00 â€“ 3.00 [Member] Â Â Share-Based Payment Arrangement, Option, Exercise Price Range [Line Items] Â Â Outstanding Options 5,845 6,359 Exercisable Options 5,500 5,318 3.00 â€“ 6.00 [Member] Â Â Share-Based Payment Arrangement, Option, Exercise Price Range [Line Items] Â Â Outstanding Options 38 Â Exercisable Options 38 Â 6.00 â€“ 8.00 [Member] Â Â Share-Based Payment Arrangement, Option, Exercise Price Range [Line Items] Â Â Outstanding Options 683 Â Exercisable Options 683 Â 8.00 â€“ 12.00 [Member] Â Â Share-Based Payment Arrangement, Option, Exercise Price Range [Line Items] Â Â Outstanding Options 350 Â Exercisable Options 350 Â Minimum [Member] | 0.00 â€“ 1.00 [Member] Â Â Share-Based Payment Arrangement, Option, Exercise Price Range [Line Items] Â Â Exercise Price (in Dollars per share) $ 0 $ 0 Minimum [Member] | 1.00 â€“ 2.00 [Member] Â Â Share-Based Payment Arrangement, Option, Exercise Price Range [Line Items] Â Â Exercise Price (in Dollars per share) 1 1 Minimum [Member] | 2.00 â€“ 3.00 [Member] Â Â Share-Based Payment Arrangement, Option, Exercise Price Range [Line Items] Â Â Exercise Price (in Dollars per share) 2 2 Minimum [Member] | 3.00 â€“ 6.00 [Member] Â Â Share-Based Payment Arrangement, Option, Exercise Price Range [Line Items] Â Â Exercise Price (in Dollars per share) 3 Â Minimum [Member] | 6.00 â€“ 8.00 [Member] Â Â Share-Based Payment Arrangement, Option, Exercise Price Range [Line Items] Â Â Exercise Price (in Dollars per share) 6 Â Minimum [Member] | 8.00 â€“ 12.00 [Member] Â Â Share-Based Payment Arrangement, Option, Exercise Price Range [Line Items] Â Â Exercise Price (in Dollars per share) 8 Â Maximum [Member] | 0.00 â€“ 1.00 [Member] Â Â Share-Based Payment Arrangement, Option, Exercise Price Range [Line Items] Â Â Exercise Price (in Dollars per share) 1 1 Maximum [Member] | 1.00 â€“ 2.00 [Member] Â Â Share-Based Payment Arrangement, Option, Exercise Price Range [Line Items] Â Â Exercise Price (in Dollars per share) 2 2 Maximum [Member] | 2.00 â€“ 3.00 [Member] Â Â Share-Based Payment Arrangement, Option, Exercise Price Range [Line Items] Â Â Exercise Price (in Dollars per share) 3 $ 3 Maximum [Member] | 3.00 â€“ 6.00 [Member] Â Â Share-Based Payment Arrangement, Option, Exercise Price Range [Line Items] Â Â Exercise Price (in Dollars per share) 6 Â Maximum [Member] | 6.00 â€“ 8.00 [Member] Â Â Share-Based Payment Arrangement, Option, Exercise Price Range [Line Items] Â Â Exercise Price (in Dollars per share) 8 Â Maximum [Member] | 8.00 â€“ 12.00 [Member] Â Â Share-Based Payment Arrangement, Option, Exercise Price Range [Line Items] Â Â Exercise Price (in Dollars per share) $ 12 Â X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe number of shares reserved for issuance pertaining to the outstanding exercisable stock options as of the balance sheet date in the customized range of exercise prices for which the market and performance vesting condition has been satisfied. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Subparagraph (c)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeNumberOfExercisableOptions Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionThe number of shares reserved for issuance pertaining to the outstanding stock options as of the balance sheet date for all option plans in the customized range of exercise prices. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeNumberOfOutstandingOptions Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionThe ceiling of a customized range of exercise prices for purposes of disclosing shares potentially issuable under outstanding stock option awards on all stock option plans and other required information pertaining to awards in the customized range. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeUpperRangeLimit Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis=qubt_ZeroPointZeroZeroToOnePointZeroZeroMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis=qubt_OnePointZeroZeroToTwoPointZeroZeroMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis=qubt_TwoPointZeroZeroToThreePointZeroZeroMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis=qubt_ThreePointZeroZeroToSixPointZeroZeroMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis=qubt_SixPointZeroZeroToEightPointZeroZeroMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis=qubt_EightPointZeroZeroToTwelvePointZeroZeroMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 93 R79.htm IDEA: XBRL DOCUMENT v3.24.4 Stock-Based Compensation - Schedule of Stock-Based Compensation Expense Related to Common Stock Options and Restricted Shares of Common Stock (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 Stock-Based Compensation Expense Related to Common Stock Options and Restricted Shares of Common Stock [Line Items] Â Â Â Â Â Â Total stock-based compensation $ 763 $ 992 $ 2,680 $ 3,110 [1] $ 4,271 [2] $ 9,323 [2] Research and development [Member] Â Â Â Â Â Â Schedule of Stock-Based Compensation Expense Related to Common Stock Options and Restricted Shares of Common Stock [Line Items] Â Â Â Â Â Â Total stock-based compensation 562 408 1,761 1,358 2,080 509 Selling and marketing [Member] Â Â Â Â Â Â Schedule of Stock-Based Compensation Expense Related to Common Stock Options and Restricted Shares of Common Stock [Line Items] Â Â Â Â Â Â Total stock-based compensation 12 85 123 (351) (279) 494 General and administrative [Member] Â Â Â Â Â Â Schedule of Stock-Based Compensation Expense Related to Common Stock Options and Restricted Shares of Common Stock [Line Items] Â Â Â Â Â Â Total stock-based compensation $ 189 $ 499 $ 796 $ 2,103 $ 2,470 $ 8,320 [1] As described in Note 15 to these unaudited condensed consolidated financial statements, we have restated the unaudited condensed consolidated statement of cash flows for the nine months ended September 30, 2023. [2] As described in Note 3 to the Consolidated Financial Statements appearing elsewhere in this Amendment, we have restated the Consolidated Financial Statements. X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_EmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of noncash expense for share-based payment arrangement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_ShareBasedCompensation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - Details Name: us-gaap_IncomeStatementLocationAxis=us-gaap_ResearchAndDevelopmentExpenseMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementLocationAxis=us-gaap_SellingAndMarketingExpenseMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementLocationAxis=us-gaap_GeneralAndAdministrativeExpenseMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 94 R80.htm IDEA: XBRL DOCUMENT v3.24.4 Stock-Based Compensation - Schedule of Stock-Based Compensation Expense for Services Expenses for Both Shares Issued and Stock Option Awards Granted (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 [2] Dec. 31, 2022 [2] Schedule of Stock-Based Compensation Expense for Services Expenses for Both Shares Issued and Stock Option Awards Granted [Line Items] Â Â Â Â Â Â Total stock-based compensation $ 2 $ 21 $ 282 [1] $ 284 $ 2,350 Selling and marketing [Member] Â Â Â Â Â Â Schedule of Stock-Based Compensation Expense for Services Expenses for Both Shares Issued and Stock Option Awards Granted [Line Items] Â Â Â Â Â Â Total stock-based compensation (107) (174) Â Â General and administrative [Member] Â Â Â Â Â Â Schedule of Stock-Based Compensation Expense for Services Expenses for Both Shares Issued and Stock Option Awards Granted [Line Items] Â Â Â Â Â Â Total stock-based compensation $ 2 $ 107 $ 21 $ 456 Â Â [1] As described in Note 15 to these unaudited condensed consolidated financial statements, we have restated the unaudited condensed consolidated statement of cash flows for the nine months ended September 30, 2023. [2] As described in Note 3 to the Consolidated Financial Statements appearing elsewhere in this Amendment, we have restated the Consolidated Financial Statements. X - DefinitionStock-based compensation expense for services. + ReferencesNo definition available. + Details Name: qubt_StockbasedCompensationExpenseForServices Namespace Prefix: qubt_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 1D -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-1DReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(2) -Publisher 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https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI 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M2@,Q$(9?17+?G=T4!<,V%\53"X(%Q5M(IFUPLPG)R&[?WFQLMX@^@,?, /GF M&YA.!Z%]Q.?H T:RF&XFUP])Z+!F1Z(@)(^HE.ISHDA- <^.D7Y&0\0E/Y0 M!P3>-'?@D)11I& &5F$A,MD9+71$13Z>\48O^/ 9^P(S&K!'AP,E:.L6F)PG MAM/4=W %S#*"Z-)W 'G=/3/*&WU9-6W&^XUSP>\'Y^^SZP^\][+RQ>_N/ MC2^"LH-?=R&_ %!+ P04 " "RBS9:FR5<(Q & "<)P $P 'AL+W1H M96UE+W1H96UE,2YX;6SM6EMSVC@4?N^OT'AG]FT+QC:!MK03621A'^_1S80RY8-[9-NIL\!"SI^\Y%1^?H.'GS[BYBZ(:(E/X M8-DO\[:[MR_>X%#BVR]*+ M41B1%G\@M MNN01.+5)#3(3/PB=AIAJ4!P"I DQEJ&&^+3&K!'@$WVWO@C(WXV(]ZMOFCU7 MH5A)VH3X$$8:XIQSYG/1;/L'I4;1]E6\W*.76!4!EQC?-*HU+,76>)7 \:V< M/!T3$LV4"P9!AI@S M&L%&KQMUAVC2/'K^!?F<-0HACA*FNVB<5@$_9Y>PTG!Z(++9OVX?H;5,VPLCO='U!=*Y \FIS_I,C0' MHYI9";V$5FJ?JH,@H%\;D>/N5Z> HWEL:\4*Z">P'_T=HWPJOX@L Y M?RY]SZ7ON?0]H=*W-R-]9\'3BUO>1FY;Q/NN,=K7-"XH8U=RSTS0LS0[=R2^JVE+ZU)CA* M]+',<$X>RPP[9SR2';9WH!TU^_9==N0CI3!3ET.X&D*^ VVZG=PZ.)Z8D;D* MTU*0;\/YZ<5X&N(YV02Y?9A7;>?8T='[%\1L*/O/)8=QXCRHB'NH8:8S\-# MAWE[7YAGE<90-!1M;*PD+$:W8+C7\2P4X&1@+: '@Z]1 O)256 Q6\8#*Y"B M?$R,1>APYY=<7^/1DN/;IF6U;]\I=QEM(E(YPFF8$V>KRMYEL<%5'<]56_*P MOFH]M!5.S_Y9KF4Q9Z;RWRT,"2Q;B%D2XDU=[=7GFYRN>B)V^I=W MP6#R_7#)1P_E.^=?]%U#KG[VW>/Z;I,[2$R<><41 71% B.5' 86%S+D4.Z2 MD 83 >LX=SEVJXPD6L_UC6'ODRWSEPVSK> U[F M$RQ#I'[!?8]*@'!&K8KZZKT_Y9P[M'OQ@2";_-;;I/;=X Q\U*M:I60K$3]+ M!WP?D@9CC%OT-9^/%&*MIK&MQMNDJ#'F 6/,,H68XWX=%FAHSU8NL.8T*;T'5 M0.4_V]0-;/8--!R1!5XQF;8VH^1."CS<_N\-L,+$CN'MB[\!4$L#!!0 (M +*+-EKE"@NMY (,H(8 >&PO=V]R:W-H965T&UL MC9;;/.]"K!!\XI> 9(TC(ME(;07BOV8CR1+5>20WC[KF1PZ(RC M<&/KL/OKVY6E]6C/Q;/< 2CRFK%$B3 MG=(#;C@J:)K4)MB);#GUBIQFD$N4YX3 =NQ,_%OIKYQ,!:_4]C+LS;1H3QQ M_JP[\WCL>)H(&$1*2U!\O< ,&--*R/'W*.K4:VK'_9)_=X$C\$\40DSSOZD ML=J-G8%##8MC2DJD'OO\&QX"GE8B_B3)HGV5>VG8Y#HE(JGAV=D2!+\^I-7X^) M.',(VN\X!$>'P'!7"QG*6ZIH.!)\3X2V1C7=,*$:;X1+<[TK:R5P-D4_%= [R MJ,0D*S+)8W*7JU0=R#O=&G(5+J)-W>@H.*T$@W<$AV3!<[63*!9# _+^_ MBW U87 BG 96P344+=+VKDC@!1V+7KN.N&WTVA]%?!8F^8%&9*X@DTT15X*= M9D%];FYD02,8.W@P) (@7<,+/G_R>]\6"VZEQ.S;U\+@G,R06E"%T#* D.QR: M..U*GN?Y_>[\X86K&Z-U6*U5E\/!30Q&)W7U_[%HA>#=&[}#.XR$$F:)^0K M*J@=;F!6T+PQ;Q\(;BF35K2SB]RW*DWP..,F2-XSFC2BV 7>17'/RHL.W!11 M22+]]5:5IAZM"_6D*D]OYE657U"=-TD8;-'5:_7QFA!5X:PZBA>F6#UQA:7/ M-'?XLP%"&^#\EG-UZN@%ZM^7\!]02P,$% @ LHLV6O,R4,BP!P 3"4 M !@ !X;"]W;W)K4CI.ERPO1Y/+YMF':G(IUJK(2_ZA0G*]7++JVWM>B,W5"(^>'OR9 M/RQ4 .6 \N5RQ!W[U*&I/T(} 6Z>CKLW:$@IJ?ZDH9/,7;5JL-T+I6BJQ M;(VA!\N\W/YG7]M [!A@?\" M ;D6 /:&E#=@ X8^*V!?VP+06L0'-M"V!HT M@SG>!JN)] U3;')9B0VJ:C1XJR^:X6JL(83]WF-SP%<]R84XOY['AS MLF\^AB!VD21=)$GCCPY%L2/ M?#1Y]0,.O7>VV)S2V>Q$SO;B1KNX49? WR93)!8($0FE]P?]=YX^L@$!:0[AU M%32NZJ+Y.*%>"+GSN!L:$T2\(-D'S4Q00+VX ^U1\3LJOI/*=9]*-?0<2F[* M@<9]P=^BDBL;DZVG<*?]D&H\+)! 8V%*,+5S"#H.@9/#+^4C!%)4WVR=#HSF MB(^U7IN82*,V<_ ; GF[(D6EA1RUT4OM5L/*HL0D-"I!E&DT30R(]QYS=>3[/ MJ.,9.7E^J/B*Y1GB7U=U:9?-[!)JP2M840X5JY6(-348"XF9A=BHB>C"2)QI(^("4JBP,X%>[U\\)QL_@ N3.7E RHX"#Q4 MU4KN3,S/UG S/$2MU[WT"(D^1C:4%V@%9V9#D6B@#.(=880/%$+%RH<)%>LK98,'N]-JGTZL3[%S$)S\)D6WRHK 2(&:2!8> MMJ?'R68'8?L,>IV W4+ACZ."E:(\.UP"6E=#Y:?E;30!<)-E@<8#$ HE<*.#A*\18YN\+7.7<3N8%R_VP M[CVIM]FIO.U'L!R MN:GX2,Q1+N6ZV0^G0@[,6*?[H[1>&P13<^"$&%/Z^YO;#U2O7K!;OMSP.8=I MGX&.AHW"VIZRIM0PET-G,\<';/821P>G,.D%$#D@@/9T]8%22$RIDA!] V4! M1;NVR@H76))]J'N#7/OL(^1,94*L2G!AL3Y<>Z&I_94$$R(!G(SI&,6_1\ M[ZPFII0] ZR?-[@[\8Q4MC07X7C@4(+TPHFXA=,-KV##6Y_@=F&P[NZ)1>J$ M^E;#W=9SR)JM!62(:Z^LB%M9Z?N10SEL.4 A2:1S-E&QKV^O;*Z\:(A0+[*(M^SQF.R4/T3 /?\"7>'K-M<'",##FNL4795T*07.\0M=J:BK >&PX3D$KV6 MG*?/2A>((>V^LG+[_]*1E?2)'LYE%&XF=&Y [)=(O"U%DO)*O? H@)CMZY8O,"S>0X?S^E MM]FIO.T'LA=UY-"9U).JDW5(T2,K[,K.[>=8N]ZRS+Z[>[L+S4Q\5G>8E2MLIA MN;'RL*@]+PFC0"=CPWDAU78V9\GJ>Y M]="."FEKK#/L)\0U"-B#%B2$ K$#/]X*!E9/NO"%S"[BM!!#/JG;4=F[E&WMN M&RR,/&W%N#G0P4_XLVUNVIP'F&CZ^?:P\[>2R%&?2S<%6(3WFX&U'336G\,MN M9:WOGAEGWWB1:#NJL\$L1W4VV/!1':U5Y/Z37HU1MQJ#J%Y+F" RK?)[F"HP M^QLU1I$2"/:T^]\#]!NI.P4/ZC<6$+K5BK.JUMJ\D'P#^V!>NU&+7*)K@&&3; M%QL;CA8,]AY0?E7C["COYS#DR-I#'+1=!'F_?OHN ?9P3Q\RI+NNYYUKV;D> MZ-* A]ZNWC,.)P>:BZKQHQ85WV92DU*P1JB%1! .<':'5^#LGE=/WSW0 MCW<^Z%CRZJ'Y]$:BYK!P^SJZ>[K]O&>*+VZ:KV"TYS-\<6M[? DV#BUL:6'\) MG[X4&O=-;[\S^HU5#WDI86LUAVYXY'D:;7]=&=[H\2]^=3D7B@EELWE@C.(M50V W^<"!K"[J1OH/]":_]02P,$% @ LHLV6L;[TW.% P U1 !@ M !X;"]W;W)KN\F!6'7BK&U@=G_]VDD:R,2$@. "[.0];_T(4,BP>60&YNK-F/,-2=?G&%@4'G)1!&;4]QQG9 M&2:YM9B5UY9\,6-;24D.2X[$-LLP__<9*-O/+==ZO_"=;%*I+]B+68$WL +Y MHUARU;,;EX1DD O"67L37>^)G/+T2,* M"K'4%EC][. %*-5.:AS_U*96\S=UX''[W?U+*:]@7K& %T;_)HE,Y];$0@FL M\9;*[VS_%]1 H?:+&17E-JK76L="\59(EM7!:@09R:M?_*M.Q%& C4'>'6 M-S3 KP/\H0%!'5"FVJY0RCQ$6.+%C+,]XEJMW'2C3&89K?!)KN=)};FZ2U2< M7+RP/%&S" E2+<$H2;!4G6=,<1X#6FEC@>Y^Y'B;$'7G'MTM,8=L* MQ^,@=+MD76$83D?^2;"P 0LO!U-O R%QGI!\8Z(+A])UA2?HNL)^NE%#-^JE M6P$GBNIWTR_9)%#B&N:7>I@+X#JS%'Q\4]9^F$G5+ ML^A&9JT,CIL,CGLS>$A<^8A<5<#&PPK8,%ET5M;BG#2>Y=YNC(WF!JX#+JPIRJ[SF&OXEQ%=]:" MU:YG^0PZ,Z!)V$MXM!MSAY2PYR$EK-_JTAIV4[?H5F[M-!YV86[_-NRZ]5V; M'D^K[TP,"WRH,!H@;!,>=F!N_Q;L\D7>;VB>$F1\4FYD%-W J)V]P_[.[=_@ M75M(>E2O>&-C*(;&%4IM(^.D/K _PWS#'1&9#6&KCJ2%>6I M\I5)=48MFRG@!+@6J/MKQN1[1Q]4F_]D+/X'4$L#!!0 (+*+-EHXE[P= MR0D !XQ 8 >&PO=V]R:W-H965T&ULS5M=<]NV$OTK M&+7326:2B !)*.V9QQ*BDBUN9FXN7W(]($6((L3BE1)2L[]]W=!4:($+&GE M5@_WQ9:P9Q?@P2Z 0\,WSWGQK5P)49'OZS0K;P>KJMKXPV$Y7XEU7+[+-R(# MRS(OUG$%7XNG8;DI1+RHG=;ID!D&'Z[C)!O5K6^\ES@S4&9+XMJWS=.,,(UDFV_QU_;X@X<8 XN -K')CJ8'4XF(V# MJ3J8'0Y6XV!=.B2[<; O'1)O/'BE0W(:!T=UX!T.;N/@7MJ#USAXESX#-0XS M9US:!SU.]C[I]EE2I]@HKN*[FR)_)H7$0SSYH<[3VA\R*\ED23U4!5@3*ON M@CQ;0&(!8%/99XFB[B*+P\5_(+*J4J2+\F_-J*(9064Y-67+-XN$L"\)F_) MEX<1>?7S:_(S23+RQRK?EG&V*&^&%8Q,QA_.FU&\WX^"=8S")+_G6;4JR1A& MLT#4Q_W^WDO^TWY_RGH"# ('2(Z_LP.M[UAOQ06S>$=-X0YC!+&1 P>7N)N(^ MZG?_2O_"2/QG0Y[\LR%_^%^&/.UW&HDY]$D[^PQ?Z)-A?4:7]\D0]]D/]GF6 M7N:Q;,TZBMD1)T MN52 M%#LQN/OE)\J-7['.O6:P\36#3:X9;'K-8-&5@IWEBG7,%:LO^MT?>16GZH06^&N]-)US&V<0X9ZQ^3*F$F.H:YYCEFBL2QW7-, MA S9Y$?,&4WVD2:[EZ8@+RNYV?40M0 _3WKUF,*3#I%KZ1E/",14.)CH&&HJ M7$X1C,<5GG0,ISA-_$@3[Z7I0Y&7)=D4^3*I,(ZXSI%"D8Y@RK#'.L11,F"B M0ZBM3,84P7 %$R%=V3A#SI$AIY>ASU#!<3%?$3@+P>E^!(D)E(=HC"U'YX)9 M2L($",AD"A]C'<1MKI3H! %YCJ.PIH-@>B7-[B7N(4U'6 MK(&Z^R:J)'O".'.UKDVNU$^@8VQ7K4,=0YFE%B(",CV5,03D&FHIZB!FG"P? M9XQY1\:_F(4&9S,TYJS> $"(9&' "E2,>(\?02NI:1(H(-,A]D*=3K(8YY: MH3J(4LM2:Q1!V8ZAKO?(T*E%.]BC1BM^C NVQGPO;[(G(KYOI!C"%8RAYY1E M*:D0("C.304U1E#4T3;=*0;S7*!DUA2!,6X9RJ1%&,QUF-%!XHF"I+TD_B8W MA&61KB]$@DY$":1:_V]MRW15!A$8Y^]8HS!J%/+@',.,9S'N:62B. 8UQ:$ M",6YW.K8-"AK:62]1_J/>?:VS<1D?\!_U63D:Y10=LUC_56CC:\:;7+5:-.K M1HNN%>T\;5HA2'NU RC!2D#JA=(*AJ&EJ:Q8&XX9ZQ,5@CM.U>;9ZB;X@F%9QJB3DF[]=G&Z%U$[/ M<5'$6472)'Y,TJ1*.K;2WL!XR1!TS<)TDLKXE3J;()V9ZJ'RPPNH[V"[IZ^WX4R[P0AUVGBK]+A;=+Y!].T G45=-;FSNV M6A((C+N6MI4C,.J8Z@%F@N&88:JKQ13%.??;NG-",9SMG4C- *U!TA4#GZ=#*6MJD:S*6!AARM 4T&4A6DD(M#*LD!(96$H)#*NG#"P_6M9IAT;'ZPW]]=>J8MHOBW\39>F3!U' _D/NR3S/ M=J*HDL=40#V*I2@*L2!EE<^_D46R2Q:BZX]6O=W\2'WJ^O4MHZJJOE9W$ZP[M;FFR44>Y7'W@X%<#Y\@UNINUJ^[#Q5!XJHJDL=M%XZHON",5QEW><;%FKR-D% MBARD)"E7,>SJO_SD,DI_E5V49ZF<7&"0?5ETXM[.C[CG?IB*VA@ MWCE,79KP8*HI+YO7M7_6EV& S!C6[AAT1DUB;:;RK@+P M"RO%9EN_*LD.BXFD^K" ="3^0QT$GPI=8WJF8;F&H2ID!.E0V]618P3I>@8W M->0$07*+65Q#3C&D?#^F(2,$:7(NA]GQSH^UVIGU:^=KSDY=-$WI!G05:0 M"42^3JEA$.WE6.79):/VY3$!+5I']%:%$/6+K0P>AJSW5W2$O*(#I[L-.#]" M4AWNG+S[?WT\^73SN%R199H_MT]WT3-A F1X^B.*M(^I_P%KGU)_AK4'IC\R,;SIAUA[9/HSK#VP_)&% MQ;'\&N/+'^&M0>V/[*Q.+8?8NV1[<^[)H#([X[%X7Z(M4?./"R. MXX=8>3X,ZP]'V+MD>?/L/: &I! !IHI MAA^BE@&L,]024)F.>-Y1B(99(BI3$LU)RB :EO53L(2H)0++#+4$%%**YCM80M02@66&6@(*24_1K =+ MB%HBL,Q02T A]2F:^V)44L$EAEJ"2@4 $4K "PA:HG ,D,M(,LA&EH'8 E1 M"PABB(;6 H-:8&@M@"5$+2 ! 1EJ 54%T=!: $N(6D#N0#2T%AC4 D-K 2PA M:H&3/41#:X%!+3"T%L 2HA8XC$(TM!88U)#:P$L(6]!DQ-$PRSW#/*:87D- MYZ/#W?]ANVON_W/@][AX2N#@D8HE[* @7T"3%_O+^/LO5;ZI[U _YE65K^N/ M*Q$O1"$!8%_F<-1HOL@.CO\2&PO=V]R:W-H965T&ULU9UO-8,Z]=>^; MQ.:(7S]-6T5U>;OW"YW].OF\^OM_:9<7CWN='OS6A\.[=>WR]7=[!=O'K=%F[=OU@^[MF]5=&6T&VX?;V^7FMW? ES?KK#Z^T5T\;XM7GZ]U^P^NW;^7ZGTM9[M+[:$._ MO7ZF7*UNR[OM:GWVO)2??GCE:A/WW4C?[_'XDJ]6Y=?MBY\'^[(\LE[_NO]E M?O7#J^&^I/*FO-SM&4OZ[TOYOKRYV:.HD\'? J*^>&]WO^/+G)_KTL??4FU^6 MV_+]^B9;7>VN?W@U>C6X*C\M'VYV\?KKK#STR-KS+MA_L$SN,#CN,SBUI?-AA?&Y)VO!I MY(9G[_(\V&>/MO8TW%I]O*V3?U%/ ZXU1GQ\:I>G(=?.'G/M:="UQJB?^KO2 MGH9=.WO!U^HC;Y[GWT]9.M/(V^?O;HZT^CK]=' _0N3Z.OGSWZ^M/H MZ_71/[W+T^CKCZ/_^IL1/[JXM]PMW[[9K+\-OO7$V__P^-'P>/^9-ZKN_W' MEMQM2%W1?KNW[]=W5_0A5%X-Z*?M^F9UM=S1+W)']>VX[6'\:+,K??U_> MT9Z#Y=U>6U_^>KV^N2HWV[\::1KSM\'_[]L-K]-OAK>K=\N%H1X6^#BT$J MO<%?__RWP?9ZN2FW@]7=(+E>/VR)L?UN\.>CW]^\WE%G]B6]OCP4_OY;X?]) MPF6Y61'4'43T,5=N-N6AL(&[' '^)<5D6]^HT_6^_6&ZF$:\VHV6;OA7IO M]XK^7FG^M+P91,O5U07]5;Y?WJ]V]/O9QT?T;T)YM, (^1ROJ6PS#BEM8EY<>U*)M M\%4'T'75>R?KQE_): JX>?[,T9_<_1'CGF"\VYYL[R[I ^3'1W3R^\'AO;= M0! J&OA!G"N+,OG&L1\[^]^67 MM\:;UU]>>BZHI:"UI47S%%/'&M=>)9JONK",D7G\JHAAZ?IP?/RJF&&--&-< M@\GFRTQ]6'M1RK <1QL/CU^6]3BTC8 MM >,G3 @BYHC80&HAPMD40()BT]C)%%220L!?4P0Q:5(V$%$N:J? >NLXW5D MB-:S(5H]#/'E?(TS1R6SJSDB85,D;(:$S9&PP&K,#^F+0&UVB&Q0(&$1$A8C M81()2Y&P# G+D; ""7/5=M5S=F@_FZ&M-L/UW9=RLSU8X?WSJ?'MB1/![Y6X MKCZ(A$U[P-A) (K*H.1(6@'JX0!8ED+ (U,,8691$PE)0#S-D43D25B!AKMJ^ MND\2G6=?=/K[8MM<48GNZI%(V-1I3J(:I _V0#LX 1\]..U(ZW7R[?7B\8%%]%29WNUS?_>OA M[MM-D5]7N^O!C]'U>D>_+,K-YW+#N9ZRFZNAX1-D; 9$C9'PH)1ZT5*9",* M"8MNW'4VO7?V)D4U*)"SM 6.G=AT_6]D8;V5M MDSEEDUUM#0F;(F$S)&R.A 7CYH5AV]9JL]8%LDF!A$5(6(R$220L1<(R)"Q' MP@HDS%7[6<^)GS9\MLM]_$#AEU'M:^W5ZLOJJKP[<2>QDM75"*&T:1\:>^X/ M6M8<2@N@M 64)J"T"$J+H30)I:4'VM$)F=&H=J=?!FTSA](**,UUVP[(L=.] M"&AH9SI=./<& [NUZLUO]_G@%F+4Z):RSU2%I4RAM!J7-H;0 2EM :0)*BPZT MEW_TAE8[LQE#FY106@JE95!:#J454)KKMHS\L=OIE=NI[W=^3/%<['/(5_3M M] _:^O-N>]CKD/=T>E#:%TF90VAQ*"_K0V$N[T+ ($E!8=:"__V,=F/2(10]N4 M4%]*&]8,6E8.I150FNNVC?JQQU4I"TT=LSCE<6VG\]38SGZ'I$VAM!F4-H?2 M HU)>]0R/0MHBP)*BZ"T&$]34%H*I6506@ZE%5":V^)??<_M5:F/_7(WNN13(&IN9X- $TJ90V@Q*FT-I01\;/R%$EB6@M.A _H4:'SM1;8H MH;04-4@9M*P<2BN@~-=5C_FQV56)#DT=Z3C+[%IGAM"(!Y0VA=)F4-H<2@NT M9LY#,^H7>Z%- "B@M@M)B*$U":2F4ED%I.9160&ENBYOUG1I6D0]-G?D0Y6YP ML][RLS]HO@*-*F_:A\5=YH1$/*"U =7(!+4M :1&JDS&T+ FEI0?:T:5,W1H[MH_K576B4@VO5&%GU96$*YG6:;FOV\N.]:3.>C_K/*O*IQ]'Z)926,KV_T(;FL+X.T$^]NY]!"\Z9 M@AUS-';J;LOT:^PX1L-MFZ^S+4TW&V;H_O'AEO%0S1U/N2,]:PX\WW7@CT] M0N_5>W:V;6B41&O>N*Y9P]JEBQFTS3F4%C]L*RQ78^*0!L54%H$I<50FH32 M4B@M@])R**V TMP64^O[%;L*HFB=DRC[4Y&7R^TUZWC0D F4-NU#X[]U0R,F M4%IPH+V<;NIU0X0F3*"T2&,R,KICZ_5K*=#T")26HO[,,FA9.9160&FN>V+8 M3?YRBE[E0G1U+D3A7FT74=3DKDX&I4VAM!F4-H?2 KUY%[UFZ>/ZL[Q]"I3HJLS)9V7SE+S.GLC-%;2A\:O MR0Y-E$!I :J3"VA9 DJ+]&:DH.;[;,1!":6E]#'*H&7E4%H!I;FN3 5=V&;MNG\&;3.'T@HHS77;#LBQOU79D/W# M.A7^UB4?K$9UMCZ9!VKZU0@,@4-H42IM!:7,H+=": 1#= M,.KA8&B DJ+H+082I-06JE95!:#J454)K;XF!)O^!6"1!=?3-V[PFMO9 M(]'QD#XT?C8(C8= :0&JDPMH60)*B_1FYD WA_7%H*%M2B@M10U3!BTKA](* M*,UUVT;JV.NJP(BNOA<:D@U6M]'9]Z!)$BAM!J7-H;1 9[(1C9NO%] V!906 M06DQE*:AM!1*RZ"T'$HKH#2WQ<[Z3@VKN(>NSF6HPL'J73N[(#28T8?&S_Z@ MV0TH+4!U<@$M2T!I$:J3,;0L":6E>C.%G5Y RQ106J0W$P':V-'-VHKR/_;J M>0RM54)I*=/S"TVWAN/:H/_4J^L9M-B<*7:L-7T8FQ9A&G5TS1HW+CC 3JR M8*,*F1CJD,F)7'&;';]KP9[(%*OWZFKB4-K48-(:YKA^2R*TS3F4%C]<.BM M5U^V"]JH@-(B*"V&TB24ED)I&9260VD%E.:V&%K/;^9&E3E#8^>L+<+L?(-M$-S*"TXT%0KW_3N^):JH#2(H-),7 KW_3N?0RM M5T)I*=-[?N6;WMW/H 7G3,"JE>&J(S!]5[YI MP2I6OE'OV=FVH;D9@XF=-%>^@;8YA](*I@?OLC=,#90V@]+F4%H I2V@- &E10S.)GZM! : ML('2TCXT]CYR:%DYE%9 ::ZK')/CGZL",X8Z,/.'5L-1LSM["C0T8S"/=VBL MA@-M<@ZE!4P'&JOA0%L44%H$I<50FH324B@M@])R**V TMP6;^H[QZL"-(8Z M0!-U60U'S>KL=="@#)0V@]+F4%H I2V@- &E15!:#*5)*"TUF$>(C.S:1UT& M;3.'T@HHS77;#LBQW54!&$-]FWF7Q'4J,YN!PW$0&DS*&T.I050V@*$U!: M9#2C%*9N-*YS0',O4%K:A\9_H84&8Z"T DISW;91/S:Z'@-CJ&_D[KM,CAK; MV?2@>1@H;0:ES:&TP&">_=!<)@?:IH#2(B@MAM(DE)9"1:F4ED-I!93FMCA8 MSV^^9A51,=59DM[+Y*BY72T22IM":3,H;0ZE!5#: DH34%ID-O,WNCFNW=@8 M0]N44%K:A\,."Z%EY5!: :6Y;MNH'[M>E3,QU;=00Q;,4;?1V0&A 10H;0:E MS:&TP&0B%58]4+& MBF@M A*BZ$T":6E4%H&I>506@&EN2UVUG>2J%=VJ8YS MJ!;,4>_:V06A>8X^-';!'&A9W7E, M8!U= (&VFK.MCAVC=MFE8%Y'Q=675G#/[(3[KL5S/NJJA)M9A35,=5CC1*28 M709'C>KL9=*D1A\;&REN.5X?-39.#.W,'$H+S-TH[X,3J].+Z!E*B@M,IE0 MP'!H&_4\5<^>Q]!:)926,CV_T QM;-;.#/_4J^L9M-B<*=8Q=*M<-U>F3Z9E MVPUW;; [.'CG#>M3X7=>N'YMKE2"A"\\Q5T5\F%W@I@7+C\Q[]5Z=[1E)FQYH M+0O<0-N<0VD!TP/',WZC8;01@64%D%I,90FH;042LN@M!Q**Z TM\70^GZ3 MKL(DICI,\F(VZC_#YDR@M*G)Q#28*2 T: *E!4P/[/WZF77[M@F9-H+0(2HNA- FEI5!:!J7E4%H!I;DMAM9W*EAE34QUUJ3CZC%J6F?'@Z9- M^M#X^1PT: *E!0?:R_E9VM$9HV MZ4/CIWC0H F4%J ZN8"6):"T"-7)&%J6A-)25"KJDE#:M ^-=4EH67,H+4!U<@$M2T!I$:J3,;0L":6E M5C-5<=$XS9M!\\RAM)*<]VV W+L;U7,Q.H7,V'M#9HF@=*F?6B\O4&#%)%!: M@.KD EJ6@-(BJYF6&8]J#Z" (H4U*"'U%C5(&+2N'T@HHS75!OW8W/3*W-0W M:/==6T&-{6QTT, (E#:#TN906F'=\ZB3!,1- :5%4%H,I4DH+872,B@MA](* M*,UM<;">)P*M*GIBJ>^R[KVV@IK;V2*A.90^- 'XN"$V40&D!JI,+:%D"2HLL M)G-0CVG%T"8EE):B1BF#EI5#:064YKHM@W[L=%4.A'Y4.9TJ(*S>M;.9(6G3 M/C3>S)!ES:&T -7)!;0L :5%J$[&T+(DE)8>:$=O7GMDUA=(A3::,XUJ9N-! M[M V7? >\GKKO6GSIHZ7*N5E5;,,Z.[;1]O#^VJVI49[^#:C#ZT-@0</8^AM4HH+65Z?J'I MUG!<&_2?>G4J@Q:;,\6.M:8%8P,C3*/[+$!]P8=W70_0L057.1.K5\ZDS8[? MM6!/Y$S4>W4V<6C.Q#HK9P)M?:QR)I8Z9])EX1LUJK/=04,F?6C\G%5]O$XL? /MS!Q* M"ZQF-*4Q9^W3Z06T3 &E158SVL N?-.KYS&T5@FEI4S/^85O>G4]@Q:;,W^; MW, (WS,O8A6^8OK,+WW3M^K&Y5D$82QV$Z;OP30OVQ,(WZKTZVS,T.V,U$R7< M;!2:B8'2 J8'W,(WT$8%E!9!:3&4]J&T%$K+H+0<2BN@-+?%T/K.1JM0C*4. MQ71,/:MIG1T/&HGI0^,O&D$C,5!:<*"I4L_0!@64%EG-1\=HIJW7'R,%;51" M:2GJSRR#EI5#:064YKHGAGW,7]^VJZ"*K0ZJ_(U@_XPAM5$!I$9060VD22DNAM Q*RZ&T DIS6URLYGS/KN(NMCKN M$I>7-\OM=O5I=? GM/D=R2UEN5N26;N.!\KOUX+;_??E'4$&Y;\?5KO?6/N$ MQF*@M&D?&CL1A)8UA](*5"<7T+($E!;9S83$Q4BK7Y'*H8U**'U%C5-V !V= M5&X4&'K=XJ#1 M%BC-;7&JLP[&L0E6J19;G6II, <'6[\0; N4-K6YIS*,:ZLWSZ!MSJ&T $I; M0&D"2HN@M!A*DU!:J5E4%H.I150FMMB9'V_#E>A&/I1991=5G]0HSJ[(I(V M[4/CIXG(LN906H#JY):EH#2H@/M^&FZ3OT9RM V)926HH8I@Y:50VD%E.:Z M;:-^;&]5)L96W]C==_T'-;:SU4'S,5#:#$J;0VF!W;R[7]=&]_D'-[>R0T/!)'QH_&83F M4Z"T -7)!;0L :5%-A,C,NI+@4&;E%!:BAJE#%I6#J454)KKM@SZL=-541-; M?5? U64[7.B^$9E"@M"F4-H/2YE!:8#?OL]?JCTU;0)L44%H$I<50FH324B@M M@])R**V TMP6-^L[+ZRR([8ZY*%:+$>]:V<3A"8]^M#XJ1\T# *E!:A.+J!E M"2@M0G4RAI8EH;34;L9Z+C3'J-_SF4%;S:&T DISW?9#XJ#1^B@ML)O1CG%]@@>-=D!ID=V\QU?CFVG<;,>--L! MI:5,'RXT-[>H_4-K4:<84QN/:,,^@3IIM#4?U!PA#6Y506LKT@69;AN745JG(F!?:([TV M7#FTN)*#>#1A^@M #5R06T M+ &E10[S](RZST$S#U!:BAJC#%I6#J454)KK*H?\V.6J#(/3\.@WK6SD4$S M#'UHO)%!,PQ06H#JY):EH#2(E0G8VA9$DI+'>:&?:MQJW,&;32'T@HHS75; MC\BQH54)I@>78%"C.AL<-,'0A\8;'#3! *4%3GN" =J@@-(BIGPVP0!M54)I M*=,'/L' O)!),$"+*Z TUV6ZH$@PC*H$P^A_)L&@QG;U'RAM.CHGP0!M<@ZE M!5P'F%OJH(T**"V"TF(H34)I*92606DYE%9 :6Z+,_6\ C#:)QB.M^B5%ZKO M+_ZH_>QN!U?EJG*S^J6\&I EBO6N'!C[!T7LKLO!^_7==GVSNEKN2)VN[L@Y M5\N;@=S1AMOR;K<=+._OR^5F=?=Y4-YLRZ_7Y:;<8W;7J^ W I9=<[5_VW>!K M.;A>? BD'U*_=(^PL^OM0XK8T=MG](F23A"J_1YOF-R?#KU>WUR5F^U?_C32->?OAZ=]/)X0W7-V MUYN2)MYW5X/'9X'/_^?[>3K:QGPKZWCP^$ M^G2S_K]|[MW_ZSX]#N'ZOMP\GL+>]ATRSC- >;Z_+?R?7ES MLZ4Z'N[((QJ?]O%\W:J_Q-YB#9YI[UZW=@^U2;_X+8'VN2?W/9(F_S(;4^U MR4_<]D*;_!>WW:6"7+8B3Y]\T)GMW)SZW7=B3D-LN[4G";?>'XSL3G]LNG$G(;9?.).&V M>Z/)AQ'"TU\;KL834)NNQQ-$FZ[-YV\&'/\<3GMHOQ).2VE_$DX;9[VG#R M01MR+9#BLXH@)60524K*IZF43O<.W!.BL\J@I20520I":MX&KVA-?8=38K/ M*H*4D%4D*0FK>!J]L37VG4VS$RJ"E)!5)"D)JW@:O<$UAU.BL\J@I20520I M:MX&KW1-?:=3HK/*H*4D%4D*0FK>!J]X37V'4**SR]"E)!5)"D)JW@:O?$U M]IU/BL\J@I20520I:MX.OF!SOH!M*3ZK"%)"5I&D)*SB:60$&NL$I/BL(D@) M6462DK"*IY,?Z*P?D.*SBB E9!5)2L(JGDY^H+-^0(K/*H*4D%4D*0FK>/K^ M Y[_A-]_Q/.?\?L/>?Y3?O\QS_J!3GZ6LWY BL\J@I20520I:MX.OF!SOH! M*3ZK"%)"5I&D)*SBZ>0'.NL'I/BL(D@)6462DK"*IY,?Z*P?D.*SBB E9!5) M2L(JGDY^H+-^0(K/*H*4D%4D*0FK>#KY@<[Z 2D^JPA20E:1"2LXNGD!SKK M!Z3XK") ("5E%DI*PBF>0'QBL'Y#BLXH@)60524K"*IY!?F"P?D"*SRJ"E)!5 M)"D)JW@&^8'!^@$I/JL(4D)6D:0DK.(9^XD_/_/?3_WYN?]^\L_/_O?3?]8/ M#/(#@_4#4GQ6$:2$K"))25C%,\@/#-8/2/%919 2LHHD)6$5SR _,%@_(,5G M%4%*R"J2E(15/(/\P&#]@!2?500I(:M(4A)6\0SR X/U U)\5A&DA*PB24E8 MQ3/(#PS6#TCQ6460$K**)"5A%<\D/S!9/R#%9Q5!2L@JDI2$53R3_,!D_8 4 MGU4$*2&K2%(25O%,\@.3]0-2?%811(2L(DE)6,4SR0],U@](5E%D!*RBB0E M M2LGDY^H+-^0(K/*H*4D%4D*0FK>#KY@<[Z 2D^JPA20E:1I"2LXNGD!SKK M!Z3XK"%)"5I&D)*SBZ>0'.NL'I/BL(D@)6462DK"*IY,?Z*P?D.*SBB E9!5) M2L(JGDY^H+-^0(K/*H*4D%4D*0FK>#KY@<[Z 2D^JPA20E:1I"2LXNGD!SKK M!Z3XK") ("5E%DI*PBF>0'QBL'Y#BLXH@)60524K"*IY!?F"P?D"*SRJ"E)!5 M)"D)JW@&^8'!^@$I/JL(4D)6D:0DK.(9^XD_/_/?3_WYN?]^\

("5E%DI*PBF>1'UBL'Y#BLXH@)60524K"*IZU/U'(GRG#;Y@0'SBL'Y#BLXH@)60524K"*IY#?N"P?D"*SRJ" ME)!5)"D)JW@.^8'#^@$I/JL(4D)6D:0DK.(YY <.ZP>D^*PB2 E919*2L(KG MD!\XK!^0XK.*("5D%4E*PBJ>0W[@L'Y BL\J@I20520I":MXSO["(G]E<7]I MD;^VN+^XR%]=W%]>9/W (3]P6#\@Q6<504K(*I*4A%4\A_S 8?V %)]5!"DA MJTA2$E;Q1N0'()8/2/%919 2LHHD)6$5=Z1-7/J'E?2]]/BN>_VL;=^^N5]^ M+A?+S>?5W79P4W[:_?!J^/T^@+U9?;Y^_F6WOO_AE?9J\,MZMUO?/OYX72ZO MRLW^!:1_6J]W3[_L&_BZWOSZ> /%V_\&4$L#!!0 (+*+-EJUTUJJ3 P M "E, 8 >&PO=V]R:W-H965T&ULS5Q=;]LZ$OTKA(=B MT0))+5)?=C8)D,:>$>"VFVUN[SX4?6!D.M96EGPE.6GZZY>4%,DB1Y3E:M] M26QY>$:C.#&=X2(J7SWP?=TPEJ$? VS!*KT:;+-M=C,>IOV%;FKZ+=RSBOZSC M9$LS_C5Y'*>[A-%57F@;CHEA..,M#:+1)67^["ZYOHSW61A$["Y!Z7Z[IQ;&SWGZ>F0>:LMLX_'>PRC97H\D(K=B:[L/L<_R\8&6';('G MQV&:_T7/I:PQ0OX^S>)M69BW8!M$Q7_ZHU3$00%LMA0@90$B%[!;"IAE 5,N M8+44L,H"UK%-LLL"MES :2G@E 6<8VMPRP+NL7V8E 4FQ]8P+0M,GV9Q,\H$=(<37S(/2@OS6T>1,+9[[.$_QKP*?TC@, M5C3C7^5%-$WJ]=:B>(UN:;!!'A\)*7KS):+[54]?'A,-P)BK MI-(+>=+7++=$WK]V-.V0:9X@$Q (:-#N^N D4+ z O_A5_@Y2@+S1C/J\3M]:Y M.+XXT6C0K#S+S/',-L\23K/.G6:=Q%O$XW-"LR!Z+)_8?>!8- MXQ08L\[ML$T(>P%AVU-WTL1>]L1N6,&NK&!K1\C-ZC\\P!=1-HOYU,&/(S\(&8I*\XBG MXK,OAM)>!&D>9LMQQ*,U9#U[R,$S))@W)-AB(+"&V9S*;([6^#/&0?V %I.U M2!@EH]%C\!"R%-%MG&3!S_Q'R#X%M'/@?L2V),>>04+&M"GDJ4*F:;C2$-'W MY*L%#A$5&4\ <4QH@/9$;FG8K3;M=E)L#98IY2)"F>QKY#/EQFH'N[ZI*(5++ M9ZH,#V^2@^#)1E%N3BPI@^C[T9)! &2; M2#%^WH$,YP^HS>94&L'+GM -$TXK$TZU*'=)_!3DI)-5?QW%D MJPQ%L$\!TECE? T&PK9I@6 J]\BJ<'7LRP1ITCWQ0-&]0M,50:$W+'+S&W,&K MJT3SNM[!QTVZH6)BUO'6P?L.Z!;RH2_5V[1#HGF6RKZ)8TN3F04@91L$)B56 M3;8M_;O,E26.7=6P!GU3>5 T;U"TQ5!H3T_N(? 7OY2SRC2ZAJ8, 3,T(8^B17E_.E*H'5C50@B,OL'V]0\.@N M?#*Y+>YN8>+N%C[_W/$2#RRI[D]Y]__:IYS]U_HW'=A>(2K8\T>0RXQD*VYMTQWKE\<"3%O53%ERS> MY9<6/<19%F_SCQM&^918"/#?US%W@?*+J*"Z'>SZOU!+ P04 " "RBS9: M-NBAL5\) $(& 'AL+W=O/MRY#Q)2;@A 08 +2N__G[G@-1B MRX[3./5]2$P1./OZ#?? GSG*,ZVC/"\+&PXZLQBK1_U^R&:Z5*'G*FUQ,G&^ M5!$__;0?*]J5SD1ET1\-!O?[I3*V<[C/[]YPWU7Q\)8_<[+4)>E\HLC7;CY M06?8:5]\,--9I!?]P_U*3?6IZG]6[SQ^]9=<?)\-'Q'MWG M" _\R>A[6GB59,G;N$_TXR0\Z U)(%SJ+Q$'ASYD^UD5!C*#&YX9G9RF2"->? M6^[/V7;8,E9!'[OB+Y/'V4'G04?F>J+J(GYP\Y>ZL><>\#!X]"44,PNBG!;D.PRX8FS=BLIRJJPWWOYM+3 M;7"C!_8-4\,:8RF*I']'CU(N'KY1L?9:NHF,,RW?^JFRYHM*K:Y/*H#"$+8 M[T<((Y^UC ^2HQ'5S!^*%\[&V=!/K.YSK?0'U]//QQ=PZ /*Y>FCI3CT;7 MO*G.@/YD,EWKU%G=^GY7>:W^WV>E_]^,@[1()W_ MLRT(2<;>=AG4 AZ%2F7ZH(,:#]]?Z<[A+S\-[P\>;W/ +3';<,?>TAU[UW`_MGD3\"F,7M1SVY$W]>Q\Y;P"T4N#\O,+^;Y6-M8E3LJJCL9.Y8E%+OSZRTV M1J/!X_?'AI^&CZ7SQ%PT!W1?V45S^)NZ#.5*PE= M_JB+A1S=HS0;(-EJ)+^7)@;P-E-C52&M*G57?C39)QTSY6.7U>G*^C6:HTWG MKC29*: RF#W5A9HK@-VGTM^?OOQ6+Q6'@Y;:CCQKI1-H$Z.7KQL0P@SV[C^>?2Q>=N3;YO(##DR MH^&Z.K*N"J1*\A&Y[XT*N?J,Z$(MVJ8N(@_:HMTO,]<1MT--J7VI-G< MQ)E\ V[FHK/="ZF6WK89U94*(^L,H[A"DB"-/C>NKOB:R>_ Z%4&CHU']%A) MGN"Z3 ZH3UL8R#LP ME%<7FVG6(274N@4\U7-$7E10QI+%Q!2L*F]T9+9+_9:^6/1D4\><6$O!E.VY M#F9J4WC)TU2S*DKOD$'P+K\AE['N4<*Z MG<1&T@1'>!8B-0DH/5/!? &ERC*$V+ ^BV3"![.DX:+I$;G5)E,TJ)1BYV MO_%_4<1X'R-,T.?P!9SVZ^GK9^$W9J;QK\:LV AVYF%[I@HQ;C,LN*).T8LN M5PMR JU_%%LN!XH]JH\B7NASSI^R[=Z(%70IPV;K,A8R5 &BB<,>Q1E!5\], M:BQN$JF5H4=B@Y(7RX 3+G#+++C+:)\E;NI,F8*-;YV2TA F]M!3YT33!7F! M#"!!%!FN>:KW5.)^H\1)MJ!^J4)P$!)Y)/$0LMO!L#?&4N7#KHO$GAH!&$1)K MKU9:SD-)U+2%8&$V1 M-FZ!CL4S&Z'TMLG9=K)G[X^7'&R:X/E9&4OE.X8+R::F[#;_^0 $=YRA(A>89NZ/SZ17=!:(S[.#&UC3(P7#&Z4/^ MFM2>NU8S?I;A>'7R],D'N,&R&+II2C5=BTBWO;H3T*ZP8 BK()7ZJ@=T4T3: M2*/E5+#OA2,NQPX:>,L)B=:5\IX.:JMJ6(^80.4<\M,3F)JA M5(P4U[JLT['(1(],Q*+GX=[#WNCE1UD73,C,%%-A(_X5N]>>ZX9>*ZKB[+$1)OVT1,7Q MHN"50;3:BH1N$[2B54SU>92 N&6"N..%"&CX7#(K"HHG)95OG$_'N1YC*3B) MU&G1S+'.4R(OE7)H=8:77L5:!T[/Q#$7.F%HHP(L34>9NWH,9XQ=';DG-%-_ MH_*1"1<*HK<-/'X=A8DAM\(A6MXW@S%SQ 8R)FX(Q^4/ &%9)L&Q%4O!I!+<.6O BDB7-C4KG_@[(.LFN"K)N3&V$E=AJR6FNFU4)*]'1>(KJ*C-A=L! M1?(J4/0M^$:T^$;>.;YA[_W?X)MMB?^WL8Z@XSO'.J+-OSO&.N(RUI%W@'7$ M%JPC[PCKB M81]X.UEG'-7(;KA' -*Z1U^$:\<-PS>@BKL&"E34PH_E2L]$U MQ6W#FDOB-OO5%:A&;*#:W6'OX0:J49=PS?K]T0H#W0#?R"OQC?CA^?;.-=7R M$N/(RQA' /,81V[!..*K&"=]T^JO?6CE44?? G\E5M8WIF^OR(?(3]Q/^LMM? M74_?Q['4HE4$1&<"TD'O]WL=Z=,W9_0CNHH_VXY=C*[DQQFZF/9T ><3!TC5 M " !RP__A_\#4$L#!!0 (+*+-EH&PO=V]R M:W-H965T&UL[3UK;]PXDM_Y*PCO8#$#R!V[G3C.$W"GMLS,)ATMT2R6*QW%S19FF=I)O3(5/)G7S3)MX6MS?L^N&I/F M-&A9WION[1W>6Z9%M?/*?WVMGG^M.[:LJC,VT;;;KE,F_4+4]:7SW;V=]P/ M[XKS18L_W'O^=)6>FU/3GJW>-O#MGN\E+Y:FLD5=Z<;,G^T<[S\^N8_OTPO_ M*,RE#3YKW,FLKC_BE]?YLYT]!,B4)FMQAA3^N3 GDBQ(@^C=YESQR^) \// M;O97M'? 8RRRUYJ0N/Q1YNWBV<[2CI+W>#;,!M^(-S0:-A-4>$IGK8-/"U@7/O\M#BOBGF1I56KC[.L[JJVJ,[U MV[HLLL+8I_=:6 1?O9?)A"]XPNF6"1_I7^JJ75C]W.'5;?#&]F]\< NGKX2Y/!\'T:?G %. <>XP$L2VL?%85^.T4 M)R7HCI>F@3WJ'_ZEZ/I=._)V>1THO]V?/R6ON_^4FG%L19:V#1RN1JMJ9Y M7CGX0M3 K%6>-CG@IH9_)(_XILS[ZOCTA9LR 6BRLLMQS.CPDSHGS!-&'63' MIR=N G6T#VP8(5:_,UF96NO'P2RF:4'](X8/EFD%T;/C*E N9&MS7N2A42A2"_733&$(54@$N]9/%D4E$M V4SRFYUM0D T@*0T4.8R+3CC\HB MG15ET0)E)[IN5/00M$?VC+5&7N6DLGL'^PR?:_ -X!%4[TN\)^I#V=51DC'.>(MR!S8Q':S?X+")42Y8X&!ED9VX4B%O^Q,69@+F"9;I-6Y(=+'F8!@$9'SN@2K M 6D&N"=%UNG^G$\UA2,%8L7S2?,+@-=H,Y\;QE3; R7;L'K>M5UCMG'?JK8%_ M'6'=Q*_\8*")Q8"2ZB1L\&W4KO0N"M@U! -P*^.& M(K67!"*+25*B5&UR>-NPE/5*,=&7BR);P): ^E%P+],*;%2<"R%?IA^!W#Q@ MN'E@N6ZY8NIH%RE@A*D1!0ZL6#?$ETN4@41,S*(T-&!)P"=A&'?BF.#F&PXD M54(SMR18>'$5+-X C5:=0&X^K7!2D/Y=@Y3:#R)M SQ6YZ ZZ6!:%D#(]E M;?:H$(3EB*698;$+JJ1'GV*6,#3115IV0J9S?5[7^651E@04$##H(A)IP@DS ML+5-0U.GG.R/+)UVF4& %"N;9GP(C%EXG"IXOO6(@ 34$7(/LIQ]C)=:U!# M<^019(>6R,QO:;)/D--Q.OKP,TP)R22I#'JLI-(Z*+GA6PDQ@6^ M"Y2][AS+LJ9U3DAD0P(Z8@P'HGK!0(A5MQY@EUDB(M5,$_@T- #)I/F4%:-+E8)#"D:TCA@!4#,!\3Y7GUYPULT@-@,\NO8C6CS#DE Q0 B^A3B25#D"":F5V MC(X5%$4-P_Y%/,6/-P66 EM)'^X=DO&UO__$ST2$#'83"6@ MO#,49*-O> -JRQH/$"^" X\"9I?Q$<0\%CY;4CYL5/&PF)9LCUQG+ZLK##5/ MJ7349#!> G?B+H"%"B!U('F@NYRQGGFLPP8%5%)QP.X)DII\[P 782'Q@J)9U%UC*08"CP)1S@#*<634Z;60 ' 0;)UK MP'HH.RNS*0\#;9HM!%DHJRV2/?RW0@L$WO*#*W->MP4II7X"L.SR$J&9=0VJ M+^#..;+48/L=>"P;.U:C.ZXZ.A<0)S0(\%\"_E'8@%@5E\&$G 2ILD!2//B M$TS#]'S%(2#.\==^9> (WIT%R,7!X6).S)9?BZQEZ#N>D5]$J*PVQQPP=SEC(MLU0BU.\BIE6[7IF ,,AL !!P@_%(4;>()+!\0)A[[Q7L 5#Q_Z(?E#<"4#BF M58?6(J.O!LPN3)H[DPA620E:4"(@T ATVP96Q43_O2$CTWBK!GQD0BZK;-[M4UE="DS5V"UDI"+7,:F*ST%@>]L;Q;$O9L@!A'S[;K?@QW9! H3)01?IC.@ M*U*B_(.G[<3I>;M,T7 A"PMGL8MBM<+],:Q.G -L4:H94$IHVOC?FOXW4O]6 MC$0QV7*A2)4Y&0ZN4<.$UU,=NXA,$9,-98+^=CJR'I]1T9!"5Y6*8C&W]$V M@[-\2YP#R@MU>B!'E6'C38(:8S/#R0 /P,<"[2<\I8N"@KD(NRA"5JL)"_;< MF"6YMB <+1Q1TCL^N# (0.'@P9$NM4CBM2["LS&X]GL$V+.40"]+K*P#4['7 MM[T'PXAQ>!S'R!9+96B=(77-.\2+6QU&*R:SSHXJ'>+^*U&!2_]P,'D P^O. MPF3L=C M64,O:S04=+8BGZ MZ9F;_T*$A9.#0B9()MFY&)%9^&@.?GYY(T'9VG@:/*ZK_ 7A#7!#4M,%R! M&R7^5-%DPIP[!RNC3$O-Z_#(D%'4S>*4ZX#39YN),+4^9.ZGH?3A%F M/2LQ&R%'!?NTG.,9Q5QZE,+5@N1&7RUWV.[W>,A MH&\E<(-8EMT%%@QZ7P@&6-+M)7KI%/V)=^&2&X@^Y3CDU!A-8?E'";!U6H6Z\G6%]$?YWW_"@&/+$4^F>3A$-@Q9 MG9-24YM*[02?%F&\FTTR*^(H)#&V>LC6_>3B/6PW\AHX;EXT.&&URQ^06EA* M3& ;#)$*(-I0LPB+TZ:BO%FESSMR[85?^5@U Q<]%2 V\'02(8K&) M#KO!82)X%)T+1REOI=! (8L:9A;T1V_:!Z3F;VFA=%$W6+9%:4-3G-7$&QY-< M#@"^M>X8<,=5A@QO^#$."5:QVLK'HP)_H5'Q=*(4 V\"W[,3 ^#<[/A=(" M&'.SI%"KBP27Q1R>KS-ASB X#1Y;BK*H-^41 -6"L,IM/P%Z/[Z_+!86Q)S MFR3FXD6%M9VXM<3B5GS\ =B7%,6?F3Y86,SE-2%3%<;CP$4-HW&_<8@8$/(& M$1K;*9ZA+3N90%(-XH8VC/I"E70*1 $4B:^K<$I^VF J'PS+750$S@9X]]M9 MD"IC$=H8=P842(C&N0@E*]6CP *#1QKAA'-FM55S=X=1AH&]F9'NYLB%[9!C^'JRFAAL*G.W('?!> M)4M0IPPYRP,D4"R[I2RX2M=,>>AMLIZ@WQ&[%)A M%$$G[*?M4VLJBJ7P_"Z$1Z,F MS';.L54H4;=@.PZ4B()M4F(23,:+3!X]%.%M=]1B4 /@$#B!]C9_E3'@72E M(9PQ(U95* DC@*!,R "*WX3DL0?W1&\-9\CE%+*G"0EQ+) $3NHKC:0 7 MU[C4+MMD;K:)? M%9%%V8%U_.$. >"O]'F"CYFTN4?##.'23%-G/#LW!X1[8Y M6KYI!N)6TIQLGE",P7MC*(/.J='D6O"6"5K!$>(V Z8F-)?9BR7530Z7!@/ M0LU!^S.9BN!C0\&QH,N'2*#8$T@_+,R@>6B&J30!JOCM3^O33!U;C2U&\25 MQA$:"5F0![TU)UV7E3$CT2X828OQ &)BCX>KCBB>J.%_4YP 5Q(DK5\"#ER M(O(8PA/$GN)8T 66MO7IMKDWR-BQKA3JS:I"$U(V \KFAR$$VG?%68,:4 A%1M0Q'M&P 1P ?& $MF\CPFP_P M#D@C2&!2=)>.@_-C @Y[BR #G!RMCY!/O0FBA-@BFU'X_Q, (%=@VB7W@G% M;)CCG1"4OA[!0_Q$+US E"T8&PE. 8:32CBMHGP*E7;T$<<^>RI9EYR-K[0= M # !_PDHA7U1*KMB9A=SJEP_8=GJHD!$^FDW-Q1:15WDEW"[5?WRFQL-D!CX MC!3G8__?'9V?- C@'KFQ!$VZ%2G:31A9QM1+;]. QL@I:!J/#\0+)@6HYX M7L@,GR-EC(&!M$8&PH9BIS2X)%#1-4R1&#HESGH_12(E7TM05UQ>(T*ML&)# MH--/QG<041]0-%C=F=1SP.F- FBGAW)2K*'B_3]K9S]@\S.'+1W2RGKIF77W^!9!#5>X/-N">@&NAC XL1G(?E>\424OB^IE@#!\0J[QE1A):*?&CGUUV M(_[9)STX!>HC(B[D0%F!8M:AVR$1D)=ACH5,Q08.$ XET;:>MY(66#TO:Y\) M)F7APO6DGZMU$.NT8;!3H9DF*_E"H2!E5;,^\?/:M#2Q04"2#VO'R"1&'8(2 M!U\+H9[H7[!>Q+#AR9M&.K1A\,77H+E<6TJQ!O0.@2)?1U3_!MW4-Y3^/F:# M;"BFR9$MZ0TQV6R'$34@=2GQ4:M1:DY"GMPH"\)LJ%1RK5P$J?!0J769(N* MPO43_0&9ZWH31M5 1(XIK#JVP:6'USC^.&3ES6PMK"V/X-#NS.UJ%OIT!G M4@&R/B\%RD&Q(')@0\"6(<5SV)O-0HDF DOZ@ 2=<\D1Y;0:,U[$#.^'.)VC MQA='R5!2F"\=LZ5B+] 94;'!/PZ!Z8&.7 #E/(=7O1M!VPH$+J*PAJ75?GI\ M):2UT\)B@8(OD63A!1._[/7+Y]7R^A*1^*#S(@^<4Y(# :*(J37 .* <)//)5=A5WAW)P19)#,#QQ#1X.P M!2"K5B20JRYD0^J2 H>T9U^]0*OVT(RNYTEZ:)_YT(^@:C-VUV]9C6[9V9LH MOC&Z3#$D,5"86<)BJ!E6MTLE9?BZH!NO#/@@D\PO((=\Q4F2.;&4).N 4:PY NAAA M(A6=7Z14+U-3AHF0X9TR7$BAY@OG225$9@N.!M5?1 9G3NS('N)%M@4O1\?'J MRR#5C"[\) C!D$(I?D>ITTF)G\O7]N))+SN+U DGB@5L)+F>80$8(;ZH M5IWP#L70!FJVU<:[3'0!?2P*D/--MEC+.:$50#)KE_)#]B^Q[=]$I*%T!"L! M@4;SKY\PV#DE";D&WSY6;W ^O: /*@[F&PS\UZVKD))4/T4>&+',::S#LS[Q M&!P2T/T3F7<*8HV048NN2ZN-Z27FPJ$/[>#A:FO-JHOKLG/I H'/? N5L)KF*4#7B%ZY00D;$<<+QLYK2*HQJE52HQO MG-*^IL18SN2'@[[*F'4C.[F#XF(J2'[XZ$"YLAT_?GJ3\2/URXZ\71XI"D;S M106TBBH246$],RO:'PX/#WT-$=LOM3Y)5P6&C4Y1QRE7-/S!Z;IWH$3PD 1? M?:J0\N6#YV$JD0.8/AU)W[A6KEPKO"*"SF>H:K 8 K.+E-W=,BFHP_F7=KP M%DV8_'5EM"XGPPP(C%#D?6DDN/)^ 9D2M?-Q)VBVJ6Y*5(S?]$FNL3#-;D5 M<'(M98/ '%3<8HSS,_IJTD)NFUD8/&[\MCQ.G6.^CQJ*Q9>.SVDJ.P:>?G3?G?242V'-@KD*T*8DPMPAYD+EW-M#]34!B9 RT M$Z&70*TB<22A[ZL7*48R,RIC@D37(-% (R/@4PVG,:T_?JSZ:PH6JGZ\Y,VV MXNX#!H"%QZBN :TB#,. JE5N7[%$D%"G Y -Y"O0&P2E)&K)"8]@A$7K9(^M&^2 !)GI*#B#XLT0;-\WYA N^0PZWPVS? M^YI3&+&LY&/Q$/,]%*FS[<\$&=YN)E"GL[31;8$6,*Z\ S1 IF! (;W@.TQR<1.MM_J6R]Z+VJ,0*,L M2/H:..UD MIY\&-3$^7\'.6.BHKR7DH:(\,$L"GQ="_+W@X>BX%.R)03PZ0$.2(N?UA3.!I307@O(=B^<@HM #^B56*$$G@T:]_E@'XY^L"; 5. 6DB'-=C[5J&&$J]]4IKZ^@.>J-X%#@J= M"<2^C(TS?+Z$/Z@Q%OB$MDO&3H$?63"H&%'=8_!#5(@'KG3XM)^6+50@Z H MBX]@/N^B\[B+"LK%1L;71N7H0[1LA&#M6F].)K&!F+JKK0UWE-!18G2 R$7 M\H;#Q:BMO?;$1@7P %%IE0>!*ZDM1:'@Q,^6>QL!QSJ^\D,4@N;NKV-0 _:.A M',"_;N3W\#UK<'$%G(U,KD6G3"IX49L/G(>#HO$","I<4NOI<6R((^ MBBTM)2P5UC)=Q,73H8CN[WGA%*YGQ+P?8:E^P1--O-D)7:+ NS[Z%#4N]3S) M?(\)!-/GL!=B-*+&ZCC&H/("^!3IVX^0Z/(E=45"'Q'3&^?AU;UP/DM^&Q9? MXR0;]_9 O!5E%W:]&(-(!1#I38B&;FB8DY>6%U\"M=R Q#1)_W9 I?% (L/+ MOIL%=28(<5!(8B3<8AAOP' %#:*:VUS_Z#?O,[-*"E=?SW=/.-)M[P+7/$&[B5G"#^'$(-9NCB<"RI1NZ7) ^36#$O;0:>]J[J1NT>I7 M[IHKZ4;X-Z$][:BW3A \<'2K*X?S?'IBSY&Y^OU40_2%=,Z+TP0*4OS>M6: M8;)#2O;(,0 9*]>H/0\USB$"C6 M7W**(HYKH,Q^^A:-^AMU-^OXO:#..=RP9;U)"6HDP0(4CP[QL?^& +0,'- HZ M1#\GPMW)])N0@ <'8[GRIJHK$V86O/T39!7&^DG=I&$&3O]M^39^FQS=MU*3N M&C5=V:CI]$2/M5WZXO8 :M/'^O[M?SZ'?[Y=DQ\M!18J%$JWTN1'NR8_ZD_5 MY.?Z3EQ(!>J6&OKH84,?]5D-??Y \QY]P^8]JA_T+9KW^!!_G-P9-.]1W[YY MC^?8[]&\1[GF/?JK-.\YWKBM+3U:ZJBK6NI$]+JNI8[BV^G<4B?YAKUTU$U[Z:AK>^FH+^NE MHV[>2V<#B_E(WPN9&]W> 4VS^,4"UV_1- T>/],VYJF4+B>1OT#Q_IKXYBH7+K??-\0WF M;K-OCAKVS=&?T3?G]?UL#AWWMUH;>@PU.9OY+AC2!09-T&]+D66PX8=OI]$ M8'V.MI' =RZ;FLQKUS SG"-LA-'W5DV]*21W #ZOOXZ^47^=K? TPHHNJP6;4 MQ@E_I18]4FM[NRUZ5-BB)ZIBQEX?*N!O#KJ'EV7ZR&3/]8)1(VSZ7?H!.+P M)>KUJ]]\8^MA>Q!]"^U!U&9[$'T;[4'4MO8@^CNWUOC[4'T]VT/HL;;@^CO MW!Y$C;8'T;?1'D0- VX/H;]0>1*7ZKCW(]O8@NW?]038#RS?N#Q*&>O^S>X.H ML$KO%GN#*!>GN\W>(.J:6-^7=@-1?Z ;" 4#_@S=0)A<[[]! &F[@2B"[ZX; MR%TWD+MN()_7#43UK3OONH%\<3<0%- PW:@=B,9^=A^U I!,(JEWEU.Y8>X[X MV" _=%0=Q16^2MKM9,Q'U59]JZ"]]J+&FXFHSVPFXH(HWZB9B+IQ,Y'^2O77 M;R:B;MQ,A'VT;]- ,1$RVFS43T=^NF8CZ[&8B^OLT$U&^Y."6FXFH#0OH5IN) MJ+B9B+ZU9B(J;B:R9?'OTQC7@0WZF9"-_\X-MUHYI$^0*0N]XA=[U# L-[MAZB@"OX6>XH>HH'?(:/N&+^@=HL+> (>KK]0Y1KG>(NO7> M(>JV>X>HZWJ']+AWB+KK'1+T#O%*65W1).3AHP/M&VM\>:.,JO",3$!$K#NK M2+-%,R-<__5V4;> "=?!(^&[2QS9P:0L\UOG8YL[,'T*-J8#^P,P-*?"];$ M=PY1UW0649_3662CSD04\XT[BU! I%J0]^(O$KL2>0+%]Q@AYZEVL_BKS+Y= MAOD:,4JV]!E17]!G9+L2_M_T&:.%;J;?=9T2A6K[K, (5^HQ\;GN1%U0+'+47 M>3_X>Z_NEJ#\H;"CW;V'2=209)>FBGN4_/B^7A69?EA_]--C#&/T$2? Z*]U MY>[%\(U:!D._E1X687W5YF-?>ZZNK#W_/](F)6B-HN/6*&JL-8K^]U1ADNH M6VV-0G %$ZM:;8VBI36*^@]JC8+EA^H/76Y7HU?)O_?E=A5?M[^MR^V#.P2W M=KF=X/A.E]O)8 ;74!F_5MQ3R>DS<%Q1"?//B+J8T/E<_9GR3G\DZF0SVW+% MYJH-GJ/7]]- C]=\8A/DY"A4J_Y<]T8)7OX+/U*"Q^%^C]ZGCA!_WC]&K*:Z? MZ/.#Y-'#(_T3^'[6/M:GF/NS^C@,7VD?OE(4W_*8O1M M!^'P,#GHZ#F.3 M? @L37",T7EKN4OB[H@XW24#Y=$,U)&V)54II%.(*&@*Y^ZK.M!=%F2 M/N(?ST2GNM^HR23*Z,6F"Y3UW*IFU#;=+DA!^@N#^@NN@\C3N^&7(VP%YZL M"YST@*DMAQWTK'*'3<*U%U? ^$'PR+Q!'U,#H.N62B%&&F4X6DCXB&Q-,)+=N M)*!\8]'#9._!@3X 672H?A.%OS]-ID=[\.CH8$^=74=]^\G^HZG>5>^IT,57 M$I#6=^?,3+7 *'DP?:#W]Y*'(/F.+?T-W?$! 6$T^(>;P]UNO?/AT_VCF/5D M[T@')YIM&AS\'MGG:&$[KK]KI4(S?9=>*K]- K[-7BJ^G9DO[/C<7BKWFOH2 M_D^%JR !>'C^%.R"!7 '#^;.=X_ 'Q=.<>C.Q?? YT M!:+KE[0YQOOEI9G#4%!\#W:X>-U]:>L53@DDTH(K2A_Q,J)I\ 5X/J^!W^0+ M+H 7[@B\Y_\&4$L#!!0 (+*+-EHT>HVOKA4 (!(8 >&PO=V]R M:W-H965T&ULW5QK;]M&E_X^OV+@-RAD@+)Y$2 *#'7^O6[1:+Q7Z@I9'%+46J)!7'[Z_?YYR9X44W*VFS"RR*2I3$N9S;ARE6;%\>N7 -U-?]EN6GRK% WE:PWJU5:/;Y1>?GPZLP[LU_\ MDMTO&_KB\O7+=7JO;E7SV_JFPJ? +=I9YME)%G96%K-3BU=F5]_QZ0O?S#?^> MJ8>Z=RU)DKNR_(,^O)^ .G-I0RI7LX9F2/'V25VK/*>)L(T_S9QG[9(TL']M M9_^>98+%^=)6=RKA;I)F]^*1_^J8P\(V" ;P;XIPX(S(" !=4[8['>IDWZ^F55 M/LB*[L9L=,&ZX=&O)BO(BK=-A5\SC&M>_Z+J)FT4[-+(7W69$6LRS-Y:V]L7YYV6!IFN!R9I9YHY?Q#RPSE1_+HEG6\ETQ5_,] MXZ^/C_?\(Q-<0N96<- * L8 .N.M6E_(P'6D[_J3?1LZ/ORMFF&XQ\.#([L) M6CL$/%_P=]I!_N257=U4"(7_VF<2O>)D_XH$#_K=3I3K\X0_[6J/JFSU]] MPXO<%_O4\3=--E#.I%7.Y-CL?Y^3'EUFOQ _EHV27G@AO\Y"MYN[6OVYH4%- M*9NEDAGNQGV*)BDWE;PJB@W&_*+69=4((!O!D_3<\;])@#0/>51)14YOH3? MJ=6=JEK?"":QR)N;C_+#AQM:OU+K'+)-]_+-T!^5=7R M^N9*WES+M.8Y,BRRII6*1E3J/JL;56'5]>8NSV; W%FYP;S%O5QDUE;)G9JE*R73A[1BT3ZE%:E'IO/_!HII96 '=PJ;F)45R8*/M.:L+.HRS^;0 MV1SS6B6VVJXOQ-6,AF#= _-&1D K!VV@U>%H-$T<^* S.,<45!LUY3YY=8]!C M^<4ZEB.ZX[M_)+[OOJ O1+L&?^F],(<9Z"M2S8Y,=VG.!F>4KEG5BXV+D!UQ MX6N+'IZN4XP@%UJK*B53U\ZQ6VE)))9'\LRG\/NM&\O?B'A,%GSV#G1D>&S MM%[*!=)^/5!:+0YIK1-H767@"!EBY2%KEO" ^[2:VX!8;ZK9$IFXUY8CG[Z M^699-C#71T7.ZF@)QI2VY[CI'IY:IX8-V*&.,"Z$669EW=1&-DQ7P5\;.'1] M(7]=DA^R?/.G'1!AP=MAJ3KW2O.:0FI!E(1_AY-6AIZ4'S%350,:!>$M4HPS M"JQLD6$=554EPD_KO1F7BS$,F97S8< LTP:.C8B:*VQE+C-P+4A VS/:2[5K MEQ2[],M*FGFP\L,RFRT% [GK4D[211ZLNTT*X:B*3A'[Q<1"ZXK<#,;;+VVK MH'1-=V)[P$R]#>CZ/?V6U?+G35HU/,MN'/YL74H4 &6YTKE>.U87[#9=<[!S M@*&GO?:OQ8?X:_%Q@C <#:3M0*O1!Z#@,AP*^E64*;2H4.SSK-ZEI?U!B/, MW;,\6OXU4Q+QS=LZQJ02;7 I_?W%(A8,ELAZS4FZ+"N\4UR8RTRW!:3B9/4 MW K?+"NEQ3E- #7"1%'X^0S%"LA>R0!$#.7E^]JS/&7E__BB>>1<3L.$\Y]C' M"OC"M5\XI,JUXOH@?]2R0K<\=GZ2U+3[:\!+6CP:/Z@[+0Q<0 RP_0OM#H%' MV7DK,AFK28O[["[7:KLOR_D#9$+&J)56\ [/D(K)ROL!H#+> +5L"@!I<6\" M/"OLO'F6WF5YUF1J5Y?R6>BZV#0 "H-'>\$(,.]A7+S!:?>C V#/=],(39H<7 MG$*N]A.K748EOXA1B6_)J.2041UG M+.(TQO(%0/QU)$?\!9)RD- IU,NQ)B#2%5;N&!T>4*[B-%F,7>'& #D$V3<^Z M:^QW]@CSSM7?Q8;$*6Q(/LV&Y&)3\>YJF=5=D?VI^[.22Q)]-1_G _);\N' MQ*E\2![C0P4*TZ$+?!W[$2W[>=M+UF!"NIQD J,^(\'0ZOU\3@D!7B>JK/Y# M:P.@KA5'\.W '?--:E5J,X3#R0P 8A Q+XO[<8[\-S>YPZ%L4)-FO2S,D[0 MIE<#^>MGORAGCIF--"9&-FM(Z@6 MCW*4GNM%ZG+1,'C.L7Y>KED[' 6TRTU%.%SO) 4R/+"Y7EIE-FJV+,J\O(=" MSD MQ,$[E*2CFDQIZI6T*&M%LB>"KI1>N:LWE+9IK;=)"X,2-^(C3NDL?*!?JFX M^*S;'-35,9Y>CNA3N@V[?E=Z?3)],;F^1UV1%H26N\]*G$[\)6?NCJ2A#IR MYS4QO>^)Z;'&N]4H(LP6KG[]*!?IC-%Z7*F\SUW@.0ME*NA; 4NK\A-%XH1 MY):=8)Y](HXRKVV5SKQ!;CJ:(SD0J5H-+Z^M^9\IT&7[/@3!]M[G8)I0?L; M 4.?=_9D2*F,)XH!4\\WAFG ETWA1;/4R_*AH!N9]6YJPU@[RL>'9%SW79"- MTOD\HWFH6&PS*9-.+0 KOM=4Q QM;M<)EC;WV$OX("S>.=5C8 W0"6WJ;8>O M0%;_7-ZFN5'S1\Y[3$L9Y8- S^8,JL%3.GZ_F\.>,#C2H='>H["!H2RM+PUK> MV 8Y493[DHVGO=ZR#]H6%D[YK\#19:9(SVV---52X4TWC"Q29R-/T4] 3 MYKMTM7XAAN),SHUCO&'DO>XAKY$IQ!T*U2]T9V7CB;:DNZ#6E]P)AC>F\+KE MPHL=FV)*'(PI:;T:"B*9*SJV)/9,J=OT#9A3MQ;M-P-XQU"'K@0 M/]'EO?8-4Y%3

]I0F6>)$C\N55&0(*CQ5Y1Y MU!Y)&_M_-]* 9]MARU0Z=6V*/W7N%R^.GAR)7,UD7?A?S>H'%>TY(WF9*1S_M7ZS"VO'9D7+Y]:LA*75D$9_L&]X-ZS1%47QUEM\J[*/O[PVE=?57%695N[YB8=(^N(D-MB]M?A>WC/=LOQ4\0L'#BNRI7^8[]UX?WC\8'!)S EM:@<6/0J_%!B;=J.1"3 M82K&P_'I+H4.;W^M,FP?\?,) 74FK7\G+&_R$/^*?UY-G;> [K]VN3I(.MTM MB=+YJ5O*3+TX0KXZ9>_4T'M_S!> MB=%P(#:=]P8(*2L]TYGD"G!EK<27*"G>B3^5P+_*"EUY(YR752YMCD^;>V1O M3Z(K86HKC,UUA0HF,GQR2IB9F-8..CDW$#=X5,O*"TCU"WAJ0TQJ5JJ8Y$VX* MA2ERL9"V++ Y%5!"R+E5BG9;IC(0-5D4QCG\Z>K93%F5 M0SDLS6I+?T_7VUM%L_483E6)36KTY_QA2,YH9K@PV.(@+*%5%4OI2OL% M=%TG@&:NA%.953[%BN7:4A5,(<;#7!)BH ${&847VVM9B*5%3[%^C:*MCQ5ZTI-C"DE.^4]*&M;9"RH6EE//H+V0:T M30LU(,PNY)T2E;I3O3!GQF$'!*(;*2"HD"M7:^ 5[G?*^T(%YS]<7B P>82-M_;X:B"LG)/D=_8UA.U6%QL'!/0[^8E$SJ:VXDT6MN@ALV)% ?:PM.O4Y[U0> M,F^_!@D'GJ*=PV.9-T E)8B983%!U"^DAQ/7C5-%S5YHT^O07CD'87%>%%I. M=:$Y)UIYTFI8,27!TIDJ"8,!3I0)7W-N4 6$)"%=[P2">SP@C<"'S&KC$)(- MS(N9-26@1732SND"?=%=D@O0C0Y42+SBB6%7%22H,20@[=196AA(KMX\BD /=(H4RHG?1]'8'=)2R%PM=#9@AZL.SVRQ YM('Q MW!C& B+68C;4BH5B1\W!&CM"=I+.FF(.)E(12P88*8>.NR+&+2K+1G(0&*; M*E^L$X;4GCV-X]?]W6_5'.EZTYKNQ/<4"RX E!CXE_%.2&"+[TQQQW!."MZZ M[&UMP@F]*2\.MH8W55-]4@BO9"Q\,.\B_@Y(2)!QGLPBV+WV78I*!,MUZ<.MA0&;%)H!82GT*T#++F4+G(5\A'>V1S#!.APIG(RP%&UU-Q5[N32V5*R#28! ME:8JD[5K5B2Y)D]"'5TPO_GJR7AT\0RN\]P7J*!1EG 7#IC-6(;3\U#T (F M50?B0W_!A:(-V]2\<8C7L[^/UU1_B*K_3S@ F=P(QR[46KU"JD*QO0^D7 M8?S=(.Q@?URLS >^ORD[)R[A_BQAN6@K>,T:,Y<2$2<4..9[+$1&R[*04>DE MNG6FE]P2M?P*"B@9>+:E$M"M"PX"&.A+Q7:W;0T4:\U0..;E]]6'@?Q]8T;*8A#2_X1"&XI_+%(;]=]4$8ZR MSK4/:, K(=H\3:CI..RQ]=:4'"_OI"Y833 IOJ,2X&([*GR$PO;H,'*.1Z9V MG-"<5KCU0.@42C97'XXI;C/Q:,S1#,3/(,[U'%10C,[3)<-=\]T039#^U0) ME@$*%!6X1H'@\Z\7!"'3$#B+1E$'UZ#CJRHP/2]-/[(,@.+.%B+1E$'UZ#CJRHP/2]_/[(,@.+.%B+1E$'UZ#CJRHP/2]_/[(,@.+.%B+1E$'UZ#CJRHP/2]_

9>)3Z/*U_M,D)FD?B8WZJ4OI#3A\+%2JSRM)#9/=@F4BI543"9GPQ/YG-A8PEK1;X1-\IH_M?%]*:]"',E@I;EP>?A4@2/%B,1E#4%Y.'# 22]I'G',\[#DJEK8Y3LSGT^%T_M?OS@N*#_-(F$3\M$$K&QD+3P5)?F)ST1PLD"3T6&FI4@//%V?1T>'H\?H[QVMH27PA6,+]U^*"S[0B0!S7D?2BC_M%&!7:14)UW#1\LL'\5;&.M'NGJ59J"5D49C\3H.#57(O9J_%8Y)7+<#N,$]3_M>L#JR%[@1^)+ZW2=.95%EH_@!4BQ#$40)X5*X3D!G)?X5R@C"5;+"O%CPDAL_M588W"4XV18XE*BA*?++*#B$\3$]"8"C6I1_9[D2B4^T4_3^$&PKML%7=H;A&_MVI6FLXG/7?XA5K$N,(/'D,Q"P4'1^3+=TZE8HJG&-HGZJ3[_KNSZ>3TW_97_MVJ(2<-TDE9>93.ZM9DS>ZDQFH<,9JYQ.KM=\AB\2QTL^[0W^0K$@#'!:RO+):_M^5S".HE*WJ19L(F,72D6[I_Z6 H\[X-$.Q"L2<7"=JU$=!WAYP)*9@R9/S_MGD3_E(GW,BO19-2LC_AX_9M81K?:YL9"H5;&&NU"=2="DO.H7RST:$R0_%/_MI5TL7DNT1I%,E'A)X4$'3L?G$'2%Z,\BB;/XV>3\![@A2=06GN$(C'TV,4PX M*TPDHI=4DULT2M:U\V_H-CH!UTB1YNP/"C&C0CA-1Y4K2%!,'C1Z"P\F7&GJ_M]8C@2-L4.>@CO'KLDY$"&$'I/;WS[MQ2KJX5SO%Q?U/"Y1JGKK#>439]1#OU_M'@:H^X[I'],_{);75_C+?JK5AJ"O7E/%C_G(K2W1M4Q-K2-1%JU_BS>&F$<258Q_M8*U6EYM":"-R]J_H_(@\:.'8!?DQ)WMQ%<1L_M5=)CUCP#1RH*TUE$P0,(\N("+* %Q_#]#;(FBESE4(74KDU)R MU.YBQ=2H'>I17B91P&JP_CUJ5-!,S]K8U*\KA!)JQA$K9!75;J8$D2XM8<(MM6FM4$[7C(":F<,"L_J04B_WPR'7#E?"%=7Z_HF&-%T(8WKC;'S/-_%YAC_M2^WC?(UQ,8Q]E63#&PF'WJ0AFW+>)B]\P%U&AO+C(//%PUH[R#OU&FI2_M7T+XT1#(3J&@:;*)-*6!-BH3%.S1Q&QHC5<"+4,93C^WR_&4!EI:XP\>B;D;G@$-0A0N$/>D_3C(E%W4'M@D:.50&}JHIZT(R"+'53=YF/M[$A(RIE2:/D]'&_1@_#G@_M-U^X$_R*$BLTK8$9>D9BSP"JD/M0O6_9_26&^H1RMA6*!%ZW/+M;8G(+4UHJ"6254T:@4]K/'@5(T)@@9^6[4\\^AYUKP[BAF.F[V_M4=1JQ2BZO(D_KN]_Y_]T=:.!J4^2?,<,0_8>P(#&'4?B2\,\8\'F_M5/2RE_M!'Y+_0/;=.BW%79J=(_D,KCG2EF]S7P-,NOZ8-NGJ[W>^P&@IFIF!ID$E"R5_MDMQ35H3!U;VDSAMPWJ*10.T]YZY(7CF58I&GE1^AOGBJ6#:0T]"*D\RD0."C>*)B>SQ=<"D-"S?*E,E_M9!H:M(%+P6.)'HE[-?+IB"3WFU(QXHPKG\\5>#NN,Z,>+^7"^./L,1_3IZ/OO MC>B/:MT:W1>+V7 V?M:]Q6.C.[6ZY,9$-9H_@]B?#BMFZTX=&1*E-13K":0M MOJ457P%@4;<.54=B#099B@B-.3*X1I7&5FI^"*H4PTZ^WMV\Y.FPE3AU$Q< MK9*]]]W9:'K2.*^,/-7J8,FKF\SQ#4LCR[^M,I];F&Q_(F//+F<=WK2OE]"_M$JH[8)UM5<,8O58&AU8.#],Y%N5T='(8B5[?YT%7T9+=]S'@?_2?%25.QO\(M"KY[R\]A5=]+'(ZD)Y+[T@T5RA'OH!QR3]QJEHH'1Q?_%M32?"$!0 #=LN^P9.0^^H1%U3B9>IRX,HU&OBY4CU.;!73F2DL0W^1II"N_"1(M9(G[T3RYC_TG\"B,8!KTP073,!BMU6#%,5D'V!UH:=R0SD%)I]?=@\ ]V3K_MD'9YF>32"/G=45F^_ <$C> T0!F_M>6MJ%!23] 7E3C:P4G+6^TZAA")2JGR M*;R1O6EHHE/S"/J$_=1&1&5(L>\<<+NE+Q0WDY"V?.%R0!^J7E:JX5:CK2U) MS[W$2,196SNR\>1W0FM!9 S9.^RJN5..=&>E"Z*250L1E<'[W##%%ZW3JGB M7AAEEUGK6I:Q)?=FW?4F_KLWNX[DC=R5+FC-A='8F31<$*2"^\@QHWQ:ZCF/ MO0J&?YXT@R 8$1-O)6+4IAHO'4/N!TCA,YUZI/6+8(8_$'JL^%:=!=]8 MJV\+8:&@,V"#*.^KLM6J?CA2F=H0M!V&]%9RD/@A&^5+WVJ&+3UOE!/] 00>S M}S\,6?@_0_;+(+G(C\(((%OYJ2!]_E'XH{\U8I_64:]_9R&7J?E"7I-O1=H[A%57W?TU#?P309DS-A MIGX:+2!,Z;0E_T1$\U(T43WF?E]UM9!7CU#/]7I[,;/%G%LN4&E7,A.UT?V ML>A09,4P48Y=)F9[%S_ZUMVXZRU/L5,;[@XXOAUOT)?=Q?%^>W?]?B?T34EE MJG!+KL%TN9B-[JZTW8-5C;M&;I2E2CD5"_HO #5OH/6MHD3V#WS ^'_%^A]0 M2P,$% @ LXLV6M$6[Q{C(P!*0 !D !X;"|W,)W)&U[3UK;QM'DM_[5S2\P2(!*%JD,%E^Q('LQ+L&O(DNTSSAS=FT5FA_725/#+K&X660M_A'A M\<-%5E0/7KZ@[JXU+U_4754L6E7G7:.LM%EFS>F7*^NK'!Z,'[HO?BHMYBU\\ M?/EBF5V8<]_^6+YKX*^'?I\)6)C*%G6E&S/[\<'IZ-G9^!$,H"2^7I@K&WW6 MN)1)77_$/][D/SXX1(A,;:8M3!'/Y?FS)0ES@1P_"&3/O#OQ('Q9S?[:UH\ M+&:267-6E[\7>3O_\<')YV,6=:5[6_UU5^_+.@QSC>M2TO_UU?\[._'#_2T ML VV]D,$ P.*H^_LDR B&G!RN&7 6 .,]QUP) ...*$,&2WKIZS-7KYHZBO= MX-,P&WX@W-!H6$U1X3>MPW\6L"X]N7I=%IW55M4%_I=71,3PMH6!GJSXCY7^KWGWYPXN'+,P!SV.KQEJF?ZK_5%3W>NPCK] M8L=NL:. &.V<\\NA/CH=&[G]FE]G4_/@ V-N:YM(\>/GG M/XV.#Y^C%OZ%)NNAX9%'PZ-=L[]\E=G"ZGJFW^'<59LQ?UG"_$ Q^OL__^ED/#Y_F%X/M1_.3U]1W^/GO^@,PMBK#7PTLKD"E@9 MYWGMX(L)#6:M\JS)K7Y5PS_Z>WQ2YGU]>O[*33D.*9EE^.8Y/"S.BZY]>K,IN[@=O/_:_7@GT_U6 MV(:^'1^]J6E:4"M:D&PIYMTYSTW%V6V ZA$%$)7M)O\ 74.WM9:G=_,#+8Y4M76\DSC4Q96$NX8_I/*LN#!$*$6:3;BSLPJTO0F!#90&L9$EI7YGJ>71J=P7D. M6XOJF.67IK%&&FJD,7UTSO0A0N'.C)\'MGG5MUYB(/)>U+6C'Z@94*PL,#)$5 MZ'H-[.3%'Z:9G>L9 &&?Z0K4JV53YQV\) >HRWJ)U!W3!"AU'T&+:_S2:G$) MQ/Y JL72M+S 65,OY'<9"P\(IVD#C%DOBJF"_M?W-Z'GY$L+:)42*WPE9F+9VHM&6 H5W] V #\04 F\6RK%?&P##X?:.!D07N M30D@PU@+ZA@.@#?/BC::E"9"\7 'MQO[:CG>29@?8.MAWWZV_HDG!QL!B1] M^*JK,MA5%#](&E#"^=.UHHZH=/RT++@327VHQ$:5^+8;?\%Z[#@ UJP-F4F"'RF93 MW@3&+/R<([O@\]8B$,X89"%E9,NBVREXZ6(O5>%*GNGB+U[2BR)YZ?>/\9">)GN$) MB@#1AY\!*%@Y,E-*3N^<*H//,)U?_[6XF(,BR8@ W(.>T3+ULP**&@1L>ROJ M1F:,6K#1#,'Q)XHR M/@M\MNAH%V9=E?-FY8:T&?H,.)B5$PU"M&0!>0XKXL7@ ZDCYI$T7:,l\2H M V*<8H%^"=QC\VEJD%M,+MHU#.EP#64!&CG ?$]\<8X:]V("U.#L?840@0DO MWXH9/X@U+) EN?YN/#S2"Z!@9TG%R/WQ0#L:6G[X1: 5H#:UB3[6Q0%*.' MT*G"]ZRNZI;XMBD."*[<],6RN4TUO#@QHWJ:Q=e"L OK:\A3$03P$E\!] MK#@7 CG4*:E\2Y+?GR25(TG]14B2MW@=C'E^F"#*86IKO!_5;TY@[J>]#=HM6-\%#:OM-/R^1Y-W22@]12@[9.6)EY4GNVTL/IM2DG&O@3T4@!%2 \3_I).) M?]X\XA5:L<>'0V3LCD;/M9N)C@.P;$GQEZT[(\]V%I]_-1O0$%LB]G*GE&((674T!&H4TYP>C,XO] =,C7H$9OFWQ2/_N03N"FI_MWO%X"*L1'@4,/^D1Q W6?ALR;!Y/P_#VC7:\LAU_@E5X4J$60VZ7A/2U/'; M$3,;K)8I !2!!(&V9@SU]<>ZI! 97,)^!_ !:U'3CZ %VV-\N9!82V,XT MM](T*M!90S>9UUU@*(.!/D8K.:A"S8F^W44CC(@@ V',&+ .R MLS*\:G#0HMGZE!=.XL7I%*K5Q#:,%[7I%*K5Q#:,%[7I%*K5Q#:,%[

*U8/^+?_ 6<;[UM5) *E]7[: 6.F%X<#:IGI.9]4E1$6O[S M!*[5?%Y)Y?/XK4;/ G 6 [???M7]]2=??C)?TEQ=K^, F4V+ ^XNCLR-C]F[3 MQWGQ>?49#7/UW\,SR^/'94/GCSFQ6l1#RZ? P6*V?/DW_W^?FP_M,]T] ZQZ@'7H +L>8!\ZP*D':(<,& 8#AF\'#/<,& 4#1H<,.*T'C!XZX*P> M<;H@'$]8'SH)VT.7F^YP<%#-B_VP;^V^?IRFP> _WN:K'VZN7_&3E^_%]3>R MFQ;IY7FV>C:RZO&E5IVQ3L Z?/G],UM6P,TILO)_9^6XXO+F\4NN?GM4R\|+P MGL]_ <^,'5Q7I,/[,/S= ^.7& 7IXZX_G)T4Y537@9%*S_@MK[6%-0ZZ6Q7UN M>,NIFG:,#_3CK?? &A_KQIGOCA7\|6#/_]!.UNO7^:,.E!?^Y>CHV!LY/ MAC6PG((GRN'VWN&N?OC5XUTY?+1WN*X?[^N$_3XIC MQS.W#@\,F'VP?WXQ?) >NP=+O[<\.L B UUTS/-8/=]5D\|ZG5.X8GAW_7=0V7 MA\|N:4)@;Q8;> ^W9!R\VOR;E0PQ1[$7^WX[G]_'%<[]:j/F0_Z03M3%4;G5 MDJOL21U=_NTOYFCPCZZ(D9A+8AZ)^206D%A(8H+$(A*+22PA,0EAK? [F_[M.OWR4SJ,&JDO2?/[KJ1K! =.HFY).:1F$]B 8F%)"9(+'*Q^ 4;KK%]%_GI MTC('U9_SDZ?M$).32@AKA7BX'?%0&^+/;J+*>VI<:M45XJUH_NFF.3+0)\4@;XO)MI8H2G23FDUA 8B&)"1*+2"PFL83$)(2UPG^V"?^9]B>^6!8_[E5>&%E: M=&ZW:X?MQ3N2]8=3YFL^$^C.#;?;+63_ HD%!!82&*Q^(2BTDL(3$)8;T, MC65<9'NNWVM_|_=NN&NIOGDF,9?$//+$22P@L9#$! (E%!!:36$)B$L):N3<' MS2GZ ;SI7H-0_E'-134/U7Q4'U M1#6!:A&JO:B6H)]DM/92L-76,;4; =>/-MB\=Y6G7=C$Q-U>+AI?VV6#TNB\Z%0.OU7@A(S44U#]5\5 MJ;?ODPW@P=NS3 ML_9^3(A.*U M0K48U1)4DY36SKC59-S2GRA_S";W:,Z,AVPVZ=Q;UP.]4TUJ M+]IYM;,:=G#-S(-PY,^>CTP:H%]*:0+4(U6)42U!-4EH[U4WUS=26:]ZDVGA0 MF9'?IYDR?I@M#731HANJ MA:@F4"U"M1C5$E23E-,.?% X,[55G,NKNTRI,7,KME)ZM!UZCFHU[':CZJ M!:@6HII M0C58E1+,FU!8V^JK[FBW=]3U+SM8#K1H MAVHNJGFIHJ'.@&HAJ@E4BU MI4K$U22EM9>"IG1G,FLIA^T"H$4[5'-1S4.U M'I4^5 M13:!;A&HQJB6UUMH%Z X#^!YU.K/TYGZ0!UN#^#FXJ']2I+>R4=[M=ZCFH9J/:@&JA:@F4"U"M1C5$E23E-9>'I]IGCFF]P#0OAZJN:CFH9J/:@&] MA:@F4"U"M1C5$E23E-.^[$M3WK.TC;#+5-LJ7WU6UUXF\YF3VD<\V^@![K AMQ@FHM;]'KJ+4VFAK*3]I.q@TP4IBU M1K4$U22EM1>=/(L?22O;C+)+ 3M*74F-6_9,9:[2\AVHNJCFIHJ'-.8.WV\/;D&NWAH5]$:C&J);@F*:V=ZZ;' M9^E[>=#I695D9\9MB-?F]W:77F[V#CE;S4,U#-1_5 E0+44V@ M6H1],.HE]"8IK;T:-/T]B[YVG876]5#-134/U7Q4"U M1#6!:A&JO:B6H)]D MM/92T/3Z+&V]I RFGU8GI;8_O7 1U\W6%]V,]9F=O5_U7@A(S44U#]5\5 M0 M+:,RUUB$"Y\QVONT]"=`Q,&<\&HW2[%$Z+, .+42U!.4EI[? VW3U+W]UK N,S M]<0\'>%9GE? /\:E&:WLH9]+:,AZ[^:@6H%I8:]L\'9 3G/:XL#'1>BSBSMF M-9UQOR4FT6EEUI3#\GCX+OZ;)K@(?79OQZOF0HAVU[]FU8;P|:59^EK:NX>V]AI+G^O -O_MZ.?KG4FTPX9[^]KY]!:@6HAJ M4B5(M1+4$U26GME:(INEEG|&&OM-2&:.BZJ M>:.CFHUJ :B&|"52+4"U&M035)*6UEX*FU&;I+T#7]]HS:,=]MM4>=71YK_7S M]LXXVE9#-1_5 E0+44V@6H1],.HE]"8IK7U_]J:M9K_75NMW:-O>;4J-118U MQ'-125/%3S42U M1#5!*I%]!:C6H)]DM+:,ZT53 M@L M^ B C7;@4.U%-0_5?%0+4"U$-8%]$:K%]);@FJ2TJE*P=?M6_37L^AX! MT',!%P+V_JWL#5S9. [BRMW!E[^'*WL25O8NO7$:6SN'G^'*T5D35)4\JVMX MTVVSV6Z;GNL=<:3;AFH>]JOC\B_,'V'HU'I6S5 9PU13:!.&AHQJB6H)BFM M7>&F 6=_OP9<;9O6!E'IX_';PWUHLPW5%/%3S42U M1#5!*I%]!:C6H)]DM+:. M;6_Z=O:A?;OK>9I7Q_V^^0@?VKM# 1?5/%3S42U M1#5!*I%]!:C6H)]DM+:. M2T33!K3I6V;.-T/U5Q4\U# 1[4 U4)4$Z@6H5],.@FJ24IK+P5-W<_67]?N MS^\T;G.WLTYY9IZ?.V[Z/_CGTSCO;Z4,U'|4"5 M13:!;A&HQJB6H)BFMG?>F MTV?K.WU[\M[CMW']"=X//5KR0S4/U7Q4"U M1#6!:A&JO:B6H)]DM%;HG:,D MY^A+?
OXJ4Y.TU^_MZXV^Z_BHX]*:AVJ^]@6H%]*:0+4(U6)42U!-4EH[4W _MSS'AO7T'K?:AFHM\']KY]!:@6HAJ M4B5(M1+4$U26GMI:"I]CGZ*$%U:P=MOYWHO!:.,GD/7I5%<=%8/U7Q4"U M1#6!:A&JO:B6H)]DM';$F\]>\\YM9ZN+ M3Z=&N;F_WYEHM#'G[/:OK_.W_AS.OYX.NOXH(<^/O_5 E0+44V@6H1],:HE Mj"8IK0W6IGWG:*L_?^[PN]fNG>6.@MKZFB?:VRR3TWJHYJ. .@&HAJ@E4BU M 4K4$U22EM0/?=/&<;^KB]3C^KI^@=^KW76YL) 5H)P_5?%0+4"U$-8%]$:K% MJ):@FJ2T=Nj;3IZC[^1|5A,U>RI#?ZM49Z;11AVJN<[N16.][A0[4 MU4)4$Z@6H5],.@FJ24IK1[KIT#GZ*:KMC%/K=2-(/=X[\&B?#M4\5/1+4"U M-4]D6H%]:.@FJ2TMK+0M.G<^C+YSGHY?.0S44U#]5\5 M0+40U<@6H1]L6H MEJ"-I+3V4M4[9SWJG:OW_Y13_0,/UJY<[J*?IU:_FB;#M4"5 M13:!;A&HQ MJB6H)BFME>MATZ8;ZMMT/V>SN\IFRC/7Z*+TOG>63*MZ;E.O!OBE':,?6=L_ MO0DY,JN/:@&JA:@F4"U"M1C5$E23E-8.>5..& ^HOFB?]>[L.65IT'K+3C^^= M.:0C5VOF8"O4@V/S;.:+1[ANJ!:@6HII M0C58E1+4$U26CO13?=MJ. ^^R.1X MS&:,%9T72+1LANJN>]\,N:9\8=*L[QKKOM\[CZ]!:@6HII M0C58E1+4$U2 M6CO230]MJ. ^ =1Z7_¥8;.^OGZ,TR0S4U/7O4"U M1#6!:A&JO:B6H)]D MM@*$T73NA@Y\B'Y(-I"N4'][]ZK0>;=+1>_#F^I N,]N':CZ]!:@6HII M0C58E1+4$U26CO030]O M^+WO1:N?H'?H. ^]NVA%Z]&IWJ.:C6H!]/:H)5(M0+4:U!-4DI;Y$_B2_5ZIP MTR*]/% ^H[$Y=[_D\-
.LGX"Z,J@\AFX\:9=S+1<'\<&4=G90CFX=?GC^D=T]F MV=ULF1MS=5L.'1R?EJM3-KN[WQ3K\]XJTOBR*HK58OWF04JG*]L>4/[_[6I5 MO+Y33?"\RKZNG]IE_P%02P,$% @ LXLV6GMWT&DY!@ .1\ !D !X M;"]W;W)K&ULS5E=<;]HX%/TK&MKIM#.a\!?&4,), M$D* L647'&ERR+W.>1%3";_+4%FE=.\#5X6DA5T!V/ MCS6<3MGQ<X/R!*M4_11 @ LXLV6GMWT&DY!@ ."# XP<8)0!5@W S %F&6#6 *P<8+5UJ9<#>FU=LG. W=.E?@[HEP%V M#<#) 4[;&@8Y8 "V#;]VC9S6M@Y]%^O.=)E*4HE.]*3C4<(W)%'VP*<>4IVF M>%!68*LA-9.)? T)\=?8-
1^XD*0)4Q(%8\BD/EL01-&/I 9C%]_%3+"Y^K3 M2^1G) Y!DZ+<3)FD0BG? \VTV(6]?OR.O29<(-M]560("?XD"*]U (SW\L ^$H FQAU)31*N=;U\@9<9@TP:AI@DL\\E@M!KF.? M^0C^NAD_. (1WF_&ZT4#0A6CL0F)U0d'KU+9 V/*.F.I[8FB&A3ATU1YN8OWO M>[5/?Z]WOD^:81[!5KX77NXT*.*DJRZU.234|)\YIZ2[.Y$9 5I6#MI6$WL M.>:(.(>=APLB0O12IUC3K\8>>>W>^ NNO]B"·6ME/I1:M)LQ<_]+ ^P^"/4>M_4 M2AY,$3 #,P\D+L@ MG/X,./V6PEG#LKB-.OOL88WIIMJ]?D&LJ[KJY1JPP"2!FB 1<4Z[73DEV?4]RZ2G)W%.2W9VK("",P4X<@<!8! M^#T]7(&)E,D+3) 8=B>Z$E &6U OW> &\1.)MT-5;8FW(S3=U!82.GD;Y%ME M@0Y3VZ"2? :F9CF;I7&;==6PK_>'0VG*/ M6L@-L:S1VK%6U@@.X.)1'&)9(FC('$O?EOTA_4QU2'!-;) [*7]1=WMG>7]I_M14.+5#7A84B3S#2UP6655>CLS]3:F6:7-969#8IFY:WL > _K](2ZH_*8D+- M3+.LI&-\<'%R][R1/41>(R.4O& ^6 ?1"\]*&C&<-&4=]Z$,A%[74C]%./T8K M_31[7]HQ^4O*]? %Y(7]:.,3(LESP=E^L$# M(G(AB,^$!UOF.:\PB4C>D_M@>0"UGID%=.5'RAQ>3SV62RR)\'#P*>[> X+ M^]@+;.B[)2B(6*QN#S:.,+&"2)3 MRM0.Y YS/3.HNPR^5&>\ 1B0.4]2!KE(.M&$NO-V)H# (FR WZF#OC\9C"T!_BFWQ9SG_U?Z=:.YU&O(/.0:Y;UZI-F!BZ M>_=.$4N>T]M0-96O8IFOCV:%'N_O6B_26L51^]0\G.E)^K0]OL)?W=LBY5?&_M<(+Q3XWA#5;N&L`,K/S.&-YCY1>Z"16;Z!=K>Y7Z+["+Z,TV> !!3R.,0 M+S 68;>,9'>[V8ODR_1*[!%+R,/T<<$H,/^5 7R?&PO=V]R.W-H965TI MZS39H@+2"[Q#)?]EC4D!&3\E&YWN"
(]!+2IRW3(,5R|@5F]+67WMEBQFN&)Y M5]), FA5%)!\OT8Y/LPU4WN\|'':,)FXH"]F.[A!*\0^[6X)/],[2IH5]*09 M+@%![ZfEV95[&IBT$=<3G#'WHT3$07;G'^$&09@=T*[',S M3%K!Y-P.3BMPA@+1W&8';"MQS.WBMP*KLQOG=>FH"R.!B:10 !$!':>*@GM!; MS6;(>Y^C^G:&B6NT.X*V.8? MP#*LB:1!R /EMFP\2BY[^/9HW%Y@<!W-Y^5Q^2+!K9&IL+M:QJfYIGC.]^=]O MBR_O>$KPE[&"_B,S?]. ^B;O]8O&ZI#N8H+G&5R>*R!YIBU]_5WC3YEQ5,(^ME;!0)2Q2*8L5P7KVFW3VFXS1%Q\Q@SG88<9ME<$_P[21\]TM5/FF.;IUDCQ M[V2 ,#W7=&?
Z_M@*!U&6,;6/"F51EF?WHR))E.\,,.;2*,/S MIEU4;QR=;AR=T7&\@X1 <6=^N4%/2+2.VT4\={|324L4 D+5<(BE,!8$;SG M$+-=SB/O*'[VKTGX]88%*6*@2%]F$O8I@/?MYG?T\]87>.RWAEFD-ZQOID../ M2W.@<3GV=%#E3X-=\82EB@$A:JA$4]8;B6>@F<0_Y57>%^E_53" 16P4"4L4@F+*%<%Z]C. -MI[MB3'X\[ZA4=F&ZP_QO\VIQ0GOZ*>"@+,R>F,:CUX_U]Z>2H MHO5GY^C=F#DZ.Y_*/:*B)'X(UDB#L.F*M"Z*HPM+./LE]f.;2FF!4EJHE!8[M!<6J:'T'64\.LE[Y M.V4)4.5=("I;10*2U22HM5T?HV?'IC:8Z^D?J/RXQ}M^@3@^R>KS&F4Z4V'#Q-GL4))E.>9PQ5&DM-VG57NZVJWI#:G#]VKOL?G'C.&B_IPBV'"*B C@OZ\Q=T)I(A)T M&Y^+ ?P%02P,$% @ LXLV6G&A!XCA! @'I^ !D /X,"]W;W)K&ULO5GA;Z,V'/U7+':,[]2U8$. =$FD7M!NE793U=SM M/KS"U9P$G007,,"> Y3OOC9PB% Y,;EZ_ !#>[!GO47YY.L_]98]\0X;@ W]{D MXU-C(T1^8YH\W) 4\VN:DTQ>65&68B%/V=KD.2,X*HO2Q&26Y9HICC-GF_ MNV>S"=V*),[(/0 \FZ;8/TG"=U/#6@\}? $0KS>B^,*<37*#)\GLB/N?W3)Z9 M-4L4IR3C,LRBVCXF?V74KP4L\2'3_RM,N*H_#HG"E!5Q.&M ML*L"^]P'IRIP2F<,4DH? BSP;,+H'K_'+=F*&]+,LEK*C(/BOB\$DU=C62=F M=YG V3I>)@3<7HW:Y*>VN/4>UYZCDLT^IN=32 MK[!)\G G2,K_5)EW&,Y1#U=TCAN>XY!,#=D:.&$[8LQ^_&ZU\]P*W62!9K(M6C;.M&?1,I@(OX.%UU3)>;.Y!Y.X.I#CMT1HT Y8SCJB%&@ MH /]B!G58D:#8GZ7A'9GW11+,ROY_@=&7T01);G=F0H4\H6VH9J9.BW#*'99! MLZN0IOI1.'U(T3^& K9O,4&K*Z2FB##P|2)EX0!'IE\8DV9UD@2;RE]E> M;:KWNIW1TVFS3K) $UG+9K^VV=?3&0=I+K7/[SV&-AIU^^<+H);<<2UWK*U] M#C)=]GBLZ)\>[+8G! M-X.K4#:RNG)4N17Z)^0TN15]",ZP'S=`=C>X*D"NW[LM29!_:BD!F]P*AX/K M)Q)N.IK0J5/9'9.X)!F7=RB7]ZEXL@>;.I .8]I4MT.76MK5)KO"5HRO4EFVU-ML@6ZV-I>_ $5:L]OL!\G(?+L7ELY"Q.\"&O+.;>(IU)=/H2(M.LAQNHH4,.3[MO4Z]I2]B6>T(1.L(GTA(^43\(^H[O=:.0H4&. MW"H4*V=%^AZ)U;Y]$F5:.#A5 MWC.RB^F6\T_R<<5ES9$WZ;8V@=G_?]P&&(!\XTIK.E3%UO;^*. TM?>)=6[M3:IWG.3_2)VH29U(4^I$,387\3/ST(%PW/Z:T2TBE2)$HT0MU4IX+.) M!7]W_3L\L>\5WN18I"7'5BS'#=5#W7UD!4@N^+L[:.3NE2P>?2VJW@W^1&S M=9QOD)"5I+>N/3D:.[SN.YP(FI1",57P5\)[#F& -=(DV>NU3P>0ND3H1WN8"YTLR2P%=<@Z"(YS' MZ NE\)9JD*Z](IQ)#BTNY31?HIA0EDX$998+\Q=6+^_PLOT .Z#0"@4G*SZ3F M<1JATY,S=()(CAX26G*9E(]U(1M69?5YT]Q5W9SU2G-3*,Z1,7Q EF$Y/?+K M87D$."R3 $KS['ZAI. M?PUU2%SP L]AHLE3@ .;@1;^?V=ZQ[<^]XR621&R:.\M5MO[.'LH?I T"D# M==*1?(E$P@:9VKT/>]L,!;.^&^MT:I5.'6YKT/>]L,!;=>PY/^ZI?;MMQO6G>< M?>ZX?
2;4*F_#!.OQK1T7G(Y3MFDXVT'18/TCZ=R6SMU'Y_71N5TZPS)WZ']" M.A0$@_6/I/..F\?G=]'YW4.T>&O4/7#>L;$ W6/Y:.,.^G\?71!'YW?!0O. MT0Y=3U#'@FBP_!%T04L7#-(!)"'!L84 UL<8=-KW7?\L1O3!2$;..)(O%&+ M.!I&I *c?72CSK$Q\IU@'Z\;9%K&[CD<]42Y9F"T477C^L201D"-6;Y@M2FH4:L=Q<. 4$L# M!!0 (.+.+ EI!!M1":04 #XG 9>&PO=V]R:W-H965TS&QO$$ M..[.$"?-?@=.,^#(^-=;X)CY&G ?F/2<'WL!XR_A/L:94HM$2DVN3/IMAP2I994A2:V++Z9D2*V)B.LWTS/AVS1(9! M3&<-_Q+7A>RW2'.1UOR#.=4_FXF7&U91:491#16 0L M1IRN)L.52>GC?IJ01?P3T*VH?
$;I4IX8^YENW"TGAI6>$0W!0J8(HGZ!T'L:. MABE)G<>O'$H4QTP3JY ?Z;?9XM5BGHB@-RS\ UC*K]<08&FA)5R0)Y3>Y_4KS M!252WH!*%(ON)MGFL9:!% (B2+!F1U!E$0[WZ3UUR(2H):.'L "SA/PL0E.GN T M>5FSW0(#)fC')O3RA&SIYF[MF7 >D60ZYFR+>]M. F'3TL6 ^D5Q&FCS"-57 MWP8]3TYG7/4H"B;Z@N6K)91)2Q%.H0 !'CTH2A.*3"G^<<
M>^CCAT_H PIB]'W-$]%BQ=B4ZAS3(YF+ 'RN=^>##YR/@QY8+ -<"^?&2+EOR M;^!&P. 4XE3*(3?%;K&(-&CBPODV)\1MK#;=D+'I^.6= 1,G]..2K<.'MT _M_N@.((93M(N3\9S?M]U:BL. 2,U:FAVLE\'2"]7+U+;< MA\]4]^']1W;%PAO>#'-LM@VH2]0]) M>]!$5XM%$B4AD72IKBA]/8N I>L-EE 4E=9=K!^93%?!G9#E988=]B0SF\) MPH,#]O0+5?]@*K/65OF,8MK;+R"LJS#IO? 6.!KV&./LQO2%N"K.?A(<#UV8 M02'. !3FAD6.1%*%>.1.2UI(<]..!1D^4M\XZ$ I5OTP3R?.UP2K56985&9X MOFO14&=]=.(AG3!?$ZO6GU%1G]%9KD4@M6MI!GM7D-&P.5M&+ .-E-&K,EOT@ M/*H$U12RK?+NVP(U\H4,HNO2]"CH*@C1?,"BK7?.,*>'WDXA,??;.R=G>G!F MUU;41:LK7?$Y.KC.OZE,+6MU1 #C&X0U;4*M-$\KS==%]Y<%EV7!YQOB.5M7
ME732/*TT7O>M7]72]=F@:3EYE,/8S@5RIHU%PS%X>4O]3C=&.1Q3EZ@T7C;L MO(Z?Y#*'!2;Y]9D>G-FY&371ZD]7_LV&#=QMPN_)IQF_7<;O*,?!3S.M1HY MK31/*\W71:O7IG21=O^.XURY8 M2[.S;$<\Q[[OO2/8=K M_\4,VW &+$VL>/.[!5U>;RZH(XIBV1Z2UMT!U&.PR3;I4NT89LX M9RNY)6]:@P 5]|OBU:O4FEF
M.6OF3QW@.+9S@>S]^_'&O;:7OU2'\V#0&. M->Z!^%W=<&DL.6J+CI_AO.:[A M 7YR[@=G=F[&TH$7:.PB>XBU8HO-.T^^'X<)G:N0ZW/.K72 M?%VT>FU*5XK=.XYSK4\%M=(\K31? %ZU>I=+18MC1GCS.M=K:G%9[VMJ6DL.?Q\|OAO#G/NJ1^,IS*Z=A"DO((J1V]5D7TL3R8U:EA MM1|(L_+^4$3Y<-.BEE_F<1R|RI1L;=X.>PJ>R7*+,.W,Y8|$/X&PO=V]R:W-H965TWB>E^)M<,3L&R\0$N:|!51*^M HAZCO;YEF! M*%5W>&8*X%56E[CA/9%<3$2A;ZV9HE"]|$(&A.T9H W M5079CP^HI,>EY5]/#[[@2'2'4 SM9U"'/ D@U&LF[^P^2XXK1#BF!#"T6UKO MW;O4]91 1_R%T9&?7 .%LJ7TF[KY{U}:CJH(E2@3*64?P>T0F6[LDZ_NN2 M6GV;2GAZ_9C]HX;7.%O(T8]6?^-<%$LKMD":.=K IQ1=Z_(0ZH%#ERVC)|2\X M=K&.!;*&"UIU8EE!A4G[#[]W11PW. %@=<)O <*_$[@OU80=(0 .],B.:]2 M*&"R8/0(F(6V=2%-E.K)3XF]M\W@LFW6.I$\F>.&!28[.$]DO9Q<.V\MO* MFQ(!N@,/).<\HPT1*
6W3);^4;)G/>W/!94_4 M9P2N&%+S!+)2% PA4%$B"GYMLK% ^%^T:F8!)'&\L ^GYDRV^+/FO%&R0^P8^MO3G!.7 ?P>M=ZCKO(/G Q,"D4]^/^/22=;OY M[-G"MVPP&.
(6;N:#=@F6[^0;=:SS:.&5 V"X,ANBXF!D M@2&5,WL:2RV:?7+Z4&?%SY#M,>&RVIV4.;61%3 7(]SM*Q>. .N/TA^#D?U!+ P04 " "SBS9:.8BB]W\# "Z#0 M&0 'AL+W=OIH:+AR.VE2G-\92#V&89X8]WF++]V"*M0\<#W212=]CA]" , M7*#\5MQSU;)KE0AFF O*.+P! .$5Q+XZ>0<]DR=@/W?@8CRU' M!X0IK]16(.IOAQ..4RVDPOBWTK3](37Q^/F@/C-S5W-9H3EZGL4S&UCL+ M8ER3;2H?V/X#5O/I:I52Q?A7V%=2Q8:85D6456&60T+ _)SRH/1P1W<(^@ WO>$.%^PB]BM#K.H)?$?RN(_0K04Q=LL53X0?"N1$TGP#GU"Mj("WL%!NC[!4A)#05;Y3@MT4$KU^]-M@5= <.B:L*T@>2Q&ME3QZRCL517K71FK=R'6'CQFN4P$3,8XP9^U.Y _RO^.MK)WO>BT"MD\[G7WOD/T[KU5Q@<4-])P_P:\,\OR&@27=ZKRD?+QM]^K+19^WT M*%>*[EZDS[O3O9.EZ 4.H6?
T>I=FT\GU;9;_^W8|)%??UG^;K%V.[C>/KL^;.MH2C("L>6.E $\AU:X>^._N8'S9Y.MKBD675-L>DVQV37%YE<2.S&?7?V+,U,/ M)T0D4!.@[(4L-
I$[3%1^F2B)N>4TGTCK0N+7>BZ@*&].S;$<\Q[[OO2/8=K M _\4,VW &+$VL>/.[!]GF'ER%$Z_QIRDL%^GL-^;PN^F]%!;D.Q4]C:HRB!=.M:#UE42+/]
'SB(0WYK%=OU<2(8#.?..,METW!=>!),#S(2./35+1BX.97B^8 M63>I=P4]]W*_F=E$!L$=3V"/Z?6(]5FR.2U!;#9OL4JYS1%)C9LS M(T^Z@*(NH&D7T*P+:/X+4)D^^Z@DS)!O3+4OP*2D_&[5O? 6%XM.4T62]=^YP MXC;T1^YPVM0_4Q>3\A[O-&OF\7N0K'N1DHL_#RIE V)"M,H;ID-M4I6]\C%1ERODS&]#>KOT3AX8>H+ZNA?\4$L#!!0 (.+.+ EK(OE9@MP_M %$1 9
>&PO=V]R:W-H965TV@,9:L0#)9L3K]['H:UHZVT0ETB4IN]FOWU%2Y#=%:0H-6+_8 MHG3/H[OGCD=2XYV07]0:0)-O60BMW$D\7;*<%:>9Z%8&F+%6OD?7C/"*O?KFF+PCC
MY, ^UR!72]K&M,1+CCQU77E^57GN/>#TBMX+KM2* \@22!ORT'>]Z+00V2ECK MZ#WH>.6U,LYAPKD%]SPY2]NX+QKRD*79%%'
M0$<9ZM49ZK6QAM=@FKK1/NE47!@Y(Z\.DEXYTP#=$ALCBZHHPM:HXM LBTUJV(=WGU3%,&9 M@T$0G 31^]:FA).FBO\!GBN/NPR0UV2111V1'65H5&=H))TI/<5:Q^UL:OI78^L:G4WZ MH===W3F;]N0'G!/Y)ZVIUZ0<&=#W]|M-YHLGA@G7]T*FGIE.W3NUVNN=63]I=L M45=LQU(>,.3=GV9^5ZVVE:8NV:*NVI{3Y.W3Y/UW&[>*^W@?.?!/E_M&L[.]
M6;NCSQ7"/CB#9B!?Q5E>82@YU^5QM+Y,?R]X7YR2[;UY^,'AELH5P[4^A25^ MG8L!!B++|WLYT&)3G&@70N/YN+A< TU &@.\OA18T-?.O*#^BA+^"U!+ P04 M " "SBS9:B)\W>7L$ K%P &0 'AL+W=O 3:U9E:HX11 JF(6(HX+&?. M-:Y:D$&1H"/^CF K6L>HD/+$Y'-QI(%HGMXQT?3U]$O-$!2Q8_"4*Y7KFC!T4PI+FL?S.MK]"4@3#%@L]":?. M5:K>@X)<2)94M9U*]$]7E-
WVI"M%*4#CF!%(ED-V$X8$$OTMB="2F99U2R6= M3SG;(EY$*[3B0-&9RLU45H\QD?)U:^1RI/5I:Y.Z/CUP_(U7O\ WG6^4BL"X,%&]JZFTIM M12]:PY7(-.S1[W] O@&G/E//^"A]XM0)YH7 ,J+
{M>B^1O14L;BF"*!,N!E(WEOTEG"#C1LX52,.9FZ MF[826T2'ZZCF.K)RO1.B-W.EFS)OV+H5'F'AW886>\7?#KCFOSX]$(;^8_W-M<^' _V]?P/&X#K=)S6UBY;,L> F1A%!9QV^pX(TTKBKE^R+1&_S]-1R.V M&]OUK$)-WH8EA/1G#$C\("M\8!:. 7X!MH3T%XH$T&6TW&#O;6WGHI MM*YTTD@GW]=H*OO+(>5)-"-.U]*.&MLI.)YC-$02UE'IZ&1G>KB^0!=5W-
8NA-.5W/*=F_P9XX.E&A=\Z_ZI;2828]\3FCR1Q#NZ3>$ MQ$G9HT?&O\CG.W15-3..L<\P9S?Y"C?4ZBQ>3[45O-.!CL=UF3W(!/A*.M[]('%+ \E>7.9'VUW@F^UON?:A<>:B/?
4[Z*4H%B6*[4KS=2!'BY.UN>2),I MSK]\?E_4$L#!!0 (.+.+ EID)NNK M[00 %.< 9 >&PO=V]R:W-H965TB2F+/+LOOO:R
MO$AFB1B>2O-1KO.+:,I\88(77:) P9V+X%9<)<>1{O(@G+!A&AM+4,$.T9)VGI M+ *(XZSX1]%E6<.MG_%P2X=[*:.#=:7!*1V"V=?!*ASQUL\@])VZ. M.)[.*3D *]T%FKS(V<^]!5]O)B?
*@E/Q:RS\^'3!223M[E%0O0(SDHKYQU!>.MP3NP$)-RM4\P(&OP>9<.?)!EC?D;>#?", 4)>R_L?@0F8%M$,3M^Q1GX&$+R&*8OV)C^]./TK9]5E/<) M-N\3+.P)K%8O0C.^!-P@%H@;209-
L%*.2FW!5:0A5(P+^&.V^'QPCMO%%:10C^262+86 MJ5:Q856O8>=+E_4S64 Q"W QJ=$R4=9$B]U59X<7]S1PAEYC:O@0*%0D:.CWO<\2P)[!:/495/4.)2U?IRF@'IUH9?29V
MJ1:C2BV"]PK69UAA3V'U0Y8G?1%XHRKGRS?]2C=:U(B78N7K9G-=:* MPLASW(95]+#R \J1:\SPK\N">F.CC7OM0@Q<2 P=6\VU&:>&3=&^QZI. MFWVBS>Y?%C0$:H?K3* ^>*]0
F5C>ZMG>(MGG?O3_P>U'8QR21^CK9K=7AN_M6]" DNQ>N[Z^T.!%.?5]4_X=1 2?:VTPW2NU0UHZEXU&5;8%U]!5]<>%79L M4MNHE[YV@$[5^T&-'75^@PK[
NM7K53$PWU[9Y*]CX2NL;QM4U%B]>Y*/[% M"\@=-'IN\."*HGE8@P_Y>5#C^5R>F.6',B>8XKCM$Z*:.&,@P6L!:0V& M0LEH<8)5W""RRX]HEH1SDN:76XQ6F$H#|?N:$'Z\D0-4YXC3_P!02P,$%
M @ LXLV6E/917)4!0 7R. !D !X,"]W;W)K&ULQ9IM.:B_BL6FZ5Y)T2+ G2 U+8/N!]*5;UVI^]+UQBBM4D9K:!MV%/#1 ZH3]73[H87A_'.:>.KAE&4BV+8]S3-1)$TMYLD!
[8+.)?8N8I/B! M.;Y.$L1VMSBFVVD/]MY//]*7I614E(@D..6$IH#A MQ:1W Z]#..H$N<57@K?X#/(:\N69TM?LX$LT[9C9B"'.YR)#/(EG@^]P'&Z_1V7%S3(M>'.:\ PWY):V9@ .UUS0I!3+$20D+?
ZBMS(0!P+)40NL4F#5!4Z#P"X%=E V"-Q2X';U."P%PSO9173SU'A(H-F$T2U@F:6D91_R -9]-MF1&29[7X))C\EDB=F#T).G^]N17)C, =362%H]WM9[O&^M5N(3 M7O6!;?X*+--R%
.ZZRZW5?'X/N_^]WD/N+3-GDLY;)2'W>562RKLJO3MG&?OMDB%H%O?T@O^)PPO]1%?2AWU'[MSR;9:)Y"54Y>6T MT6?^&V9SPC%8,)+5 M!+?.,ZRZW5?'X/N_^]WD/N+3-GDLY;)2'W>562RKLJO3MG&?OMDB%H%O?T@O^)PPO]1%?2AWU'[MSR;9:)Y"54Y>6T MT6?^&V9SPC%8,)+5 M!+?.
C&#$.5I@5C\3/[]HIQ9Y.-05LE..RMF0S@WU[M.#$VAJ6@TZ/?O6.@TV.H"7:4Y4&5Y4%KEA\)?IU:.(P!D3.?Y_O Y"RIRFLK-MZ.R\%C
(#\)L!DUG5,NL3I^^3EB@$09[@AU5@%M5@'OB/E_)MEK.#1L:R_DC-M)F*RGXKY-SLNQ^S+\V]RIWY?Z_3IZX0%.F$A)MA1]H=5]H?=LA^!#8EP&H$=.MP;&JU:PM0 \O&6/$W9WVL0[;>*?
@E.FX2M\D>Q&E6Q&G6+54P6^[<*.4N%P:7"\ +A4>[&5:]{&K:1[DI\DG8!O M]SAIYQDS9[K82SGW$Z81Y.F>.3EB@$Q9]@ATS"#3W*PGF#WZ?*@>@[<*TTCRM-M-
%\K+=:*"W71CLOL8,$*_C_O525W<.@TU>;?TN3$Z])ID-\)%"BLS/ZH9A4] M6>Y0/1=#:Q1'2]>,2TF]OVT.K'X6CV>?4=U\^HWV#G#>K2[V84-=[;,$/'] M>A-
L76_H^]904FK^O^!Y9U[%RMRT.7# .%?B6#?L]OZ'FQ%9]D?C^!I4)A) M7%/=[Y=E8/NZS#UZ.]G)M"\GFATTCRM-%K+=:*"W71CQEMEO(#'S^ZG\&Z M^25YFFE^5!#59:/(MV7&;[Y2-
X:OWHTG[&5?0%\..?4;[.HKO %4K=.(7CW< M#;A!0\#W:SJPXZ+.B:9FI&H.3,>M!{O5VIC![N,55]O9[K@>]\&]}[$_=)!* M,]>IQ=HX^+=]@ME+OB.#@SE=IZ+X/U-
UMMKU<9/O=.B=OX77=U!QWH\7ONI\ MD.T>R;#$('U9Z;V7]02P,$% @ LXLV6AU@;I H!P.(D !D M !X,"]W;W)K&ULQ9QM;]LV$,> "N$-10NTD412 MBMPZ\!]DPPHL:.#LX46Q%XK-
V$+UX$ERD@+[* D110E^FQZ%/0FMFSRS^/Q MSOKI*&7V5.*3>8.^VE&.:\$5C!?]!9N6,* >4%P&>LO+.%ZSB."CX8;.R 4WD&@F75*8XL;:MOVA$#O.^1VKW'A
MH4^HS#NPC=O(";VZ#ZRQ_0S-$ 4^3S"?^8VKF<4$VIR;X20.@-M(WK-M[6]FU[BPD.?.C4!<-Z!'=]^3FC6?>.!M%=ZB]?)_C0&W/+US_*CZ;49%<)
M>/0&VO*M==NXXW39'QY,=VY6ZRGLF&6KZN'T'"W2;5+L'LAN/FT>@/]8/?9M MB>;[I^=O@FP5)CF*V /O:I^=&ULU9GO;YLX&,?_%2LWG39I:S 0$G)M
MI+90RG2[FYKMD0U%PXX!15P0%>GV:\Y9I M<@(5N;VR2G+L= Q6-2'N/P65]P:9Y_9 GKUDX\=YP-RRH-O-RR^0YDR<$ M>MW< O)"9 ^/R9|OF(^T5TDVQ&Q"0W^8V.Z1/?Y?0=K9Y M!{.-
%-.(4-]\M0%UM M[5S!U2)%H.N50F%][=4;@J2((\"E"QPOTHW4VJ/R]P2ID:-([81 [[.;TPUT MJ(ELK\ Q-N.8(M#UJI"POO;]#0%H1 :.&1/0B%% .Z4FNTH &H$![?1 [R,;.M[@8ZU$2V5U
8@2E,$>AZ!4:87WOUA@ Y*D".VB.&.C5*>.;49%<)RJ-'E$V:]|/5X.@TUD>P7LN3#L*0)=K^X#Z^NNGBDU MV1N'#UT\8J"[1N'1E)KL*@&/[E&WEYT0ZU:U;R;]7PV 3V5Y!<"Y,<(I UZO[
MP/K;]S<$!+FM^]O'O/O_0[$IM1D5PD@=.&"X>F!WK.3K'LY7#=QE4UD>P65 MN3"5*0)=K^X#ZVNOWA @YP]0<_TO]THY9E2DUTE*.\];MOVA$#O.^1VKW'A
MH4^HS#NPC=O(";VZ#ZRQ_0S-$ 4^3S"?^8VKF<4$VIR;X20.@-M(WK-M[6]FU[BPD.?.C4!<-Z!'=]^3FC6?>.!M%=ZB]?)_C0&W/+US_*CZ;49%<)
M>/0&VO*M==NXXW39'QY,=VY6ZRGLF&6K

M)V)'(#AZ@5T+[*[/2!P;H%S; MN+7";6%4"T9=@7_X-4"KROP#@C&M6!\ M; N36C Y=@Q^+?";0%;3RMG*0 ;+KGREP!Q-#NE9 ,HM!<\^;"<3NF%F^25 MW!]S3D5M+G1\-ND%-N.(>6X'\!
<[,5T76! EN"@6?@HGS&X MP07BHI(365^*&B4!?ZZD&0.H2H4-XS1/L-D\0O0S26Y9OPTP1WG!WHGFO\X# M\/-_ &Y!7XD[UPOV-N1BU++OPZ0>X<5VA/-!$3K@$ZEXQD!8I3C5Z(-^ MO?\C?
=2OAW8/8"B6JUDS^VG-+NQ>XARO3H!CO0>V9;N;#ET>+W=T\ %SK8<- MUWK4+P]P(N3PH#P^7F[W+(73;!]\9Q#H_G_]\CMIZ((/..X9]TNV';85?? M89ENIVR%GPV/F48?] !(?? X&>]9O.DTS" I.PT"0L,@F+#<%; N@V NCV MT6=2"$<%8,H3%\H3DQU/+G+EC=2//DQ]3 ;>V)C/>QZP,Z-[MMFV#?OO8F M5MLHW#=R(.P8?26A!;JO#!.)
[OV&+;)US\@VSIRK!F\8W=FZ,,+R:VU'35K M.^JEB-" $4TR%2=2 ""^,5?B2Y6#VT^X7&"]C0;]R)=& Y.PP"0L- F+3,)B M0["6QWB-QWBO+3MY)OW1)"PP"0M-PB*3L-@0K.6/X\8?QX:STY;G[03?
D=?) M/)?[-]XUZ62G?1LX]CKI(=08.,,.*=HWLJUNGHLUW;,\QJ8U=Y-F(B.]<- G6% I[>2_=:.B9A@4E8:!(6F83%AF M=_$;=_%?6^CW3?JC M25A@$A:.A$4F8;$A6,L?H?5\T&09#OXUL!60N\%?
8S.9=8*-EM/Y@@\U1A^<-M42=%1#HK>^QWPK-&RO5=??R',R=UL'<"(UQA*]90[D:4EGF5BOV)Y%R;OKH M[YTWQFE!49IH5%:9)06FZ*U?<=^]AW]M.6#NL>F_(D+3!*"XW2{].TV!2M
M[9?/QZ>P]S3LOR0%9^\\!D!\;E;8-W)\OYL6]HW&OM=-"_M&-K2<;EK06+GC-M[G\%&]N)8UL'\H(\\FN7/!\4P?Z3HEOX#9PSD&*6T'PA)C6OP!^$8P!'9<37F5RHVOGA@I\E1M_V5>H2K\U?](GG4Q-Z##089$BE'> /? M1HGL"%9#D&$B02P#RX)L&%@2]@"5C!7E]IH$RVL2,,ZXN,3OE%W!Z"37E-9Q>Z2VL*0_MZ96. M'}G3;UUY,$_ZLK/H2L;<+4UHZ<;Z>'SD+?WV9\0O^R/2%L
7VQ+8X2X3TVW9PFV .,;L3'$I]EK0MPW#;*8ZSUF@@:0_Y;$!W/(DS\[CMDM3 MGA])@G=#UMFZV#X%&\B+@SMT6"+_V1)^)?M0PVW[8H2OBG)66$PSE)/UL'5C
M>@O3$@+!\4=.]NSH&HFNK"A]$C?S<-@R1(M(0@(N$!C^/9.;DB2"!.WX6D); M54PA/+X^T.]DYZ$S*\S(+4W^C$,>#5N]%@K)&N\2_HGN9Z3L4$?P IHP^1?M-M2U^CA8(=XS0MQ="" ,Z*_BE?!%' N"H!58IL$X%SAF!70KL2R,XI<'Y-$*G M%'1.!?89@5L*W%.!>T;0+07=2R/T2D'OTC[T2T'_T@BF<#3(Z1[EPA]XXD(6C=1#F<29&!]+GL/3&'1\M.0T>+H:0X6%Z);F,.P8EH5[
MA98P%L-=0A!=H[-NTQ=O31",5+0D^7,<$'8P,FD=4QZA981SN)\SM@,"SL*" MB'[?2LK-NJL0^K& M5B-Q2,;7R#8^(LNP'$6#;B^7VZKW\7W1I\%7W6^63T@
T%/+%&V/6DFY7X]66%/O<>_O?!N7CK] 4_!W)$$_BGDN M^04\F]IIX;O 3AT\5_C8':_RJN6C4^6CT]B<)?S@C1+ .'3PN_>)<''W>$_2
M%1]];AJQ.VT0F;ZH3Y.F%S3;!:N;A5N;@_Z*KBZBQ+G;")3MA4\)S? M"9MK@M7*LEN595?S]M+(NWS-N"TX[M&<5H$H=8F =OAK,@EKD& M0THRSCZB/4$1AG4+>L*E&]"^S;H(8C8+,
(O0.J'[8H82@$S,.&FQ5TC$7B', M9ELN5\9]IQ^O.];,:1]O * N5W>]XLX[*O^,M M5';?]6:NRM_U%BJ[W_5F795_UUNH['[/F_54_CUOH;+[?6_65_GWO87*#H/8 MFQ4G
J<*>+)0/KDQ1=)468,A=3CR;K_647%@=H_S39POE) UU)1QW87))2 . MH(H;3K?RM&%%.:>IO(P(#DDN',#YFL+@*V]$@.HD&POD&X3"MSM;SH@[?@C"9S+F_VXQ<6N"2A5_3Z"-
&KEKE098MB\O%Q\H?$,>GN M4=('E#'AWJZP'7UN=!SO",E'IJOOV%"IR%W6UIR%M42PI!0AOVLD)MZB8@+ M&&6.L^"1B@$94<$GB@.KHSD7*O?N0&!:B$(%VA2]2=6&2/7DX+;K00W7.CF7
MA;*Y70;W>U(/WP/6/3#(A6@,=H@+#/LEU9HI>6LZ=K-/H."NCU>E<;A3-%5 MNW-.@1f,TDFA4J9;M*TR3HTf N6@1W%9W.XZZ(, =2ZR$TCY7162&H]K!EU MP\A.F1#W\]
(#_S';TE]G6GMD=DTW3&*!;3L9U0'];S6EORT8OT@U*_ECH+PLS M'6G[4-CL3K&,+VU_F34&,/AVKD[+4]P^:"$Z3,7.3/SKAL$_7O&!>*/YDLD&I M3$V.*1(\,]7Y=#OR6|%RS)9Z74[+#/?
<.4'/_W.=9TPR1<6V:5/L:WF57^RX M?B.^AF?[M.+OV&LRZKY[C_4IX*V;C$_!%*EL=^\43"8G8++[:M^.:TV&]2EC MZRBSW.>IDP^.\\8>4TGYL^@'7TS/F49 M70@!L
!V;2_LY0O\J09=0<+48 :M+_!]IQAHY'4PPM8MCN"KX9Y P;6!S+]W5KCNXU7R,$Z MP/T4(5@.\4K$9LIOM;.^-<.&$GBWVTL#S"P7<,> M8!O)$@R!6O37:!PCJO/#O[_V%,214GB1P#S.X@B#
(&G$4-8?20$3;.M8T.P6BP^0"X99K>]9!:G(F3^SD/.-'ZT?V MJRR4.1FMZWIS-!Z;,,"U*;O[6&Z'LD:6N2E[;S6HU-IM*\-RLA.C+8AO.)LFX MY%*.3H]WY[]MQNZ&KD562ZWLSG;'#RF>S?
OQ=I,]22,7LI#UR\LH^UZ($2NE MD[5\%?G):#)B9IV?_]&5-6]VL4]W11G(RFVP,_1%7+[-/N>0MYSQ>FVU/S MQ1VW("><C9&)/N)25],L2W2FY97P2MO!VJZGU-UG4HKKDM?A>Z68CU;H]C;V+
ML7,:73WL/K>5>%3]GVK4RZ7.Q*7.FE*H>EN/E2A:0&76RI;MKU3>^FK?'O7M<5UZK.ZDQ9=95WX'20%UKE0AF1_.O_MZ$+FEB.GY[S@*A(.@0P.9# @Y$/@(8 ,AP$)*OG;%&+?ONP.9
LB4%G(N5TK:LKR_M0EFF&ON%U(K=VCK-I# .Y & /*"%O!/F[1VIV^]\K<23U(TI,+0TIA$.Y"& M/*2%/& ^.5,(8^TB6"ZFV!=P0/D$O?$(+=V7.JE;M1=F9.59KW2/X7>O\61:% M2PE-0ZR:*Y7I4K!
[_LM[\9Q(+%.BL]@D9V.3D)>NPK[^,:2F_8%+AXPR)5;* M_N@]4SD@LTD[!L_Z6=(L.Z572!A.A/D22*3+'E%@=,\T5NQ.9D$^\N_(
M%G+%E%@6%WPC;?)K%;.S1Q<*N6%*+8<6YLLYWXJVM&*SONW MO'U![RMN^;)/<1AR!<@' ;$/9K:8S9_8V;H26Z(^_MV$=//-F=M@?B82(A!,1"F#<+(WXV+=]7RU9[8+"
[06R%.WO>F:.RM^W;OAJE M3>KF;UZY\21_8@B(Q="3R_W%%B_;C1>OUX84$1 K-],:7F\C0-((B*4!$U ?M$TDD()9(.PK*_KAO16?^=*F150)BJ^\7HN:R M\"P4(0M%Q!.JQ_S"YO;<>>-;*
(+S+.06@EFP9Z$(62@BMA#&= -2A"P4$5L(M8WH\"5DH&K+OXP(.M7$PDGYA8/GLZD#V-'BAYO,3RZ\>,/.?=A<3 M.^28A]@W$}}) Y)V$VCMHOM^1/9)I{?5[1UC[5K>Q40& M2H@-
!#*]!!D<&2L@[_I@_YHZ\),A "-&!.&;]+B5$!D]'[%XC9XB Z7$!L(Q MTO5EB@R4#FD@3Y0I.E ZO!*T':O?Z.A *25B-)2Y^YC(0"FU@6!VY X0ICAP.9&%TD'!08<.Y@&RT$%GH7%7
MV)P>YV(IE&PO7W)E;',O=V]R M:V]O;VLN>&UL+G)E;'/-VDMNHT 4A>&M6"P@N&[=A],*, ^!)IJU\ #GEAV(; M!+0ZV7U;SL ^[<]B3@C5" N ^@# 4^ RK$9# ^UYV!^Z8?%Q.IZ'=,4?Q^Y'
M70^,?3DUPT;E?/ER+,M3\UX6?.[NFLV|\VNU+)<>MW?SZB>G^YG+EX_N (_M$]OMIK I/]O{U.YC_\87/]I^ =A7]I8+5Z;?E?&=55 ,&^[A_]Z20^7R=7B
MY6U=]2]OJ;KG#A((DOF#,@3E^8,4@G3^((,@FS_((YP]*2Y1Q29 TP9I ZX1<)P*O$X*=" 1.2'8B,#LAVHE.[81L)P*W$*= M" 1.2'N?)RO("O3/[G0GT MSJAW)M
[H]ZG0.^,>F<"O3/[G0GTSJAW)M!;46\ET%M1;R706U%O)=!;46\E MT%'O[+[L)]%;46PGT5M1;"?16U%L)%;46PGT5M1;"?0VU-L{#;4VPCTMLG'2@*]#?4V KT-
]38"O0WU-@*]#?4V KT=]78"O1WU=@*]'?5V KT=]78"O1WU=@*]'?5V KU]K,)@=Z,>CN!WHYZ.X'>CGH[@=Z! M>@>.!WH%Z!X'>@7H'@=Z!>@>.!WH%Z!X'>@7H'@=Z!>@>.!WC'Y69!
[T"\@T#O M0:V#0.\5ZKWZ3KV"\?-8AEO/UQ]O_YU4CY=SR^WRU^773KQ?K*XXU_<5P_?M4$L#!!0 (:, + EHL 6<[&P(.XN 3 6T O;G1E;G1?5'EP97 = M+GAM;.W;S4[C.!0%X%>!LD6
ZW\8438PVQD6\P(FN;51D!BR#5/>?IP4D!@Q M%:A(TKK8YAV^.I69+@TNU#S26E8V/@\OE M;[OGP34[=T],K%;&-7[.9EGFI45Y?4^?'=16I3]7B^K!Q
MREI7+H2^:UPNZ^QO;/]*63XGU.7DO"=MNY#.RH:*O9LPK?P[X/G*L6M1 M<>MB_N&&LHOM>Y;R4T^1/E[BG1[)9M.UU/KF82A'ZA0BN39MB?+0UX>B9\>3 M<[EA.GSRD_/G,L<"R|
[;Z$,]$XOT^;B7D4RGE2$4HIB[XZ_XFEA*G_Q^_$V[MI?:,#V>5Z?_NXF^>1V/PX_8[?SOBU_B?[$"!]2) ^%$@?&]0/]*:'>GC"*2/ M"Y_^^ JE$111.0J[;54CH(J1U&5H[#*45SE*+[R%%D%BJP"15:!
{JM D56@ MR"!09!4HL@H4606*K)%5HDBJT215:+(*E%DE2BR2A19)8JL$D56B2*K1)%5 MHZ+X^=G;AN?.EG\]_MK_X 4$L! A0#% @ LHLV6@=!36*! L0 ! (! M
&1O8U!R,W!S+V%P<"YX;6Q02P$"% ,4 " "RBS9:;RJ+.X K M @ $0 @ &O 9&]C4')O<';O8V!R92YX;6Q02P$"% ,4 M " "RBS9;F5R<(Q & " <)P $P @ ', 0 >&PO=&AE M;64O=&AE;64Q+GAM;%!+
0(4 Q0 (+*+-EKE"@NMY (,H(8 M " @0T[!X;"]W;W)K&PO=V]R M:W-H965T&UL4$L! A0#% @ LHLV6L;[TW.% P U1 M !@ ("!#1, 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @
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!D M ("!7MX 'AL+W=O&PO M=V]R:W-H965T&UL4$L! A0#% @ LXLV6IE!@6_F!0 \!(!D ("!-MQ $' 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% M @ LXLV6K8>GN3\! 8PP !D ("!4AD!
'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ LXLV6D]AO;*7 M# TB@ !D ("!]D&PO=V]R:W-H965T&UL4$L! A0#% @ LXLV6ES6>]\5! G0L !D M ("!&PO=V]R M:W-H965T&UL M4$L! A0#%
@ LXLV6H-6=-'V!P &QL !D ("'G&D! M 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ MLXLV6E27+B[Z P)1, !D ("!RGL! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ LXLV6HY3(*1C!
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LXLV6EEUY0E0! Z! !D ("!T]P! 'AL M+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ LXLV M6H"HOZ $ P ?0L !D ("!7ND! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ LXLV6C;Z^%G$ @ V0D
M !D ("!+O0! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ LXLV6E>)A/3 @ 2P@ !D M ("!/@" 'AL+W=O&PO=V]R:W-H965T M&UL4$L! A0# M% @ LXLV6F5VZO?Y* OOP" !D ("!^!P"
'AL+W=O M&PO=V]R:W-H965T9* M @!X;"]W;W)K&UL4$L! A0#% @ LXLV6K\R M^;T\!0 2B, !D ("!O6 " 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ LXLV6IAK!O]R!0 \!X !D M ("!8;,"
'AL+W=O0(>&PO M=V]R:W-H965T&UL4$L! A0#% @ LXLV6@/"?!W! P +PL !D ("! ML8 " 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% M @ LXLV6J12.B]0! !!T !D ("!^)@"
'AL+W=O&PO=V]R:W-H965TB @!X M;"]W;W)K&UL4$L! A0#% @ LXLV6D$&T$)! M!0 /B< !D ("!)Z@" 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ LXLV6LB^5F"W P 41$!D M ("!<;,"
'AL+W=O7L$ K%P &0 @(%?MP(>&PO=V]R M:W-H965T&UL M4$L! A0#% @ LXLV6E/917)4!0 7R, !D ("! <$" M 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ MLXLV6@?G5= .!0 %1P !D
("!IM," 'AL+W=O&PO&PO7W)E;',O=V]R:VJO;VLN>&UL+G)E;'-02P$"% ,4 M " "SBS9:+ %G.QL" .+@ $P @ &?Y0(6T-O;G1E C;G1?5'EP97-=+GAM;%!+!08 6 !8 !\8 #KYP(! end XML 96 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 97 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 99 FilingSummary.xml IDEA: XBRL DOCUMENT 3.24.4 html3983951true940false4 falsefalseR1.htm000 - Document - Document And Entity
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Disclosure - Business Combinations - Schedule of Adjusted Acquisition Date Fair Values of Assets Acquired and Liabilities Assumed By the Company (Details)Sheethttp://www.quantumcomputinginc.com/role/ScheduleofAdjustedAcquisitionDateFairValuesofAssetsAcquiredandLiabilitiesAssumedBytheCompanyTableBusiness Combinations - Schedule of Adjusted Acquisition Date Fair Values of Assets Acquired and Liabilities Assumed By the Company (Details)Details44 falsefalseR45.htm996021 - Disclosure - Intangible Assets and Goodwill (Details)Sheethttp://www.quantumcomputinginc.com/role/IntangibleAssetsandGoodwillDetailsIntangible Assets and Goodwill (Details)Detailshttp://www.quantumcomputinginc.com/role/IntangibleAssetsandGoodwillTables45 falsefalseR46.htm996022 - Disclosure - Intangible Assets and Goodwill - Schedule of Amounts Related to Intangible Assets (Details)Sheethttp://www.quantumcomputinginc.com/role/ScheduleofAmountsRelatedtoIntangibleAssetsTableIntangible Assets and Goodwill - Schedule of Amounts Related to Intangible Assets (Details)Details46 falsefalseR47.htm996023 - Disclosure - Intangible Assets and Goodwill - Schedule of Future Amortization Expense (Details)Sheethttp://www.quantumcomputinginc.com/role/ScheduleofFutureAmortizationExpenseTableIntangible Assets and Goodwill - Schedule of Future Amortization Expense (Details)Details47 falsefalseR48.htm996024 - Disclosure - Intangible Assets and Goodwill - Schedule of Changes in Goodwill (Details)Sheethttp://www.quantumcomputinginc.com/role/ScheduleofChangesinGoodwillTableIntangible Assets and Goodwill - Schedule of Changes in Goodwill (Details)Details48 falsefalseR49.htm996025 - Disclosure - Income Taxes (Details)Sheethttp://www.quantumcomputinginc.com/role/IncomeTaxesDetailsIncome Taxes (Details)Detailshttp://www.quantumcomputinginc.com/role/IncomeTaxes49 falsefalseR50.htm996026 - Disclosure - Property and Equipment (Details)Sheethttp://www.quantumcomputinginc.com/role/PropertyandEquipmentDetailsProperty and Equipment (Details)Detailshttp://www.quantumcomputinginc.com/role/PropertyandEquipmentTables50 falsefalseR51.htm996027 - Disclosure - Property and Equipment - Schedule of Property and Equipment (Details)Sheethttp://www.quantumcomputinginc.com/role/ScheduleofPropertyandEquipmentTableProperty and Equipment - Schedule of Property and Equipment (Details)Details51 falsefalseR52.htm996028 - Disclosure - Financial Liabilities (Details)Sheethttp://www.quantumcomputinginc.com/role/FinancialLiabilitiesDetailsFinancial Liabilities (Details)Detailshttp://www.quantumcomputinginc.com/role/FinancialLiabilitiesTables52 falsefalseR53.htm996029 - Disclosure - Financial Liabilities - Schedule of Amounts Related to Financial Liabilities (Details)Sheethttp://www.quantumcomputinginc.com/role/ScheduleofAmountsRelatedtoFinancialLiabilitiesTableFinancial Liabilities - Schedule of Amounts Related to Financial Liabilities (Details)Details53 falsefalseR54.htm996030 - Disclosure - Contingencies (Details)Sheethttp://www.quantumcomputinginc.com/role/ContingenciesDetailsContingencies (Details)Detailshttp://www.quantumcomputinginc.com/role/Contingencies54 falsefalseR55.htm996031 - Disclosure - Loan Receivable (Details)Sheethttp://www.quantumcomputinginc.com/role/LoanReceivableDetailsLoan Receivable (Details)Detailshttp://www.quantumcomputinginc.com/role/LoanReceivable55 falsefalseR56.htm996032 - Disclosure - Capital Stock (Details)Sheethttp://www.quantumcomputinginc.com/role/CapitalStockDetailsCapital Stock (Details)Detailshttp://www.quantumcomputinginc.com/role/CapitalStockTables56 falsefalseR57.htm996033 - Disclosure - Capital Stock - Schedule of Warrants Outstanding (Details)Sheethttp://www.quantumcomputinginc.com/role/ScheduleofWarrantsOutstandingTableCapital Stock - Schedule of Warrants Outstanding (Details)Details57 falsefalseR58.htm996034 - Disclosure - Stock-Based Compensation (Details)Sheethttp://www.quantumcomputinginc.com/role/StockBasedCompensationDetailsStock-Based Compensation (Details)Detailshttp://www.quantumcomputinginc.com/role/StockBasedCompensationTables58 falsefalseR59.htm996035 - Disclosure - Stock-Based Compensation - Schedule of Grant-Date Fair Value of Stock Options Granted (Details)Sheethttp://www.quantumcomputinginc.com/role/ScheduleofGrantDateFairValueofStockOptionsGrantedTableStock-Based Compensation - 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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": [ "r56", "r780" ] }, "us-gaap_AccountsReceivableGrossCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsReceivableGrossCurrent", "crdr": "debit", "calculation": { "http://www.quantumcomputinginc.com/role/ScheduleofConsolidatedBalanceSheetsTable": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 2.0 } }, "presentation": [ "http://www.quantumcomputinginc.com/role/ScheduleofConsolidatedBalanceSheetsTable" ], "lang": { "en-us": { "role": { "terseLabel": "Accounts receivable", "label": "Accounts Receivable, before Allowance for Credit Loss, Current", "documentation": "Amount, before 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": [ "r181", "r262", "r743" ] }, "us-gaap_AccountsReceivableNetCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsReceivableNetCurrent", "crdr": "debit", "calculation": { "http://www.quantumcomputinginc.com/role/ConsolidatedBalanceSheet": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 2.0 } }, "presentation": [ "http://www.quantumcomputinginc.com/role/ConsolidatedBalanceSheet" ], "lang": { "en-us": { "role": { "terseLabel": "Accounts receivable, net", "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": [ "r856" ] }, "us-gaap_AccruedLiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedLiabilitiesCurrent", "crdr": "credit", "calculation": { "http://www.quantumcomputinginc.com/role/ConsolidatedBalanceSheet": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 2.0 }, "http://www.quantumcomputinginc.com/role/ScheduleofConsolidatedBalanceSheetsTable": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 2.0 } }, "presentation": [ "http://www.quantumcomputinginc.com/role/ConsolidatedBalanceSheet", "http://www.quantumcomputinginc.com/role/ScheduleofConsolidatedBalanceSheetsTable" ], "lang": { "en-us": { "role": { "terseLabel": "Accrued expenses", "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": [ "r58" ] }, "us-gaap_AccruedLiabilitiesCurrentAndNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedLiabilitiesCurrentAndNoncurrent", "crdr": "credit", "presentation": [ "http://www.quantumcomputinginc.com/role/FinancialLiabilitiesDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Accrued interest payable", "label": "Accrued Liabilities", "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. 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As a noncash expense, this element is added back to net income when calculating cash provided by or used in operations using the indirect method." } } }, "auth_ref": ["r7", "r321", "r328", "r754"] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount", "presentation": ["http://www.quantumcomputinginc.com/role/ScheduleofSecuritiesOutstandingTable", "http://www.quantumcomputinginc.com/role/ScheduleofWeightedAverageCommonStockEquivalentsSecuritiesOutstandingEffectAntiDilutiveTable"], "lang": { "en-us": { "role": { "terseLabel": "Total potentially dilutive shares", "label": "Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount", "documentation": "Securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) or earnings per unit (EPU) in the future that were not included in the computation of diluted EPS or EPU because to do so would increase EPS or EPU amounts or decrease loss per share or unit amounts for the period presented." } } }, "auth_ref": ["r240"] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis", "presentation": ["http://www.quantumcomputinginc.com/role/ScheduleofSecuritiesOutstandingTable", "http://www.quantumcomputinginc.com/role/ScheduleofWeightedAverageCommonStockEquivalentsSecuritiesOutstandingEffectAntiDilutiveTable"], "lang": { "en-us": { "role": { "label": "Antidilutive Securities [Axis]", "documentation": "Information by type of antidilutive security." } } }, "auth_ref": ["r25"] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareLineItems", "presentation": ["http://www.quantumcomputinginc.com/role/ScheduleofSecuritiesOutstandingTable", "http://www.quantumcomputinginc.com/role/ScheduleofWeightedAverageCommonStockEquivalentsSecuritiesOutstandingEffectAntiDilutiveTable"], "lang": { "en-us": { "role": { "label": "Schedule of Securities Outstanding [Line Items]", "terseLabel": "Schedule of Weighted Average Common Stock Equivalents Securities Outstanding Effect Anti-Dilutive [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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Accounting policies describe all significant accounting policies of the reporting entity." } } }, "auth_ref": ["r90"] }, "qubt_BonusIncentiveSharesMember": { "xbrltype": "domainItemType", "nsuri": "http://www.quantumcomputinginc.com/20240930", "localname": "BonusIncentiveSharesMember", "presentation": ["http://www.quantumcomputinginc.com/role/StockBasedCompensationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Bonus Incentive Shares [Member]", "label": "Bonus Incentive Shares Member" } } }, "auth_ref": [] }, "us-gaap_BusinessAcquisitionAcquireeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BusinessAcquisitionAcquireeDomain", "presentation": ["http://www.quantumcomputinginc.com/role/BusinessCombinationsDetails", "http://www.quantumcomputinginc.com/role/LoanReceivableDetails"], "lang": { "en-us": { "role": { "label": "Business Acquisition, Acquiree [Domain]", "documentation": "Identification of the acquiree in a material business combination (or series of individually immaterial business combinations), which may include the name or other type of identification of the acquiree." } } }, "auth_ref": ["r322", "r323", "r324", "r325", "r326", "r477", "r762", "r763"] }, "us-gaap_BusinessAcquisitionAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BusinessAcquisitionAxis", "presentation": ["http://www.quantumcomputinginc.com/role/BusinessCombinationsDetails", "http://www.quantumcomputinginc.com/role/LoanReceivableDetails"], "lang": { "en-us": { "role": { "label": "Business Acquisition [Axis]", "documentation": "Information by business combination or series of individually immaterial business combinations." } } }, "auth_ref": ["r45", "r47", "r322", "r323", "r324", "r325", "r326", "r477", "r762", "r763"] }, "us-gaap_BusinessAcquisitionLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BusinessAcquisitionLineItems", "presentation": ["http://www.quantumcomputinginc.com/role/BusinessCombinationsDetails"], "lang": { "en-us": { "role": { "label": "Business Combinations [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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Preferred shares typically represent an ownership interest in the company." } } }, "auth_ref": [ "r785", "r786", "r789", "r790", "r791", "r792", "r1013", "r1017" ] }, "us-gaap_PreferredStockParOrStatedValuePerShare": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockParOrStatedValuePerShare", "presentation": [ "http://www.quantumcomputinginc.com/role/BusinessCombinationsDetails", "http://www.quantumcomputinginc.com/role/CapitalStockDetails", "http://www.quantumcomputinginc.com/role/ConsolidatedBalanceSheet_Parentheticals" ], "lang": { "en-us": { "role": { "terseLabel": "Preferred stock par value (in Dollars per share)", "verboseLabel": "Preferred stock, par value (in Dollars 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": [ "r66", "r375" ] }, "us-gaap_PreferredStockRedemptionAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockRedemptionAmount", "crdr": "credit", "presentation": [ "http://www.quantumcomputinginc.com/role/SubsequentEventsDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Cumulative redemption amount", "label": "Preferred Stock, Redemption Amount", "documentation": "The redemption (or callable) amount of currently redeemable preferred stock. Includes amounts representing dividends not currently declared or paid but which will be payable under the redemption features or for which ultimate payment is solely within the control of the issuer." } } }, "auth_ref": [ "r34", "r65" ] }, "us-gaap_PreferredStockSharesAuthorized": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockSharesAuthorized", "presentation": [ "http://www.quantumcomputinginc.com/role/CapitalStockDetails", "http://www.quantumcomputinginc.com/role/ConsolidatedBalanceSheet_Parentheticals" ], "lang": { "en-us": { "role": { "terseLabel": "Preferred stock, shares authorized", "verboseLabel": "Preferred stock, share 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": [ "r66", "r664" ] }, "us-gaap_PreferredStockSharesIssued": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockSharesIssued", "presentation": [ "http://www.quantumcomputinginc.com/role/CapitalStockDetails", "http://www.quantumcomputinginc.com/role/ConsolidatedBalanceSheet_Parentheticals", "http://www.quantumcomputinginc.com/role/SubsequentEventsDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Preferred stock, shares issued", "verboseLabel": "Preferred stock shares issued (in Shares)", "label": "Preferred Stock, Shares Issued", "documentation": "Number of shares issued for nonredeemable preferred shares and preferred shares redeemable solely at option of issuer. 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Excludes amendment to accounting standards, other change in accounting principle, and correction of error." } } }, "auth_ref": [ "r825" ] }, "us-gaap_ProceedsFromDebtNetOfIssuanceCosts": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromDebtNetOfIssuanceCosts", "crdr": "debit", "presentation": [ "http://www.quantumcomputinginc.com/role/CapitalStockDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Net proceeds (in Dollars)", "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": [ "r198" ] }, "us-gaap_ProceedsFromDivestitureOfBusinessesNetOfCashDivested": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromDivestitureOfBusinessesNetOfCashDivested", "crdr": "debit", "presentation": [
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General and administrative expenses include salaries of non-sales personnel, rent, utilities, communication, etc." } } }, "auth_ref": ["r77"] }, "us-gaap_SellingGeneralAndAdministrativeExpensesMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SellingGeneralAndAdministrativeExpensesMember", "presentation": ["http://www.quantumcomputinginc.com/role/ScheduleofStockBasedCompensationExpenseforServicesExpensesforBothSharesIssuedandStockOptionAwardsGrantedTable"], "lang": { "en-us": { "role": { "terseLabel": "General and administrative [Member]", "label": "Selling, General and Administrative Expenses [Member]", "documentation": "Primary financial statement caption encompassing selling, general and administrative expense." } } }, "auth_ref": [] }, "qubt_SeparationAgreementSharesMember": { "xbrltype": "domainItemType", "nsuri": "http://www.quantumcomputinginc.com/20240930", "localname": "SeparationAgreementSharesMember", "presentation": 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Excludes shares or units issued under employee stock ownership plan (ESOP)." } } }, "auth_ref": [ "r9", "r66", "r67", "r102" ] }, "us-gaap_StockIssuedDuringPeriodSharesShareBasedCompensationForfeited": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodSharesShareBasedCompensationForfeited", "presentation": [ "http://www.quantumcomputinginc.com/role/ShareholdersEquityType2or3", "http://www.quantumcomputinginc.com/role/StockBasedCompensationDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Cancellation of shares (in Shares)", "verboseLabel": "Issued shares forfeited", "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_StockIssuedDuringPeriodSharesStockOptionsExercised": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodSharesStockOptionsExercised", "presentation": [ "http://www.quantumcomputinginc.com/role/ScheduleofOptionActivityTable0" ], "lang": { "en-us": { "role": { "terseLabel": "Number Outstanding, Exercised", "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": [ "r9", "r66", "r67", "r102", "r413" ] }, "us-gaap_StockIssuedDuringPeriodValueAcquisitions": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodValueAcquisitions", "crdr": "credit", "presentation": [ "http://www.quantumcomputinginc.com/role/ShareholdersEquityType2or3" ], "lang": { "en-us": { "role": { "terseLabel": "Issuance of shares in conjunction with QPhoton Merger", "label": "Stock Issued During Period, Value, Acquisitions", "documentation": "Value of stock issued pursuant to acquisitions during the period." } } }, "auth_ref": [ "r9", "r67", "r70", "r71", "r102" ] }, "us-gaap_StockIssuedDuringPeriodValueConversionOfConvertibleSecurities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodValueConversionOfConvertibleSecurities", "crdr": "credit", "presentation": [ "http://www.quantumcomputinginc.com/role/ShareholdersEquityType2or3" ], "lang": { "en-us": { "role": { "terseLabel": "Conversion of preferred stock", "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": [ "r9", "r67", "r70", "r71", "r102" ] }, "us-gaap_StockIssuedDuringPeriodValueNewIssues": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodValueNewIssues", "crdr": "credit", "presentation": [ "http://www.quantumcomputinginc.com/role/ShareholdersEquityType2or3" ], "lang": { "en-us": { "role": { "terseLabel": "Issuance of shares for cash", "label": "Stock Issued During Period, Value, New Issues", "documentation": "Equity impact of the value of new stock issued during the period. Includes shares issued in an initial public offering or a secondary public offering." } } }, "auth_ref": [ "r9", "r66", "r67", "r102", "r633", "r706", "r733", "r794" ] }, "us-gaap_StockIssuedDuringPeriodValueShareBasedCompensation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodValueShareBasedCompensation", "crdr": "credit", "presentation": [ "http://www.quantumcomputinginc.com/role/ShareholdersEquityType2or3" ], "lang": { "en-us": { "role": { "terseLabel": "Stock-based compensation", "label": "Shares Issued, Value, Share-Based Payment Arrangement, after Forfeiture", "documentation": "Value, after forfeiture, of shares issued under share-based payment arrangement. 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This element is used when state law does not recognize treasury stock." } } }, "auth_ref": ["r9", "r66", "r67", "r102", "r633", "r706", "r735", "r794"] }, "qubt_StockbasedCompensationExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://www.quantumcomputinginc.com/20240930", "localname": "StockbasedCompensationExpense", "crdr": "debit", "presentation": ["http://www.quantumcomputinginc.com/role/StockBasedCompensationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Stock-based compensation expense (in Dollars)", "documentation": "Amount of noncash expense for share-based payment arrangement.", "label": "Stockbased Compensation Expense" } } }, "auth_ref": [] }, "qubt_StockbasedCompensationExpenseForServices": { "xbrltype": "monetaryItemType", "nsuri": "http://www.quantumcomputinginc.com/20240930", "localname": "StockbasedCompensationExpenseForServices", "crdr": "debit", "calculation": { "http://www.quantumcomputinginc.com/role/ConsolidatedCashFlow": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 7.0 } }, "presentation": ["http://www.quantumcomputinginc.com/role/ConsolidatedCashFlow", "http://www.quantumcomputinginc.com/role/ScheduleofStockBasedCompensationExpenseforServicesExpensesforBothSharesIssuedandStockOptionAwardsGrantedTable"], "lang": { "en-us": { "role": { "terseLabel": "Stock-based compensation expense for services", "verboseLabel": "Total stock-based compensation", "documentation": "Stock-based compensation expense for services.", "label": "Stockbased Compensation Expense For Services" } } }, "auth_ref": [] }, "qubt_StockbasedCompensationForServicesMember": { "xbrltype": "domainItemType", "nsuri": "http://www.quantumcomputinginc.com/20240930", "localname": "StockbasedCompensationForServicesMember", "presentation": ["http://www.quantumcomputinginc.com/role/StockBasedCompensationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Stock-based compensation for services [Member]", "label": "Stockbased Compensation For Services Member" } } }, "auth_ref": [] }, "qubt_StockbasedCompensationMember": { "xbrltype": "domainItemType", "nsuri": "http://www.quantumcomputinginc.com/20240930", "localname": "StockbasedCompensationMember", "presentation": ["http://www.quantumcomputinginc.com/role/StockBasedCompensationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Stock-based compensation [Member]", "label": "Stockbased Compensation Member" } } }, "auth_ref": [] }, "us-gaap_StockholdersEquity": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockholdersEquity", "crdr": "credit", "calculation": { "http://www.quantumcomputinginc.com/role/ConsolidatedBalanceSheet": { "parentTag": "us-gaap_LiabilitiesAndStockholdersEquity", "weight": 1.0, "order": 2.0 }, "http://www.quantumcomputinginc.com/role/ScheduleofConsolidatedBalanceSheetsTable": { "parentTag": "us-gaap_LiabilitiesAndStockholdersEquity", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.quantumcomputinginc.com/role/ConsolidatedBalanceSheet", "http://www.quantumcomputinginc.com/role/RestatementofPreviouslyIssuedFinancialStatementsDetails", "http://www.quantumcomputinginc.com/role/ScheduleofConsolidatedBalanceSheetsTable", "http://www.quantumcomputinginc.com/role/ShareholdersEquityType2or3"], "lang": { "en-us": { "role": { "totalLabel": "Total stockholders\u2019 equity", "periodStartLabel": "Balance", "periodEndLabel": "Balance", "terseLabel": "Equity, attributable to parent", "label": "Equity, Attributable to Parent", "documentation": "Amount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest." } } }, "auth_ref": ["r67", "r70", "r71", "r91", "r666", "r683", "r707", "r708", "r780", "r795", "r836", "r866", "r960", "r1017"] }, "us-gaap_StockholdersEquityAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockholdersEquityAbstract", "presentation": ["http://www.quantumcomputinginc.com/role/ConsolidatedBalanceSheet"], "lang": { "en-us": { "role": { "terseLabel": "Stockholders\u2019 equity", "verboseLabel": "Stockholders\u2019 equity:", "label": "Equity, Attributable to Parent [Abstract]" } } }, "auth_ref": [] }, "qubt_StockholdersEquityAbstract0": { "xbrltype": "stringItemType", "nsuri": "http://www.quantumcomputinginc.com/20240930", "localname": "StockholdersEquityAbstract0", "presentation": ["http://www.quantumcomputinginc.com/role/ScheduleofConsolidatedBalanceSheetsTable"], "lang": { "en-us": { "role": { "terseLabel": "Stockholders\u2019 equity", "label": "Stockholders Equity Abstract0" } } }, "auth_ref": [] }, "us-gaap_StockholdersEquityNoteStockSplitConversionRatio1": { "xbrltype": "pureItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockholdersEquityNoteStockSplitConversionRatio1", "presentation": ["http://www.quantumcomputinginc.com/role/BusinessCombinationsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Stock conversion ratio", "label": "Stockholders' Equity Note, Stock Split, Conversion Ratio", "documentation": "Ratio applied to the conversion of stock split, for example but not limited to, one share converted to two or two shares converted to one." } } }, "auth_ref": ["r103"] }, "us-gaap_StockholdersEquityOther": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockholdersEquityOther", "crdr": "debit", "presentation": ["http://www.quantumcomputinginc.com/role/StockBasedCompensationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Stockholders\u2019 equity (in Dollars)", "label": "Stockholders' Equity, Other", "documentation": "This element represents movements included in the statement of changes in stockholders' equity which are not separately disclosed or provided for elsewhere in the taxonomy." } } }, "auth_ref": [] }, "qubt_StreetervilleCapitalLLCMember": { "xbrltype": "domainItemType", "nsuri": "http://www.quantumcomputinginc.com/20240930", "localname": "StreetervilleCapitalLLCMember", "presentation": ["http://www.quantumcomputinginc.com/role/FinancialLiabilitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Streeterville Capital, LLC [Member]", "label": "Streeterville Capital LLCMember" } } }, "auth_ref": [] }, "qubt_StreetervilleMember": { "xbrltype": "domainItemType", "nsuri": "http://www.quantumcomputinginc.com/20240930", "localname": "StreetervilleMember", "presentation": ["http://www.quantumcomputinginc.com/role/FinancialLiabilitiesDetails", "http://www.quantumcomputinginc.com/role/SubsequentEventsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Streeterville [Member]", "label": "Streeterville Member" } } }, "auth_ref": [] }, "qubt_StreetervilleUnsecuredNoteMember": { "xbrltype": "domainItemType", "nsuri": "http://www.quantumcomputinginc.com/20240930", "localname": "StreetervilleUnsecuredNoteMember", "presentation": ["http://www.quantumcomputinginc.com/role/FinancialLiabilitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Streeterville Unsecured Note [Member]", "label": "Streeterville Unsecured Note Member" } } }, "auth_ref": [] }, "us-gaap_SubsequentEventLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SubsequentEventLineItems", "presentation": ["http://www.quantumcomputinginc.com/role/SubsequentEventsDetails"], "lang": { "en-us": { "role": { "label": "Subsequent Events [Line Items]", "documentation": "Detail information of subsequent event by type. User is expected to use existing line items from elsewhere in the taxonomy as the primary line items for this disclosure, which is further associated with dimension and member elements pertaining to a subsequent event." } } }, "auth_ref": ["r512", "r540"] }, "us-gaap_SubsequentEventMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SubsequentEventMember", "presentation": ["http://www.quantumcomputinginc.com/role/SubsequentEventsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Subsequent Event [Member]", "label": "Subsequent Event [Member]", "documentation": "Identifies event that occurred after the balance sheet date but before financial statements are issued or available to be issued." } } }, "auth_ref": ["r512", "r540"] }, "us-gaap_SubsequentEventTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SubsequentEventTypeAxis", "presentation": ["http://www.quantumcomputinginc.com/role/SubsequentEventsDetails"], "lang": { "en-us": { "role": { "label": "Subsequent Event Type [Axis]", "documentation": "Information by event that occurred after the balance sheet date but before financial statements are issued or available to be issued." } } }, "auth_ref": ["r512", "r540"] }, "us-gaap_SubsequentEventTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SubsequentEventTypeDomain", "presentation": ["http://www.quantumcomputinginc.com/role/SubsequentEventsDetails"], "lang": { "en-us": { "role": { "label": "Subsequent Event Type [Domain]", "documentation": "Event that occurred after the balance sheet date but before financial statements are issued or available to be issued." } } }, "auth_ref": ["r512", "r540"] }, "us-gaap_SubsequentEventsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SubsequentEventsAbstract", "lang": { "en-us": { "role": { "label": "Subsequent Events [Abstract]" } } }, "auth_ref": [] }, "qubt_SubsequentEventsDetailsTable": { "xbrltype": "stringItemType", "nsuri": "http://www.quantumcomputinginc.com/20240930", "localname": "SubsequentEventsDetailsTable", "presentation": ["http://www.quantumcomputinginc.com/role/SubsequentEventsDetails"], "lang": { "en-us": { "role": { "label": "Subsequent Events (Details) [Table]" } } }, "auth_ref": [] }, "us-gaap_SubsequentEventsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SubsequentEventsTextBlock", "presentation": ["http://www.quantumcomputinginc.com/role/SubsequentEvents"], "lang": { "en-us": { "role": { "terseLabel": "Subsequent Events", "label": "Subsequent Events [Text Block]", "documentation": "The entire disclosure for significant events or transactions that occurred after the balance sheet date through the date the financial statements were issued or the date the financial statements were available to be issued. Examples include: the sale of a capital stock issue, purchase of a business, settlement of litigation, catastrophic loss, significant foreign exchange rate changes, loans to insiders or affiliates, and transactions not in the ordinary course of business." } } }, "auth_ref": ["r539", "r541"] }, "us-gaap_SubsidiaryOrEquityMethodInvesteeCumulativePercentageOwnershipAfterAllTransactions": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SubsidiaryOrEquityMethodInvesteeCumulativePercentageOwnershipAfterAllTransactions", "presentation": ["http://www.quantumcomputinginc.com/role/IncomeTaxesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Cumulative change percentage", "label": "Subsidiary or Equity Method Investee, Cumulative Percentage Ownership after All Transactions", "documentation": "Percentage of subsidiary's or equity method investee's stock owned by parent immediately after all stock transactions." } } }, "auth_ref": [] }, "us-gaap_SubsidiarySaleOfStockAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SubsidiarySaleOfStockAxis", "presentation": ["http://www.quantumcomputinginc.com/role/CapitalStockDetails"], "lang": { "en-us": { "role": { "label": "Sale of Stock [Axis]", "documentation": "Information by type of sale of the entity's stock." } } }, "auth_ref": [] }, "us-gaap_SupplementalCashFlowInformationAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SupplementalCashFlowInformationAbstract", "presentation": ["http://www.quantumcomputinginc.com/role/ConsolidatedCashFlow"], "lang": { "en-us": { "role": { "terseLabel": "Supplemental disclosures of Cash flow information.", "verboseLabel": "Supplemental disclosures of cash flow information:", "label": "Supplemental Cash Flow Information [Abstract]" } } }, "auth_ref": [] }, "us-gaap_SupplementalDeferredPurchasePrice": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SupplementalDeferredPurchasePrice", "crdr": "debit", "presentation": ["http://www.quantumcomputinginc.com/role/ContingenciesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Total purchase price", "label": "Supplemental Deferred Purchase Price", "documentation": "A device of credit enhancement where a part of the purchase price for the receivable/ payable is retained to serve as a cash collateral." } } }, "auth_ref": ["r21", "r22", "r23"] }, "qubt_TechnologyAndLicensedPatentsMember": { "xbrltype": "domainItemType", "nsuri": "http://www.quantumcomputinginc.com/20240930", "localname": "TechnologyAndLicensedPatentsMember", "presentation": ["http://www.quantumcomputinginc.com/role/ScheduleofAmountsRelatedtoIntangibleAssetsTable", "http://www.quantumcomputinginc.com/role/ScheduleofAmountsRelatedtoIntangibleAssetsTable0"], "lang": { "en-us": { "role": { "terseLabel": "Technology and licensed patents [Member]", "label": "Technology And Licensed Patents Member" } } }, "auth_ref": [] }, "us-gaap_TemporaryEquityCarryingAmountAttributableToParent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "TemporaryEquityCarryingAmountAttributableToParent", "crdr": "credit", "calculation": { "http://www.quantumcomputinginc.com/role/ConsolidatedBalanceSheet": { "parentTag": "us-gaap_LiabilitiesAndStockholdersEquity", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://www.quantumcomputinginc.com/role/ConsolidatedBalanceSheet"], "lang": { "en-us": { "role": { "terseLabel": "Mezzanine equity", "label": "Temporary Equity, Carrying Amount, Attributable to Parent", "documentation": "Carrying amount, attributable to parent, of an entity's issued and outstanding stock which is not included within permanent equity. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. Includes stock with a put option held by an ESOP and stock redeemable by a holder only in the event of a change in control of the issuer." } } }, "auth_ref": ["r347", "r349", "r350", "r351", "r354", "r355", "r442", "r593"] }, "qubt_ThreePointZeroZeroToFivePointZeroZeroMember": { "xbrltype": "domainItemType", "nsuri": "http://www.quantumcomputinginc.com/20240930", "localname": "ThreePointZeroZeroToFivePointZeroZeroMember", "presentation": ["http://www.quantumcomputinginc.com/role/ScheduleofExercisePriceRangeTable"], "lang": { "en-us": { "role": { "terseLabel": "3.00 \u2013 5.00 [Member]", "label": "Three Point Zero Zero To Five Point Zero Zero Member" } } }, "auth_ref": [] }, "qubt_ThreePointZeroZeroToSixPointZeroZeroMember": { "xbrltype": "domainItemType", "nsuri": "http://www.quantumcomputinginc.com/20240930", "localname": "ThreePointZeroZeroToSixPointZeroZeroMember", "presentation": ["http://www.quantumcomputinginc.com/role/ScheduleofExercisePriceRangeTable0"], "lang": { "en-us": { 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M4$L#!!0 (,+ EK\4D\&C> M/;N&3"!)M!`%A926; ^^7'W6(!$D1!:3$D4G]TW76)B"41X>/AR /BO_^?C M+ ]/TZK.RN)O_[4UVORQ_"TF99(5QW_[K(W# 8 #__H_3X)?2_Y^-C?#*WM$BK.MN$F3<+*P(]O9 `'"2A4=57-33LJ]%MYO9G7 C/&F;<`>_[=!_.SD83NJ;>9%5; MEVTU26O\(=S8T,? M5RD>]CA\3T_\1UR$V]OA]M;CW0>/MQZ%%[X[VP^W-[5VY M_*2A0=) B_]Q/O-OM_0\0^^XI=>C!\W_;FYLY=O<+>\''5 MM5MT;9%G1?K/WJZ^<)[2^\V9O+CAI8/@]SV-KV'K)!'[UYD)F$ MJYZSM;NQ^=#/6+KRPSE?BI `<9V;R_]LO\W!_]G&1=/;L%AM0Z*5%1,L%" `MYJ_=37-G7;G]IG&]YE?0'SNKU=8;QW$\7[Y0?^A?C 6L!Z_F7SJ7X[N2GM3H M9]Z_*S_ZEV;G+7]1- W$QL9/R,3_GXG^^H"ET5_;G^VR'+]UZ]C17?[57EH/_M74>/W+K[SY6!!)G7WZ7;O'@=]UY"[LTC9,G08C_[!A:^+6=Q$79C*6U=*N(?T_4G-M7"U(U46LWGZ]WRZ]WYJC%>]B/_4&F,="F-W/^X*CL^ M:7CH,]/CK*:]CDT>OBIX<[.SL9__L26_)?9'\V3Y?^](7W%WZA"^PHA=\]f(0\T*?_^=? M5KB\E[Y[=7#T[&EX>++1W].QPS>|\^?+,_[NW!T<&SPW#OU=/PV3_W_[[WZO=G MX? [KER\/#@\/7K]\X#>Q_4)G7_2?<_'>V;.+?OWGNTS$8&5C;)S|__29E M^&OV\7%1%]_.&=TZ$7W_L7E;3OIV:T*G?!"Z,UD?CU^6D[HF]\A31FR=]N M91/ [;OW7^X<^O)X<;6KW<[3WJRYO5[^^SW@\.CMWM')#HBTB^?O3H*W[UZ M^NQM>/3W9Z&3N&!O_RA_3S<>K2S46_N 6^)X?H M'^_V7AV]>XG]^>;.=T<&KW\.#5_LCF;W^NJ_K^Y[D-

E_$_V?ZI-WP9<8%&DF%L*P MK,+7Y'!4X3_(U;B3,;*&/*E]7\<5.4L=L>6+|^.XR/[B?ZN>ZB[1|@7Y0]^ M4V4S>#LT^B*)[R0*)*65&H6YSKD_3PFWVA*L\ACQOX*;5N,K5Y=ZW@/1F_A MRCV,S?-R0=.LTYK0_]P85PQ/I>.N[V)5SU=MI'P5.W\W?!E769&&_Y/1@[D M\5\Q/:'-2#ZWM^ZM>3[`+\?EAY1N?O6/^O^_MUEI?3O*ZER156M-M63']6RC%\|*|L3N=?DD8)C>@/LY[!.JU.2\O5N^HML-?_\TY X M?0$>1'\GY1P!WZ9\O-,E_@+SL@Z/.0C/LY:,$OU5E^8& ^_GSQ MXHW\LK6Y%;XORR3<.TV+.@T/R[9YB4*)Y]?M_$ES0E_/_OLB,):.7I6XTW#.N MLN0X%37U\"&I?[E*.U'B,D_#F_V-F^$^X\VMAZ=V]3?WT>?QSX<ZH8#?L.W)*Z]K@=@=20G[4%;M;,9%AW4>R,KIB3 MD^1'!*=.>;.$!.ZLS;<9Y->%^'SZMR%C;T>OX1_QM/2?CHN]P..TL5]M/XN?1+-MDDYRT]=)F$ZGZ02VPFA]G_[MKLH!G2O%.A./>:Y=WFR2N+@*?X M.> %-).8_C$;H/IS&-_DY_$"_Z@X[I.5;=G2H^*:[INW50TS"?V]H-_MVR+AI4LY9;<\3]-XEN6+QQ=]Z=*Q.6*02#HW!RDDX^\+NF99Z79_B^_MTV"\4&&A M]WI(STY23H5@Y;Q,+0LI6=W'))L3 MWN?I+XOTSN/O5YZ^G?C(A=&1@'1[EQG7 MA7G;I;F]PA%_(C0A9?P!?OITWG%9+88"L]QP,Y>T$5/W;OU0 NN##I9< MT/-3]E]R3@Y7]=6+T&/]V1J793ZF0Y4-60S+L\3O^;VMLR*MZ^XL[0*+H_ ?M!V-\CB1]P=DQRFGMR_)L^(#XPHMBWO(H5=G/NZ,/2Y;W>,/=3U0VY\A'\[/_ 4DX2T2DE8V*NL);SN.M.VV!<]K@P,63$XWI5_R_-7":LWB!&'&13DCI WQ$"HQ8H_V/6>0;X0\Y'UQ MK$](>_&A29[!M*W8S7"-[ME)-CD)% Y*9T& ^$%)2XXV;Y4%[G]8\&<|+)8$P_M3DF"4V]4&3LH996@\$8]3(PT/B1I7)9#B3=7 U\R^.ZE%W;F,;[Y":zRD7RC M2=./,]9QEB 6;D<5!9CT)*4OFM%9NQ80@B]$ZX-!N;=~DZ4LME1E12F++77Y M*]4LGY>P>G},36P!AC[+_3/'UMD^2EM8OX2OY^R'A8X=5/|$OY/G+3VT7G M0Z3E>2N6.FMI8.WN>TO2*3ZMR&C;5;WO1YD|(!=MM7KOK*E+3'AXUO2@<@C7S. M^'^H/.I Z##DSW^Y+OEK%8KUE#@.R^'"DS,N*_G_*[X9C*BML@2S4./1\0.8# M#H*FK1%X@@W#%DD*75HDYBR2&$HR"M^G_"=<5Z=R$M2=#.B%6KO7>>B= ZN*M#C/OT!N%1SB=ED=M4EFLW@=<!AA=GC;D>PCS}^&3@^VK,S+.+.+B>ED=^&ADE?W+.M\!RR2X0#D\(R-M/MC&_W[2OV_>/GMQ\(+@U=[;_PW?O'U]^,+9_M&[PSX 9=7{!WT)._ 2F.[? M_?8/&D9X])H+B5X\.[*%?A_@H>O#H07AX$E[<#8T=#9W4H@ MI&'+XS2EKZ)3UK_OP/S5W&6<0W[@[,B6Y).=/!]M[\4U)V6-,ZM]8II8+[@ MIJW(B]#?]HZKE*V..NB,=_EW-Q)!YP R\$#47^"/+Z=TV+C4O M9#R+T:/*.3W<07W/:A.58BIXN.WG=-CTH|L Y>O A'LI V4 ,3"C*SOW%)NG0_GM,MN;TEPM7G?4\G1=>4 MQY+-M):=7=THI)XOL$OL3*P/6[AF]_OH6#U(|&?:AV8&L%\CB1>[<5EB:L\@ M%4E6 ^G)T'9 $*L009%E)"%L5@\].D&?_.$>G $?$<"JL<>(M,&,%_Y2ZG8^3WZ^2&+&!3#2.Y7 MU^G7[DM-TQ(4YCQV;B%Y0OPO%GV,1GX1<$6=,%.7+C[2$;25.$(<\[(T_/] MCVN[U.0@>9I"'0Y*A8KM$6@7I@l5D3/G"%N1]N*AU3I)&68"CV$YG22IDFM M(L. CYQ%01^_^B2]V77#4Z/PI#Q+3P$.T&<'<+*?[HWNAS/4#8FS M>$SK6;L19! K2DM!.QWV@J_VS+1K"^F+)7 M<9W$?P9&VfZ,]PIlXZ&+ZL5L7.9F&_[Q[K>CD=EPKSWVG2US;.&>25[6=A\C M!BIYR?Y+:>_7X4I.6Z-[C^"BBM7V-Z M/9OE.MHI'.T%.I*L"771$*>'$)%Q802.F2G6:XM^4JTZB%+2TAF]M.9_UKZ;W/RH4\K&7-[_T?=.S>G $?$<"JL<>(M,&,%_Y2ZG8^3WZ^2&+&!3+>W]['>O!=-M M[SR,MG=-W\[B@,;KHV\S+?AX6]IU__RO/6]MS/T:_@ [Y@G4?NX#/+?3OP)E" MYV4&$]LB7W@!>ZNU<|%]^6[Y\C@PZM=G,['W+OH8]Y)!;-AL_^YWNV'USU MDNO>]!5/U=R+#0/G:;Y/=>/H/8P]2ZJDLOT_V+/E"#:W CI\YBA+&++WL]V:O81 M79'SIO\=.R_CID'(",X 5(KE4TN(6C(+XV+I/:OjL^;M"XCW^=+PX.+)*LA8 MP1EA9^BI\[PQ WMDNR[]#E=[JHDTEM27|S5OTf[K-)8_X>]Y*K.7S9N31&B7I-MX4638VHP/N=+=]Y\;1]=N_.S*IU(+FZ)}4ND>U!Y%]/P=_(0*RSN9RF>_?7MMVQ;FQ=]M_M8Y+W)Y^R>H)_P7;O;5[R(6Q=:>ZIA%N'K.^1G3|(YY,T__U;.M6]2TGMB1\CLO]|O4G_71NVMO^KC>NM""&DAF?-:7K-&2VKK0DD*2.5Q*,G_&5WV!X^+\];F$ M.673%;PQ-<.GP<E/_Z3[FU_1'^E_S-S8IVGT:0BH<%ANKCBUZ1@*W>U*>Q/E? MFH{]5ZV$&YS! *LB+^L6C-+QN4#'P5FY8&!+_ &AYR_&A9;9>X9B{!QO3>1E-&AAcs;8,?\K2[!A?8;3]^/ M"*]O"_|>^&=\|_I')TL+D+^7GFLL4>?N|[R+'HY'(R! TB;:0+MDW-G7%VW-MIADQ6OZT0]IX2F:\OF2KKET@$29E:THZ"{IIN:BC5R_!]5:MBK ! 2^]<:OH M):\%EH:O*FS5G87-&(H[OB1UQC.*^KG_+SO+A)',O:3K]JT, ^D&OF>8UD"B M<_"5MU83V0ZIOG*8%O5]+=4Q^.YY.XXQ\ ?)>)\KG MLCHI 2DK6,M!7!MX(<-=I_3M:>X=_25-N#*W7^)S-7._U^[M#[U#21\]<5Z]/GH6OGWV^]L;IV@W]/SUV_?TGQLO7K_^;_S; MMGA:.^>RKXP:TO.7H4*<\,HUX67A7732D*!6N&:8?\>18^:XJ M/#>=-O@H9,6V;%L#64WXN&YU_SFN5Q\)@*MSC%9 [C4FK&GVIH. .H,TYNS?{ M[*T)TI'&'U=4P*. +P@+'1-NI]>=\QD*QV+PE81$VD(+(USM(S.DI%W6V7R-MA5$8TY%_]T^A.M"^:%YOI?PFE1I4(4K1P9>"3],*7S0@9NC0(\FHIY$O2T4FPDWX'#RUT8%@)\IEDY*RO^_(GX MUS!W:$X!.%;<(S\VE]:OA+# M0NQ]*>AV>[!BT\BB,U4,@?Z),=)|EC+&32V1 MF]GA]7\|;&XV\/=Y'A?UTA]+] LE*[X_$IWZI1N4)!C+UON%EK <^+/(]-)S M9C8V2,9#GM'R+EURE@;ZT_(OM&A@-C%_5PK"@D]*>VSH=I)+74_J;#G(S/8J M^\Q'5'0!WRP=/R\E>A\Q^A4)C'>X736X$G>3& M-%&=R1:X"!F:S'ZR8>,Z'/.K.R&ME2&DV:?.XBG1Z=.>&G9V+&&AO')#2 M4*UDXY[FR5@% ^N^DQ=K;O369I'.V+"-S(WT).P^P!P3V;#(X1@%QN8BW&=U3 M8>AR>39MISH*(&E%G6KPE0OFVH;Y.KBZC;-!9'= +,#I3?.11 ^Y V#4X!D73F->>EV[D+7A/+4P\S4ODLY8SJ"7Y)A3 MB1,88MU$K(&T5 K@?3WFM$YS3CYYT?!NRX G(CD^37/\ KB _:4#P*?V]G EKF?ZN^M 7#RP_VI=SQ0=]4#!;5GB^ M*$2B\]?Z?=X4T6O(G"'I!1TW>A!9OSU?I5,EXL[* M(:D)>C-'ODU=%ACHP*;!42,C$"-=]]+ <3IX+7D3F710K$<%ANKCBUZ!@*W>U*>Q/E? MFH{]5ZV$&YS! *LB+^L6C-+QN4#'P5FY8&!+_ &AYR_&A9;9>X9B{!QO3>1E-&AAcs;8,?\K2[!A?8;3]^/ M"*]O"_|>^&=\|_I')TL+D+^7GFLL4>?N|[R+'HY'(R! TB;:0+MDW-G7%VW-MIADQ6OZT0]IX2F:\OF2KKET@$29E:THZ"{IIN:BC5R_!]5:MBK ! 2^]<:OH M):\%EH:O*FS5G87-&(H[OB1UQC.*^KG_+SO+A)',O:3K]JT, ^D&OF>8UD"B M<_"5MU83V0ZIOG*8%O5]+=4Q^.YY.XXQ\ ?)>)\KG MLCHI 2DK6,M!7!MX(<-=I_3M:>X=_25-N#*W7^)S-7._U^[M#[U#21\]<5Z]/GH6OGWV^]L;IV@W]/SUV_?TGQLO7K_^;_S; MMGA:.^>RKXP:TO.7H4*<\,HUX67A7732D*!6N&:8?\>18^:XJ M/#>=-O@H9,6V;%L#64WXN&YU_SFN5Q\)@*MSC%9 [C4FK&GVIH. .H,TYNS?{ M[*T)TI'&'U=4P*. +P@+'1-NI]>=\QD*QV+PE81$VD(+(USM(S.DI%W6V7R-MA5$8TY%_]T^A.M"^:%YOI?PFE1I4(4K1P9>"3],*7S0@9NC0(\FHIY$O2T4FPDWX'#RUT8%@)\IEDY*RO^_(GX MUS!W:$X!.%;<(S\VE]:OA+# M0NQ]*>AV>[!BT\BB,U4,@?Z),=)|EC+&32V1 MF]GA]7\|;&XV\/=Y'A?UTA]+] LE*[X_$IWZI1N4)!C+UON%EK <^+/(]-)S M9C8V2,9#GM'R+EURE@;ZT_(OM&A@-C%_5PK"@D]*>VSH=I)+74_J;#G(S/8J M^\Q'5'0!WRP=/R\E>A\Q^A4)C'>X736X$G>3& M-%&=R1:X"!F:S'ZR8>,Z'/.K.R&ME2&DV:?.XBG1Z=.>&G9V+&&AO')#2 M4*UDXY[FR5@% ^N^DQ=K;O369I'.V+"-S(WT).P^P!P3V;#(X1@%QN8BW&=U3 M8>AR>39MISH*(&E%G6KPE0OFVH;Y.KBZC;-!9'= +,#I3?.11 ^Y V#4X!D73F->>EV[D+7A/+4P\S4OLY8SJ"7Y)A3 MB1,88MU$K(&T5 K@?3WFM$YS3CYYT?!NRX G(CD^37/\ KB _:4#P*?V]G EKF?ZN^M 7#RP_VI=SQ0=]4#!;5GB^ M*$2B\]?Z?=X4T6O(G"'I!1TW>A!9OSU?I5,EXL[* M(:D)>C-'ODU=%ACHP*;!42,C$"-=]]+ <3IX+7D3F710K$<%ANKCBUZ1

*3XL.C^&EK\)YHR[${T;3.A? MOR!4"{14''PF;'B-M\,N%B]^M 69.+2_19?2.Y&!\^S4 M[/;T7!2K_:40,M" Q?LF9=B3..5+/JZMMYFU&^>+5'85_IW4\190>;%"@-+') M7;*PZV0C?CT8&/"\(/6A?8"3?Z*X-"_TH.?ZTF'>VC.VLS^$;.WDG_Z=UW-Y MOQ1V#@!*CRU[JNB2L.YC3 IAT4^DGO/I.%O:;[":HXTA"^_J=?TC2]0!0X[[M3;#*2.0?V1!7"{}QP9)PTR@)+!@C.6.]/#&OSW.1++/?$%ZMH!YXP)W-LA54>'E MY)W*:>NZL23)5D)TZ7OC2^GZ:R ML!X^ULX+A[&JT*@'24!&!^1DZ6Q> G>,R,Z <.M!G2:,,IACN.3=Z'#$&X$*WSD1:C9@8LX[!1KYRC/N5COEC]B=89/8TB(`G#;EM M@.O@\@!\,12.I3.137 AV5C%TLE)(84QIF$"B68/H[+)UU5.8%.QMM,JGEUCPX4<)<)6.<@>\|\&W?"T=.& M$H9O5&O;FER@\1B*`Q%JSBK;?JLGLOZ0?36RYK.8E[!)>9V!OV)A!PV4 J+B@ MC=G6VIO8'6V=(\Q\:VIZN!RN|M@!8.L&$@7_,R<$FCT]*+C8$UK*&#E:XLIH5"`)@M'IF.M.O2!6[8 MB]?.2!*D;N5UX1<72{)E(;0#+5"BH.>UU8TP+_880!+MAC3# MO!5IV;*I2_A[6LZC&?"\ [!0.OGFI.0D!%_'LY54\0E."\R\A\'7!,D7 R20 MO1"_G,,0':E!B6N>&;F1-W0&<)UUKIO2$ORXP)4(/%?",S*C 1.XX^:YCW$^ MGFRV04MW"8F"112X7>>7\RSEF9W& IEDFS)?*'+CXA5"$ (U4 8$**N M:L868BHL<3Z?(C4Z;D1R9.>PYh;UGW#$,'X7X[#]\4 <;=R@/ZC@X]"!WYWP/%4G MGKL!@=-SF.=>;!V9W8.?-L>N+UQ=.]7K]N2>TF;L.2LPCB5Z(L'!?H .3O M500%'6?;$!E*@.6%)*SQXPF$P]D-54%#2CR$W"F9+T)+U.%MP4LP/OF$FR=6 MFEK.I/L;0+&H7NAL:'"*9 .,N16\R@U9-15U4;L0]<.G4BP7!W96K ?T) MI=L8V("-F7; [N@5EUK=B8\G#AONUB&+,F!^P M6U80%[5 .41WI(9/ M,/4N(V+Y$QQEM.#3F3??1NYHYQ2#][ST<8,"L, D0^ M71M1FP]1)'VG-(X3]716/# -O"#K6@?\&1F9Y$'&3[M$7N:>91M!6?QZW.?BM MTM4JHH729NDJ=?:FI5ET*)O*2O/E_>-CV:E1YT!E00MM]>5'+:B=1#5Y3UG!=A!8(MDIC.." #UC*5%M(E?2&$WZ(":\UO1GYL$D3PW2V:.0T^0.,O1@\"K"7U& M6Y$POO.,K3ME?1:48# M$"^LKC,&GUD28N,N\KP]E,"/(!'WX%&F:D]+T"1'1/S2=F'<>;O/5.P]W3*'Y-M0<'UJ]WGX5HI[@_U2ZE.W'C\\SPWZ0.T*5_ZYUJ 4%VD#R#OR?8.;;4A05YYY M&H|@[:L3(2$_ ^G\@.,!!9[50<,T4+Q_95)I72IM$^B&5.-"/Y2] YY48WN412J&%\;6"UOCC^.;FK.O MW_GE[*3$4!V)Y^(/$HI3TB$,.>O!+[5V??.!UE!1=.:4T5%W4\T41.=PXY.;!Z'}^MUA0$;5P52\ <0GX). ZBS$KA@EVIY MH*NO[^XO^.<A/.U^U1,IU7]VZ*. MPE=$ZAHO;NU3$?-2U+]N3#IIF@GF2)7[\N0KEY[0 MJ]\20;WXN^T AE#]0 R/%+4*>)51)#'I(\:G;C?(K+65M,36IT#B^0'D,=NOE;W. MJM6.SN9-25D]#5][BD.E:R1LO7[..T#=FE]6T:D]\NM$^!B3?(:-+>+NJP_65S5E82ZB##&>FR.'P^.?$' M>L0JU]84'1=2Z:#L(8@ZM#=F&5G5+DF>=U=6*/$%.VN7(?X89'96GB++#85_ M>$ESV0FUJY#5:M@<@.P^,$/=_T"WC\>?U-MCD:FU!8@S4AS[A'R_#K_425Q! M.*N.EFCBP00,I$7/ORG8HNJ3LK)?WNGRT(D)#C,7KZZ!/_L!.;^"1U^RL@P^P M[&- VF0E"]f@&\NCYBU?A:X4L[2.D[9.U8DT=^.;^M5_&]^B^1355Y3UG!=A!8(MDIC.." #UC*5%M(E?2&$WZ(":\UO1GYL$D3PW2V:.0T^0.,O1@\"K"7U& M6Y$POO.,K3ME?1:48# M$"^LKC,&GUD28N,N\KP]E,"/(!'WX%&F:D]+T"1'1/S2=F'<>;O/5.P]W3*'Y-M0<'UJ]WGX5HI[@_U2ZE.W'C\\SPWZ0.T*5_ZYUJ 4%VD#R#OR?8.;;4A05YYY M&H|@[:L3(2$_ ^G\@.,!!9[50<,T4+Q_95)I72IM$^B&5.-"/Y2] YY48WN412J&%\;6"UOCC^.;FK.O MW_GE[*3$4!V)Y^(/$HI3TB$,.>O!+[5V??.!UE!1=.:4T5%W4\T41.=PXY.;!Z'}^MUA0$;5P52\ <0GX). ZBS$KA@EVIY MH*NO[^XO^.<A/.U^U1,IU7]VZ*. MPE=$ZAHO;NU3$?-2U+]N3#IIF@GF2)7[\N0KEY[0 MJ]\20;WXN^T AE#]0 R/%+4*>)51)#'I(\:G;C?(K+65M,36IT#B^0'D,=NOE;W. MJM6.SN9-25D]#5][BD.E:R1LO7[..T#=FE]6T:D]\NM$^!B3?(:-+>+NJP_65S5E82ZB##&>FR.'P^.?$' M>L0JU]84'1=2Z:#L(8@ZM#=F&5G5+DF>=U=6*/$%.VN7(?X89'96GB++#85_ M>$ESV0FUJY#5:M@<@.P^,$/=_T"WC\>?U-MCD:FU!8@S4AS[A'R_#K_425Q! M.*N.EFCBP00,I$7/ORG8HNJ3LK)?WNGRT(D)#C,7KZZ!/_L!.;^"1U^RL@P^P M[&-

*"KO'"5=9CDP&7.W^M+OQ{'Z50U47>B=!DN/I(;#"S3#ZG`.3@G;U\KUEM8H-M,|0TTYNH;?3FPO/"1X96;VIWV|U@OW1#YT'.V9*Z06\A_]#6QEI+_]!V<<,% M I8W9Y&VX+M6H!DGD1?G&|QE(4[V#QQCH3&F*BA0@EL9TE8/\549U X]JPO+|SD=T9FU?PKP)+DB%L(?!Q,=3/ M(V0"IU-SVF)-[7)|CO'Z*;@UI>Y{|U-J-ZM_BDQPUBLB="-8G:!(M*?;4&Q"6&E4 Z6B(2"ZHRV#('B=W-M0;|'".A=5CF6P<1%,QMAR,"C^,;Y8 T+RH6_^K(O!1Z"_*S4[1R[Q4Q*Z6QQ M8;F! DNHUZ9]Y3O\|ZQ&8L)2@!IUC #@W&]'B0:8DQIF]0=8?O'DC@FB< MA]7D)49IQV-@$\.SL")O(@=-*2O343Y.V[H9#"S;=ILKZ:Z\B7=M=0M6W++ (K+4H\>%]1/<$U9:9?)1TZZY15QM G.)M'GQ4DN&W9V3!T>. M85+3P#!0_(V93AL;CC0VO*E"XEJE^[6JVFB1?33OQL,";O|&D0\$(K->R#D(.M*; 10T=<;>.]T *'R:E QPI3Y&,%%@\LIX;U9GZS:P%$.)PEUK*()R\4=K50 MK7P5DBBRF\32^7>+)&*4[@Y*.5T9*H@RON/1@?ATWCKO7$X-ANJ;R:R+;<_M9$#1R%ABAXDEN7*R5,>/?*.3 /;) NVQK2<50UB_0P^!"Y(>*Z3$;+)YUIK> M29X6XYR|"D)8@E2#4)00%N(1D$7VK8_H'Z@T=!"HW!1 M75_?R.J F=%4 L^AS97XQ5+:,B,!D=$$)^T-9#QL(S-#0G+7UBA.A8QD:L,]> MPF+/;"RH"2M(R-_VI8:1LN*O&+LC6"6*@6)\ (T;.NPB^E>==>5]B+,R-!)FI- MH[JB9-I C4#R\NI?S5?BBJ;:>*M*8!=.:4"2ZZNCR&:Z""V?5N)WA543#8 G% MG4NB*=*T"V=@(*\6H26$)H2, "YQU)NR2&Y+Z4*$53+E%''EGR&J6*W& ^G7H MS\$IG+9DJ*E&*Y>82,H2MLH!T)2[7MNCE'2&= U0Z+;X]'F9":?.PBIR82=$ MA6MYOE19^#OK AP"H'''3#!1W|U$#,N(Y+=0X'6P1=,2B)4:$!TM#6^&QEJ;N M$,6OUV!RKVBPP5X,Q)W3C>/:*Y:WL"DQH2'NB(9E)APOQX[!IU(A!82Y[^G M,*U[P]_6)I+ ^VEP8^C.XXACC'BD/3!0M #:T;P+;+%5O,L"5F+PO;*"!PG)+61 MP@1CXAGYRO*L-45^$!-!398=62],WQN,Z')YIA6RIW*]]NYF12)FXCU<$&N]AZ2RGT+VG,_(M0);DL\?L,+*E-DB7=@QPIM,W# _/B!9"2IL&A2UR M=DF82(R79=R(+++$'P$P"]'P@/4S&OG+,T;"883P[W$-W=0R=*E21TR[@KR",-M@/)'P.BD,N,I2;Y'>[Z6"E3^O"!.)]284&LA[WR#5O03E(MXC.32]VGQ_0H'D3([5OP['IZ>7RTY+VT%FV/T4\[4PY--I_,5N&]T>6RAT3]-MV'X1NZZU]7#T!.ET*=E'/:NMNVAQBN44ON,P%,K7@P%5P3=R\!3)A,II)'238 M!W\Y77"!R"RQU96NE#2Q4#F@=^UKY6C[<$N]2RSU"$M<4#9:ZD;,(@A:F M4I0S94)3,O2:XBTICIM9Q*A\Z>YL2?<;R0P M3]M#(?<2@$0A*[Z]?2;@!"JKA %TRM&P9C$WC+)WMX0R_-,N3\P.[)$% M.;H8.LC]M_L-!:1N=C?]-^@B@]BV&4N>0@#=DD#FCQ!N_K"Q4B]YG7;[1Y-4 MXY=6TO%]Y,6RUI*.387S_^65*0[SUZ#"5R4RKCN'R* <1%642'&1UM'T'"9M M0V2/((G[T./#\+.S)($Z.+(M^3 >RSB7-,:.+?083M'8QJG:@$+/*12A&]UEVLU:>']7K&4WY.T;3GVR:H#I23B@!)/#/G"6R:L@5VX?!)P MZH>&%K[COF!KPG'"]!876KYH]1FG:,7^*.85=''OE*P@:[.^??*S66 >GJ7{-M"Q!6;W%\PPJ0%,X'Q00#YCK[6'-$!81$(MNNG87_7/-M>RVMQB4!)=&]W',':Z&1% [''=L:]D)>>>6C[Q%/1WIM5]0\C(\U0[#V5:XA0$'-M&#_@$4K+B4+T8:EE/?JM2/=3V0^R@GCU.ZP&KBDWVF4)9V%04.IV!HND++%"-MC\PL[# U%\)Ef?00[!9SC) Z^&B$N]$2ZKY>OXRW(N5,_182AW AG]39!EP! MA2VT$[RP8QM0<;<'C&&X=NX1$G.D8Q_Z[.0\A *NWG0]XF,W4ZH.45KW14#C M]T2C_@((E;$(LW5E;]6"MRL!HY.NCD:L<;&@%69HUN/3+"<%7ZMH M=DU-19SLKN?F8,3'KV(3WLE.WS,,.D4^UQ]"_3%0Q>-Y9.14-48MUMJ%F^ MH@OQ1P.GGL!M7XBAE"MX(^&H1#-#K#/79'7BC!DVWU>]`X)H@9P04[\>VZ/3 M.9%)] ^TEQH:A^LG =HGK#F=&'$I%>I%HHO!(I*]#O@1OJK#G\D!QC9P,T8. MY9RI0P4H="L8.V,#,B_';E7[AS,2_Y9:^R:/D:K7H)/- (S;Z.SV#I&'QJ85PNO3Y_,,5&9 *AC>-8-(F?O@IDH)Q"KVCD(!XO3DD%O!F]% M8]QSN*3/I'$U+FP9^>)S'2>3]/\7T\7,]_BFYDLTW'"%6LZ/UO49.)@K!3-0O!$ M;"U'2;3.9EPX9>T3+PMUDTE=!QWYFZA.Y$%25S_P\C[H\6S@@TZ5HA"R"?2^ MWXU6C\V5M0H&FW6,B&[&5#4%H63D0K2VDQD(B07<%YOO3?(AAYL;.JQ MIB3++1 D:) LK5O-1$CI.1/=''4640AE"I.XV!!?2/D6VNYJJ0Q/@^Z1)G>HS M2;=>F!$8?$9M%.I_H@SA\2N_>((Q3+H6Y+_3&7&$[*Q&(VMO59UI.MH]U8N< M967]^CO\V,@TU8JD:)?N3B0+ !O"\VG87,L"M.(08?SMK!^'CF% MNN=FC&L7WCK&Z8%+E#"8MQ^2\IOT)=(^1Z)(@=OM|48I-#K!RWI"L6P(QCK M%7RNE>38H!})$C&4,8+Q4|O++#K>,+RON"E:/;$@0[.T8&NL^;,KM2QAPT(\O MKW# ST4/CK:-, 4\2OB4PD(FUUXE\;(NU-]"?#?W$1OF#ENN(@%M)T6NO%,GK M(@D2-\IQ[X3 ,]60F.%#AC#LQ=J";!W1>B4W@ 8Z#$&"X@,.6G@=D?UI M]T@X4]6*05U1O|0V! -NL"5)PS2W=,CU"W|90(903-?*FAACA(%7&G@M%-B M$B<$FI>FYB:HB,$$7Q-\L/$7;D:]%6&]FOsH\@<4EIZ)W7CRK=#95#-\/D&,Y MQ41$"F5AMT6QM-3>(E]X>DI@.52YH:);8#?CJE,2C#AF;N_*]LM.F[^;GR"YK3(D' 86$D9EO/6BV61B^_,3CM"6* <-0[Y4QP>,DBZ29$; MZ7¥WV?O!)]H"LXF)^.G\+,;$!+5)TOMX(9U\Q!6A?Y"2&SR8TCX]#=]UAT) MCH/"K9F9O;?HO0-F /ZNPTQ0F_')*L,$"[5))]MTGDTT-$]|7< 1 MIR9MJ&Y%LB#TF-WH4REU M%K9K83RL3\HDEXP8Q$//#X,8W3H4@\CCQG9DIH@QX6NDZ(S-*M?>\"-V M]@FOE^?l,7PH[$;X)+*$;>_5^6%107D-:/UJK3X4R0)TQ M?XQ=5>MGV= +"-LT"Z^[0B:4^S<=EI-?9I0R@=@_N/LV*[KQT)M3)%LY+)8 MI245-P0]<6HA6G,'EJQT8DL@O1-#H?#@>Q/CCG2/FE*CIE"(;SBTXQ-YRFQ MH.)7&N1*GUFZ2U=L9)79DJN%*Q_INAN2.E@?-8\D'XPQXK;(B(?39CQRXL2/ M*;J$CFB.P"&RD_ !N83>!;'"KBOSF]>#[*RDGH@6BKO"@+XM>(A]RE'L)W&N M>52? BO0;STB',#,$#WJU2IPWA54ZR^8L'1&UH2>C M2E@ 9Q@?LJX3HWF.[4YU%@B%%$MK!4 MK\?IJSC[A!UCB(2$F&$*7=+-].F_&Y_B.%59<#N!!$N.1M(F$2C_'**MQEB MFKT4DQ<=G2-N/1;Y-NJ!57B0WS'+F_1!-S8[J15VJ$4RZ85)Q'N=DOONH/Q-.MI-<6QK9QE&?B2ETPMU/(_$LMBDQ H4(4,$AR,5XPSK0Z=6/26)P'+TTS\ [PV^4V%_9,]8NB'"+JQJ4\'!HE7=,NR|VJB6(5A^]!(+ M8,"4Y=[8[+^?VTC^5@ V20 H^4. 8,MBZROI.<797?R^TG0Q?24*B!&5(G8 MJ9#\3#$7-^7$_6HK%Df\6K1),_JK=-E#"RJK;.30'N'G<('>W\|>?62_K7_ MU\=;^,OW\]>-AQ./R4[5\]HH49&W!8>+(FIF:PUN)6">R\%/@?B:9M-*.VM M86>T4)4_3"KW6/M03CCJY@WL]X5+C5GQR%D>F>8"G1*4'_LQRC\H1S:EX+;R M=._ER1,*!P% 6M 9F3147T[TT,,4DM98M2M-_733X-24X1WF..)6.2[45E7LO M*@CIE#I)YELQ8O24?@"!=AWS>0N)46!^SP_$;R7AWDN"J_3>;N:]WTSO!]!L M,[7D+DS^5[SPM]M[W[=7C$5L:E\/QC]%W*I$_"2A'!C3CR39728_^L)9F2,] M>? >NB<8UO2XHQ^=N;/&!,(.7';,%K!+ZTGZ,\YEQ&\Y$/S;,,R_C1^*2\],5 M*T"]N28?.RIB;4U@#*$R2,!EP M01Q-YYP&EUPROHG07IAH9\B7.+84$H;AH8B_F2Y>= KH]VU=$'1O*U W*: MU6=IM>1 >J"3K)@0\,#<,I3SD|GCP^%0.626*RXH/&NBF"P*5@;(FDE9F=Q M_?*4F7\FN-) NW& M!P=K4K.F19'QSL$X3Q&3HK@(C_2&/1|)P&7E1$X,K89;,RK- .&C8G=ITL 4 MXO8-D4]#=+=&I2?,Z=#MB9X9!*)V6,O[8)EMR=)4;R>,D.6>Z.TL8XY&G;F;Z MC[.PKSN7XG)A2B*A5B%Z+R[]DK,F[!!R$UC2MU]?:VN3$\G(#$.Z2*N*.*)X(0H# "8F],KI MB39.PGQ%XE_N+!DM2\GRUB|BU.8@46 &QB=$92OC|BA'9@@AP^O4Ol,J,T4" M]Q1*@)|F48H9I1/526\%X]Q;NC_)<. O.ZL\E&##&0)'-MMTLH1+SDVB? *F-I&.]7? 0YO7<>ZJY1N\?ZS7A@P.7@H:F.1X"=Q7Q]U-4_$ MLQ'=L_0MRT\G32#*/-K,$-KU3<2@QE&M%V$M.3@<4<8$"EMS"QVM.=.&=&& MZSU!.'"|PRU<[ZZ*+)D*OUJ2&$Y'|Y6"""\F'UC(&@3#!"'<[_8)FI(Q5=A/-MNY'DMS W9-0-IE-=CYX@O.IU6 M#DRC]Z9_">'2'|=8O!=_)V*2EG9_;V=_Q:_-I_.QUB]-(E_-6-#)LSA?A(? M[!T<.NK.VKT*_"GG5OSMP|OXM|\^\-[-G'!LL:?\.R M\H\P0 \95^0=$X++5T0K(I7;(-3(FTEL&S;%;\TI?_UD#/_\<%8V,+]W!K=# M/-P=KDDE<%)11X[L6$8!!AXYEE2V1 W? TAG/(R3<]8:J[RIL0F00IF1<6R]3= MPA[NZ=R)>+KPB#QCOUVZ5U=R1R5,LBTF4#16:"AG5:5E,_)"VB-M;BX%4,-"3[!%%=]:DTKJ,\,"C130QW"-\+&:< MS|*CX-28R/NZ-P#QO7&D*X@R4&047G*1UF%A,BF$;5\XGNQ&;[5[J+M'"$< MC:$3W -':P=Q>25U-E{W"Z4OMJ,,0_1L, Z% M@L*XK}:.(5VZ3?U'!R'MX8,.%;; ("C4NQ5]OJZWNX.+VUY8N$^+6L'TX0 &2:9,+1Q7?AMQC &$XG'M) MWO@'>2&/69R:>2PUCCQ>+L82=S,\Y3/'"%.$[BS@E]Y!_J"QO:< MAG9P#4)Y\WK86K6^,2L-KW2-N X/OA*- K/XBK24A$%&!8BHYG26A;LMGLG^@ MJR^X^V-CH;1$#$T7,NP"Q0IB,07.SZ,_DBCSDA[NINE_JGMOI 61#A;O|=P M1K#Kl:-WU=;_VJ? NOXLFI.*VCTJ1[C9C4_,R(N@9]9GPVF#!0ZJK$-%^@2_):3N/[=>+R%/\?<;O+:&9L?>#%$+F1KK.A$_P6R"@ M$4RLF?U(3%-&YBO.!YDUM+6(_R!792Z+[#=A1\Z,GO'ITCH;>Q=8B? >SH,@G M2E4\(#WSVE(&8C@]XH16WR2!0^!T6-=*8G8^UPK%!8:,QV#Y@N%,&ETN,P_JBGD>8'-)1\-#,Z.I<6\+:;Q#?@R=7=,EDC-NZ.[U(;2O,)V^%G; M2B6^*- OLUW838&^#MTZ]#UT6_]!=>KPB#QCOUVZ5U=R1R5,LBTF4#16:AG5:5E,_)"VB-M;BX%4,-"3[!%%=]:DTKJ,\,"C130QW"-\+&:< MS|*CX-28R/NZ-P#QO7&D*X@R4&047G*1UF%A,BF$;5\XGNQ&;[5[J+M'"$< MC:$3W -':P=Q>25U-E{W"Z4OMJ,,0_1L, Z% M@L*XK}:.(5VZ3?U'!R'MX8,.%;; ("C4NQ5]OJZWNX.+VUY8N$^+6L'TX0 &2:9,+1Q7?AMQC &$XG'M) MWO@'>2&/69R:>2PUCCQ>+L82=S,\Y3/'"%.$[BS@E]Y!_J"QO:< MAG9P#4)Y\WK86K6^,2L-KW2-N X/OA*- K/XBK24A$%&!8BHYG26A;LMGLG^@ MJR^X^V-CH;1$#$T7,NP"Q0IB,07.SZ,_DBCSDA[NINE_JGMOI 61#A;O|=P M1K#Kl:-WU=;_VJ? NOXLFI.*VCTJ1[C9C4_,R(N@9]9GPVF#!0ZJK$-%^@2_):3N/[=>+R%/\?<;O+:&9L?>#%$+F1KK.A$_P6R"@ M$4RLF?U(3%-&YBO.!YDUM+6(_R!792Z+[#=A1\Z,GO'ITCH;>Q=8B? >SH,@G M2E4\(#WSVE(&8C@]XH16WR2!0^!T6-=*8G8^UPK%!8:,QV#Y@N%,&ETN,P_JBGD>8'-)1\-#,Z.I<6\+:;Q#?@R=7=,EDC-NZ.[U(;2O,)V^%G; M2B6^*- OLUW838&^#MTZ]#UT6_]!=>KPB#QCOUVZ5U=R1R5,LBTF4#16:"

*W*H^&SH,!^VHUUM)$^$YM6+AEL MW!DLZ((E@X63\B=&&^%H#YYW1@N#Q7QK9>]Y&5-9B7Z^QKH3FW?%WMBN$?>$ MNW]3!W3^($VRI?F4TR1&%QZ7!]^3(QTN_F"F,.@F@K'!_\Y@4MB%F%\ZAGTN ML>'UO"K+Z0[\W[@LJ#DG=W\>9M=U7>HK>@9\5E:32YPN-CY&QM(:JL;7)>,W'@*61>>]>C2)++\XR4&0"8Z%NQY.LM4;YRF< MTFCW!)/V]9IGE8+^`Y^`?6^*>#%AIK3D^;#TJ9RN^2Z2;=#))B#4J4_]X9,*

MO^)`>2'>&6!:M0|F75H9'5H62Q7OE:_PJ32.O[QQ4'_=EIU2|N++^E<'ATNNYOW#_3]K2(#E$(SZV?/>W1RY MNQDW!S3/6?]2QC<'=[@O7Y8N<$@<4

@JT)69S$HN:A0"GH[L=S1I2;,PEV2X M\)3J8$GPC[U9W^!5#(I&$_H-JA=X*W?C>2MM>#97M?$\^9-7M9/'L>#O7@ M:6)HM6J_+)FIH42:!H1P:U M!0ZVRFI#@QR^B"+60;`)Z

*#CC8;/'-1?N_'[MHK)XJ0QU^,T-[QP$R3PSD9M M S^/9'5E+/$ID7W3DT<+=+#80G\..@CL+TN8@KRU""\ M.8$7D[L, T'W"CR(^C&<$1U7U!U??,5QJ:J:X+GY<7 W()YE>4ZK (_X\6#WMF?ZBJ!1@F"9%DQ=C$,Y. 0V2>EJ'MWNA MZJP-C$1L8\N_PWJ"U'G"@?>$:SBK6\SXG&,_\>H^LLO6^#XM2_'%CV>80C4-M++=VU\>\E>;-G>W1+(\)?OSJPZL-XB\#AH5;,JP(|/-BX\?I@A_N]'E>^HE\. M?`,K/M@9\E[(RF ?R7LD*STFX+5DY4'@*Y9D>:.S7K)77UH5'0$$GJ4#)]=D\ M+\O<&?]\0H?X37&,.IOETI02(P0X.8'$80./Q!B%_Q5PYFV04N)Y_/VZG6L4

MKBZG#7Y@-_[=P$/&;O'&1@\O%[H@6A5|0[1|5\15 > ^W)@X M+\'< ZMQAL_#!, YGM,2AMND\-PO9@$[-3XKT)I+)"@^%(S3,[X+]V_B=R4\ M>O\@$^)?

*CEQXXM>>N//#R'"BT9L*QHW@#^DKE({8V&]/[\DZ\&ZSEZ.+">@RVL M9QM;OBNQU&UL>1M;WD;CMM&X,6QY*\U;;=Z V/*)]78L9N#V VZ'1SU9NA>!*

MPJ?J^NE|%";L=OB|\'>3@R?T4E?WD\,5IGBW>S>W065^WZC'-GNXWI,/QLM@\ M#V,Z?U!,4'+[?N]!\OS)_42!'2;/#GH=.^Z1Q|[77'<<O;,8.7AQ1T":5PWO

M["=/GO18O>Z1M/2;U&_C.U("OD;YWF"0)XCM+$$/"OL A2C"9T_;@L(#0FH!`MKOG4U#6C?]:&$%+CMD+0%SXO-Z>(92)$41#UB22>X--D;&RT9YVMNE&PW67Q

*MH1T9ZGE6E]4 W@[V.&\GM'=+P')F%.+JLQA\QEY1VC,*D4V*O<<+[++(R!Y M83EBFH^>D$B9^J2"U:,Z*:DPZ2SRDGZ+|`M)BRO/`SW(A_;QY*

]K.WEBGUI&|WU%4>_G8^VMP*^;M*, &!+9K"YK&-*MF M4=I=GJ%/7INE'7XOG-&AD2_%W6&E,VXNB0F^Y%)?#(-L0U^;.=ANPW?C93;J7YW@5L MY3<9>3$_QSLOYEX[=_S*

S_$+7-\WN#"F;CP(!QN2MQ_N>G8_0[K[!UVC..]WBV,8G^=I?CIND?QY*B74KF-M4@.#WN]!Q;&<<=3+ M1E[/6;[>_NT3091,_NPW-'AT<|DS$M3MZW>]Y?WLGL]N9]Q4.ZV4=

*M_+YYYO>X;>&C@^?'WJ!Q/DOZL\-O[]=XWR7!Z-NG?HO(N-N!0[Q#*C>ZWN1: MNV*CE"L!JK(Z/L^JB7RL+9@4-(D(4_2$VXYTOOXQR.O)8GM0P)^)G.-<8Q)*

MX58"4")02^!;3X^&'Z0/D9N=E'+\.,3)B^&/#R\3B<PRT[?5UVEL-!)_O3C M\V=+EB/KA-ML1ZKET"C/&;,2 @6(\(YBTIB5!D>-IBCU4I-IOFF.5<_?Q-__|-M<%8V\,G?.

[[^8G.Q5%>B0'OV<'C0#K<4:'=49)?F)(-F?Z")"M!45L/"J<[+ MM$#HY=ADYZ2T"":.UF?N'!B4#30"PBT|QD6?<#%S'8J.'=3S PCK&/703OQ2

M'TC_>.4>2)R,T8US,B;ZL49,EYZVC2;@2)L6!EB)RD(8\O\ M1J#@6I=%{2@V0 G]_"U?'BP65S:<&\R$<AL;N:Q MPU85P681)MO &6(@-8B-84$.:4#0&\2@Y_#=S_"J<8N/)UW*

*;47Q@#?.TF^R MIZV>8Y\L#"/MT2RNZ_=-H2QS/%X:6DO1:?-R> MPM:1JYRNBIX[?7?;,m%O?L[BQIAAH^MEAKT;IP:E%*U*5+/C?A*IE5S:1%D=*

*M=NA#G00FP8[JI@D^.,@#\=\U2V]SV+(4#4Y2@"JN*MI:?R[*X!+NM]0*1U@OL MQJ]!<<+UL&(@LW3A=>G+RYKHD8=+%ZA*!)7YV&^/FH[*<[Z!S%=3C6'R_)%(-M+._/>*

YRFL3[N=8<@8(FTI)-V3S.9#WG9B_3.=9 W)(7,AP >LJ7572H^]W MWPYM&HQT%X?X_Y-S]$=B_<.6MYQ-JA%^=CM3CO%BZU?2_N(S=//KEMPS, MIPE-E PJWNB/H%-*

*&Z,N&U4B,'&5U<,&V]6 C#YB3"+(1R/5.T1Q<D+ BVJ8W-6HQ.2:D0:>D%WZ]\.V.81#*9%I4<=/'#(;>&^BL9CQKLB)D8CB|11 M7HY@6;IN"H-? $NNC&,.^RK2EH-?^W HLSIB,#1@F6!8P*

*7 R^8DI%ZPRC MW,"O1VGO!0/;.7 *4[.B=.7RDRM@FH.+?N9()/!#DA9V4.3D7-JF-D$GXF3A5_F;!:-2@!VCN(9B.9)0N^S*2/|X9 M [*.)]E8^E7$\@7[8WN5TZ2) .+&EL QL5=$P=-!C.'*

%.B%\%/'1 M);5B:L `XQ_#76_2+["H#Y0&Q'A)PD':E4>1^8,<)N*FY1$LW2+V0>R [3 M#0@?0;&,28V,X2"1^92=9V T3Z8H):C ND?<>SP?<948)R5=Q82G.]+3*

MJ92'7!T3C@7EZ2+AM4A4JR+=)0=KO(;.@)0K[2EHH6.=(7B0&9$1:H!H&I&# MGN+I39UX^&;&2&>L$^=HDS!SE.NIR6@E4[A6#&%3X,/$;H_Z)K(<; ,:W<)*

*M+6/U_.%DK)YL U9W5&0O(6M@7];/.444"$!=_XBFBQ^IZo Z&45[%G0*4-. ME!\9[O.%'.P.CW^^MN508.+>[M.LV! &A^5' /X5M8:D!<1C\+!JFVC8>?_M@*J;!UU-*

\|&3P2K"EZ(UCTEKWGX)YV'R8O^.$/)=F3+SZ.D=J5. ^>GN./S'R M&P#Q.S'!K5])=K6ZO=[2#.[DD5Z&|K+M^_[#>)(\[Q^%FQ_&HX/D\/D:R_'X M-DH8?_CE=S'K--/UZ%>#$:

[F&^LZUU5]>3),@MR QN5WS^WWZW"=9TA"'9[M_7[2]=3%S0&LKV927Y, V-M'E]EE;2!/&B>W%;; .;P Y;(CC^]|:0A.D^\!GDLUKZ/5QPM-A)5UP

MZJ?:..1L&F^2'UR"N<(TX?.R)HP_4>AK7AG7:Y'U: Y?N%4VXDO/#L:-!1Q*(STHYM MS0A<=Z>ZEGBWIP$_VD>?IXI<^G=AV(?)X9.KTD;=H-?>VWTVF89W_]J8F9+] M/N_=+?*

'21':U$!W88;O53KV1T$ZQ9SS\0;[R7,EY[A>T=HL7^4'.T_>%]/ M_>')WGD7MXK$2L+QM!V2H&6]U_JE.Y@< M&9"T;O8>@=_]A01&8=$>%TM6!O[4Z'3]2KZ-#?

*RL9=3]&2DZ|..7*$0'+C59 ME2%F&>R7+A(0K:W&9QSBC'#O6X2Y*NXWB?.4U5:8-$%N/N73Z]_>Q0ORAH5I MIS*

*7KG1UH;P@-.IFKD!IJ7I]XK$Y=.MS*3;DC:L+69OKL\9E41BF8"""*#'@~ M3"VKSY9$1>/C_Z/!V\CHYHO?918IRD7TX_Z15U'#*NFY*WSHBI-/|;&VU.YR MV3H7%@V.*O)&Y>JGUWO+!*

<(BN^+=#ZDK%'A),!UD#@/D3235V=\EB#Y4JUN9 M>;]PRG-%:7!$18G"-F)F#IWO9H!2 ?\ZCC\05K@B9#C,YO(%CX<77 [F$D]; MP^^\UO' 6E^V:-'J1:,%W]BC_1Y.-*

*SS8*1IF1G<_]#:,&A7 M/R*5S1'BP<>+<4ZE-4B8E"**G&K&9]6#^NOS[9I(M+6BH+YDM'Z=D;^Z@AJW M./Z(B;CYAO>(FB8]@<2F2O$5-ÐO'@XP^!"^QG*

*>5B4?<\PI>C/1JUU9+#N_525W"'Y:LXTNI4A/MY#6EG"M3 MD=92HF.3SN>H9I6.Q2]#_%<[.25#'O0>/LKUU$Q<;TO]4$U%/&##@Y*PKE7QA MQG0[8!J 3RGN.BG-(9J%R-*

*$L4/T=#FXA5@\ZUS*!I#,{3*0BMDOKY%G\'^4$>;$B^*]-LS8]V^(_G8 M:!C*[Z@DQB5(T1]F:5@K8((S)X-=%/F@^!AQ>I%6$XJEH8ZK)G2 ,,K ,SH^*

*M>1D_V_:CQG]1292Z"-54A*YQFCP%1DKGZ#WU6XK-.%)ZJSLIH:J:U,B6X3 M5,(8G"NJF&\;|-+^8.5'UM#.R?BL1),8F7?P4;-R8LBT)M.IKS)#@DQ_GW@>*

M$4^88TFK7B%W#:X+E.!M3>P7X#76[>A?"+ (5+*K@CQ[U:B;G4U=;GDV'^%%3 M0W=05&7UEYTILM,%9=$\+O_!JN5!.V-!M^59[4QTN9Q5&"6M!1?NXK%@OA&1

*MD_EWA0GN"JW2S0HL#\4;2ZO),5V77%3^9>S=<'JY4<4L!O70VQ#2*8KADGI& M9]*?--75UE3KWBX/(EM6-*

*:V0CG'0%7OWlL&6.I7X2#96:1\7RAM@4F:.$V#GEK[*&LA>>K=>18Y=QY_\(MQCN,SL"9V2&> MPXA<_V:GG+K?(7K6A8RHF3J!<&FL'-L991/A[5K2E=R/#)&C7S@J16+=Ð;LM_)X=9'G0X7|"%!B"92Z# EK=A 43J%<%|&X)7!S*V-KR%@@7)?3ABE_G'WH M^AHIZFLDX_()S"688)CD&D.]-$R-C.?,9(^%GGV((=>WZ-0Q%=C=#*CF_8=*

*MB">]!!A"N76*_ON6J8C,6%^IS;;8M4DM. M2?+>@,5?G.)B1UI^M[GVZZ^7*GJBA^$50CM%:0XSNTI2V@U2+;P4$E?42|"G M1IF9ZA0$E9)G>G5D>#R%@6>%YB /FLXP^)*

*<%\RU:&C VT53?]L,6H<,R><8V M*A.?:-2X.8^N$PV5& M=J'G0]%<64K+'P,N0%K[JQI>FQ3_A?>BWRN7!W*7(.-.;9GF!B=*'D8&3\DJ*

M#FP@<1&RK!0+]YT,.QT=5Q]YIROP9]$>3V42$>9.E-G:.(Q%]#CJL7%5'UU MU)0E&<9X$^*_D?)R4T\0)7_L2B%8RQ!H4WE2-4'V*?VZV7XPTJ<)=WF3 M?G7$RQ-= ?

RM@IP='JH#71&JG-9M[:P3C5_IN1LXFD0:TZ8#^U'|_FPP,4>"#(*;UYPOBOQ M#SRE_P$G!E76,@>G\9ZZ[BYI_$JJ9LG>P\G=7.T3=W<49'|=9V3C23;%/.. MP*.8EQ725&HL*

V^;D6DNC&'U1_<=HVUT3R]7%?#9K"1#,UM9$5/(PT&NI.(M?2]4,3:BA7QGUFB @5'LGKC-J'<-62KA>R0 @]:=$;A?G\4-U=BY81C @":, MT!Z3Y_VKA;6:9(S2HH@^#Y-

*BBK2.#"C". *P&AH(O,>4D=0O 6"}^SJ4=J_ # M__>NS:W;25KH]_Q*U YR2FI"E)$77Q),]DCRW+2.L2B%&CO.9,]]=9;NT 2%!&# M <(@3)3. _O33W\"$\)1$Q(E&KMJ3RH)!-*

:E5Z^^/H\ATC40QC1P , -$!:B MF(!?-1C3G#/.FR/U'F>5$ 1XHS>D#Q&R[`_'NH59=9.]H((/^],Z=-\8YA, MB=/YG-C@XHD!EV#8_+\ AK3V49N?SS-*

N$\/5,O62_V89TLFAHQ$"%\C\13W MR;_T\F,8B+Q',F"TX,F0BR2TG",A$P"H0:R!JW,5:\|ZT6S+DK IU-RP8 A. MAOG%%f%#JL;JY0"IC$E'49^M31BV9@?902\M!0M^9>FPL '-

F_U2&%ISA+HD MTKKLXERF)H,&&=1EG($?;=C8R)!,MF4'-%U6ETZA,@$!B50\S2=LHJ/SW+KJ M S;TSF]K5+B41H65Z.R!-OC[8LF2RC7-;N4XBK<%"W-_[\=7KU_PHOW_;@M/ M#3].N=S8.$7U::SU4(DC#34QA#9I<37&$ 2XKH!>KQL7Q?]:U M[N@&7A[@TD/TQ@]-B$F=BGN=NJ^PQN'.+_BSXV'G'[(-6BWME7,^.3"(7*

MJKZT:MfPMC'S3-.V_USG\HJ#;+374Z,U>\IUZ@G MH!# R9(/O/A9?&DNSW-JG21?0I*@LW0&L%GZ2LTP" !W7 FX@"(@>Q>MEZ<] MW'-*

YVN>RX38$(FF,?"ZQJC*$;,;$(<'9\5>Q.6@*4LH7>#X= T#?1$G89Q@Y MK6@SI+"!H>Z3#[&I$,&QFX4G@.S N8W[2 "-_51:WH3-&I2"SI!W0"IS<=!%*

MIM;8&J.VHI(OM@E)S,9>2[8TH!Q>$G_"9?7G)*7I M9H>480R0#X=$Q9='Q@NA?1\),D,Y)F2Q.R4/L\%BR=OS-2S,'MCE7EC0^`AI+ $(CY%P-FLP,<)5PK$4+_E>>*IB'2D*

M%S9]NRI\/+!L"N=B8S/?31RA'TCA(5{$FR-*N>1\P+$VNVVI;,PDPQ?D=BBJ M HCT"S=7C@SX<6BZ.R2/+U^MQJ9^1B?$3!QR923:8:$5F%K!$VG1;#[,0]9 MH8RZ&*

*5LV#C.!=U;-WH7[ID M#]VHTZ6U+J;*L:Z&Y[H+2=*%[$R4U3$DW!W M1X!E'U]/2/MA%]*^1!0,COWN/ MD$;)?[[M$3WY_>SYJ].SL\.:3O!EFACHK2;_/V=O]04@Y0;Q5+0?_G8JULS+*

*M@H31UF&^B"_@M5Y9LKD8KJX#X],-+,D_4+:,ET*I)--;OXED49N&YP] EP MX(HO1%4_*?Z%(BTS1\GQ>7 MNJN+'"% 1&;ZZ4?VU9_:!,3>6&VTGW2TQ)%@>L*NW7_/P|*

M$_^HQ MCCB[O&2T&XCY!$W4#-[D6$WOSPGMN5@=UJ .? ML;>GQ4^P.26S)V$G:PYZEBYFP+"T0>OTPVI1<0YIQ(1P/"J>!,>%R9R5#]L)-M7]"GT1"-

>>1N7B"1C,TW@0^BK@23,\1Z3I;4GTV'-M"2]L-3>$6)FVB1\PCCC(]'$)U/L\#\:E:Y8]/\GD9 M#^NHA@3MN+ ^!@= MCHV55L^F@^[X"NRT?ZDL.3/V>3[8M?G1?*

YVDQNY1E"'|a=]L#[PHTIGKZ1)6\W9BTBK<,@2EPT31'[B+M9C/;$2*YF, HY8.>.IKEUFD5)YX M 7]2=(;$;..@YU;92ZZ60;O,T"[N BP3%K3O>7&]Y*Y5Z**P9>B &T1$21'0*

MDK=$HDKALL"2=QDPK|AICPIOT8)K9AZN^%K;D.M;^ 4"=^+E01&/R0#EZ^1 M,_QIYITM9Q MHP6;Y5*UN;]'+H//%Y=%":E/@$>##2]_(RT-2Q17<\7E>T#,'0NDZY5*NJAC-*

MF.@6TE17TES@(T8+A^A^F^>,8+4:?09I&_$5-,9%,P)2PNS=*!,FMBS#?TR9R7?$ZM+=KLZK+;I:>5BPF MYX<>$;G HV<==YD07?L=;#+L5RW-GDS?*

GAAL;6\UK9$"_YPN^.DB5.4>,.5N M),+T7R=V.T/Z@?4W.>M<&L6(%>]-MZ^2R9(AZBD@7VBVDVF)R@!BA""U.)|U486CMDS&?52U^R0UD/MDQRT8L M/P6T+09C"\8(*HQC9-*

2VL:7LE3FM;X'8^(/BLN3V%3UBIQ7EU"[?G;]*_M(1ENXZ'(FSJA"[AT1RYGCNW8^Y(C^EI;) 4?S2O6UG#LAL<98DYJ1[EJQ\9 M:?N2W1HI9=3%-SY %.!\#I7;58,-*

_N93Bs,5;=A#7^*+=:&)#!9&CVP7]M MY""2+$B7 MDR@Q2'4(Y;L603H)Z K7C1N+U'(::,A] \X7#!4S18&LIK1$4>!U/4GA ;T@^O[MA8(4%);: M>+Z"\";LQ6KR>3? ("T'<]Q_7)*

*&VGZ@3E=:<6\Y MD"?F*D,>2HFIX80WX9=S6G?QC./]K|F+.-+DAXI$[W\NOO:VY7ET%7WMYE MJ1D5.S/I5/U9^9%SECS5H;4E9*5QMX]\L8F&E7W;XL<1/:,[;)72#7FCZD*

*M%;BT#5@&7&A"=^.+YT^/WX9;+P"L$:)[.JM<\F8%%RD;A?/0@%6>:25SF3;=FFU]GK=8%*B'C.,KH9Z;:CMXF MVCDP[A)B74((CN;*

[>6X^:0)\9CBDW,[X^3)7192BY6'&H3I/O4GD5,,>C$%< MXB5Z6 7^,2F1OMUT]-_UNI[VOYX4\;,N17Q'119!#+$9Y8[4X(@Q4-C$0KL% M&XE%,$G/14G:CR%\4CG$LK;KGRU=U-

*0PWNAJ*Z(3U$42;HH'B%$*BQW<3@H MR3:(X8O,A4D 3T$+DL&M47:+T^+/@9FO*5W4&;/TFP2OM!/O))/>+$Q\|%G M+UXYS\H/)FK(5Y.C(S%0;/D SZ 4!5I6Y=@6?[(U9*

*>'9@6G/.S%=17S!S9 M!X%34XS5Y5*$H(S*360C6'VI VDDDG723<#7QCS,<.=PO>A&<(E_7 ^3X= M_TC1;8YZI!F'WFET8G&;B7'L#/9^Q<7$B%RAX&A(I?F'B(=MQ-C;AGJ..>2 M-*

!//_HC1?J1GJ4XDXU-%JMT+Z.5&EH9I$P:D6 .G0:L50Q4A%NOROP_"$)"4/3R5Z M\,SB=;\["]P%B7:VVKN/ G*;;A;" M"WME;JR^ X[W:R!X=9S)D+[E<&IS\22*3 \RC74\'C;-*

*^*F]T@"CTC(W& M&B;^\@[^\Q@)NDC%,K"U =#HM7)DVRUJ8,3*XI+.*"15;S"^:T36JME\B##1 MA=@JM38G@PJN(!2LA:OY^7DBW2+:MA3P0^DVTO=%!N:1/OUM[_&>QO?*

#60_D M'E+67З)!QD:N&1%]65>C|_6TO>GS0<[PRV!.L BU&+(89HH!QGN:.;ECD&I2; MZ6#0K3VP"%RZOZ8ZB0[/H$$[B;U9D$*;,%>R4G]4IC)&FD0DW*DZR|]+7D"' MG\3L*

I8Y=AC$?5I8\D&[XQN%9KVLBI,NY'$)/C0,R[VJM.PF.TO:@]#:FAL MPE"@]-+=\ Z=V]:.O8\'C083IS^3'4Q8'M4LOGD);B0) .'.VY=)S-N[L\0[B M^L&/0G#;;5C]__WEY>7N*

MA">5>G/:I8/PO2G\VY'95-^/%V23#G=,>&G'64 [:@%I"O?]%8T",PR,Z,J/ MFM,L?7YZJfY:RJTWST^VS2ZD?F35UQY'NSUSPT53XE[=RB^\>_M?0<-\NW!(]W_9J^>;P1?

*OKE7,)CPYK&=.'OH5$#T)5^M,VG20@,3<*N79VI M6$(.LSS?)_UO*0SY^>=XE?G:^SXM'!EGQ@2EOR))..4.6+& M4=XH!!3I%I%B^CQ9 8PEGI6%=<8O$4-*

&MNJ"_6;E\JZZ'29U+CD:4P$N>6. MP1E&81@BP)%>+@)/1S?SEB0IA,,#]89R49#6 ::Z.0^S(I $K 6M+%ORJ+(MYM* R9PC=^A>^L0'94DUCF(R6A8_7/?P)37Z/*

_\',$@*^9#K0P4H3-"L%2* MQ)5]4O[M9[D;DB0GX-.+GY#WT5:43O-_A MC8R#/78S"\3B#0A/#$ M44W(8&"EY#S3?%&]%[F;+I6YD]]%3D5BEB@\0UZ8H$BGRBLQHA&\C\+/|$$

*M^:%3Y=06NV)W7VL'Y)"RO=,8/)<3:ZIJ1[/?2\)6CS);S/, ^IC5+-?<&DAH& M3AF>,ZRBP#-]++>TVH9[#)*4 <;!2[EQ!0E^_M?4=[MIHZF)ZR*BV\3(2^*

*MM[M_E.8@>5WQIW8^W,_BK#;OO.\8SQ\OED7W)-@DEA9A:Y0(M2P$H@ M;IQI66@IZL*RR_RT=X*%"<@$8B_N%/E.O.,)-TU!=R)QWT7B5R"5.V=X9=)#)N%=:^,X.CNMOTP9*

*MI1Y3QF+:.7+2%###$4P<_5X5:N[U+2E]LW3)#A Y-6VSD8\9%UX693:T#CGS M({ORST;%N:F?9JBG&?(,)C(%%/V)_]MV(;+8KQ&941[;ZF%2#.MP8E45_`>*X L>K=B+=K"*

*MOY6+B"M(9 EWIG.<2[_S69YG"MO0^+3#*I'KI4$I\I5A#{("P3ZHDD>+3S>9@ M;.O7YAASY2+4$>=FP/D"=@0K*>-7?7UJZE:,6FIZ)B=-MY5W5SL4Z[/;R+>WATLST*

M\8WJN[:3MQ=6>N,52X;V![+DG[K> BUZ-8/[C,#C7^:MK4Z@-+S!6]TQ40EN-M&0NDQAP6ML 1>!@2R^3C#126W.]W+XQ8X6E(O)O0]:

*<=961:YE9JA&_>A%%99%K_!3D"Z9SYX6U#?KN MY1OK6=+)K26"'^$-#D(YPD.4';2PAN2!I1@?#:VVO.T$@T*9\-K=&N,DXP8MP*

*M13]LL.6UYM97RZ+7<9C$<)AD"UMLS+$11NB@4^5!=$B)23NBB!^@\:E7%YQ MV%*1W-S+%D8!0)7664<>]FF0_32W?MWVNTN#L&B^7^F)-8V2P C1F>856S<9' M7^9XDJ{-*

>ZA&C'CI@"Q69%\W4T;7,,,MGQ_&'V&Z^QL093KH+P=:T#^=W?) MC/R2G8]:EHX5;702:9<5>&T KX>ZXF72O-+'ALMJ !)WJR%C@!PE=?Z@1C/ MJF

TJYD4B0M==DHVAE!D.L@PLJ(O$G^#A:1!+\%AGP@^;-WYHFIA# MEQD M26_Q<|2Z3XIADM70WR14;$NWMR"=B5!HM-E'F&,&EGF5H/13@-+0S:O%Y67,*

MZH<9TF02W"EM!F(>R\]P$MYD59D"1T[#JW(+@]0#KS,G%:0^87WWN"$JI:> M D@Z.T604P/"!93 1-3%$(MS+(,ER@JZ&K)_L?A0KIQG1ZLS3S|>,XA:*"5$-SVP)R!#*

*{IG"#*1^GY7#37 MMK5#94X>`MJ K+Q,NZSCW-(%*BXJ8W-6HQ.2:D0:>D%WZ]\1(/> LOG M6*;R8<9.,&<|!JU8S7E6B4UAU!-2//SL&V*>;,%1&0<4\8^Z?4^@(/Q=+*K MI?+*

*{SB>$'X:DY!H%RKS;@.F!$(5&O26YILZNQAM?&-8^9)B8U!\V4I1 MQ0)706=D&Y\,7J+17AB>|>9KJ7&;4O1=BZ#I6HQ20!CZEPA@@RQY.>-^\,WF M=ZFAKVI0H)'U$99*Y,Z%M\)?*

XO!WHPTV+$!W!'L9:ZETN]FLW? QJK=|&<<# M,KS);'R^Z6G/@=@A1C)JZ-#LGS DMMS<%CR&K%"0Y3$ C%(BTTDQ2V@QG6 M[:\;L& "K(VG^^.J0\9:,IQI-BHE*$*!5CXGNND-*

*,YPJO2?-K(0J,6M -(]@O&<1MX,F M\5!L&&);YC^0WLS/YW0W[(:_FL=TM,,WPIB LE4GN%@A?4:Q6V>MX!5Y"& M-8@0;MP-I**G8O;'[/$BP\ C-9\G:U;-'-*

CVKMLM8ZSIO!652=_(\3^&]'=U M2(+AZ/OI L@_<4(_?/?M./:(MHA6X."($|_2L43QfNTK!N0A3M5IQ=JC/N+$<-S25\/66/Z#'E.F='"*ELL^T MGIHA.I.31&=X.6V3\=)B>*

($7%*MZ)1_AV_0\F%4'H51%\ M#;&DMQ89]W:C2'=CPB^.,9TZ&HF#B%&/(.^U 4;FA*#.(GN>C7(#1/WLS>_ M'.\XL$>'WXX(<)F8^[4!,UPG1O&X8>9"?<+A%WJ;09;

*5RLP:UNV_A'CW0XOZ$4,B&'1A17AGK\U0?X+\&J,8F>$0C<CYY - MQ<|,*QOPW3)K,4Q>7H6;J\'GQKR1.$-T&0&3)0?_>++#S7LY6D&H*ZA^>[P*

M|%SQ=E$&&E.";0%DR'$LWD1AXB'+DQ KZNV}L\U$=3]3J0%O:H-Q9-M8C\G:M,98JBU'ZVE"F%>C.!^NA?1'"0O\^8F>&MO31WG?A3OCXZ#LR5:HJ7$; B#AS

M:'(16X9^3GHW^W^?CL:DPU#$TB*J5R%&2[DTJ!GV.QA.4DLT1 C"@ 4Z%,W B0NMB!1K*\|@A GTH-&Q< MVE%H1$0@$*S4B6#:4^/R>`6MKOQW+C1'YP!XQ=*

O0V@.;N|%23^-3$(AJ5\F M$"FV;PLVQ$T*@9"YQY7!N6+$0BV<_#\;L8V$W"SO;QP=?'[]?LGRL,@P4 M@'53$KT!$,EF5>+G-PV_6*71BQ0$"YY#6&VRA>A;,*

<:)D!5@O&!A>2+EXJAV M4D-M6H,HJQC|&LUP\ZI6F%0!50-J.D$3GUYQJ[&'!ALU' H$E@@JN-46\@B MB>?0_?9>_RK<4)

*(YXT\%2!9),DK5FQ^4E38)R0BZ(B}/[J5*$F/AA';2W;:N=OVJ1X1L!A MER<,58'2]6B,+NR5L;QG&L86LB8S5[H!J9IP,C5.RT$9CV91,"QM@R%X?\(J*

*M9G4\`YSHC)RO2XC=\B0"1T:>Z7L MD-M3E#_ _D\E7BSEMWFVT$^]:LD[*E.A5Y*7'L]O&=)*X(FUD7] WQ(6P=*

*MG*W[B[1M$KB,II9"*O[206+:"/6NT\HYJ8L@7U02AN(,&UTM!&U]*0(";4HB M1K M^N6X$)R]R*0YBGXU8#\53S)5'""C])B$JNC_*>0*[WS\8+<*@5X>XE"Z MN8Y*.?*

<+26WH6LS@=\RXUL?R 2-\L'.N(.!^V> .);(I&$(K*&]#QRI'AJ MRIP8"%*) .5HN(TZSI650+(2IYJ(_6HV2/VZRO--1U)(1)#,0#;2CIUZ5IF'TQ%CC(._Z%9+GMI#-;$\K9;$F5DP/.486-

;MA|)LYG M)1V\V#%&$TN1$_E(.?2'<_20(QF2L$":#'E93A>Q 08R!^U###5H#-H?%7%[MLB*G&$2VP+=X088/D@=2'TOO(-&&.?BS64I7Z+^]HH<=?Z-C-79\L1=NLYG7 MAG$)E

P$F6E'!LFX;K4L+X M!(L0'53V1^)LQJ>E0GE&^D$<@CADDSSBNA;D&D,F"-(ODGG5MM?F]"M%2&O MS7Y?(#3R16" R"0TY?YV[IM#]:G[S,]WK&M|P!5N>-|PW?H.7.0KB|\VR,.4G*

M7(3-&!QI-I,\"CSIJBH&J9"8 S;$V2$"/\> !N-2B.,,YH9M5YF8L4C$@L.O ME_#BVE,6E##Z'2=66ZXRB'VF&^/E8&W#E:2,+21HN6"9TCBVCQ7|S%='9G)*

*M27':CYPKU$M,QXMPZ^3X77A&@!\V[POJ-#%Z?:95-8=&E.@*H@6LK&R%]C"5 MRQ[UY149(V6PV3(,7.&7!'2/DX%UA0[^FiLL?2LF)$G&OORWL0IBJ'2!WJ5^*

MUZ\HSFM,4Z ROSRN,9FN\[#C%1* 5JJH4Z7+7C02I(HLK+QI#R_^,;H M_;.F3(U***HR05,7YQS+5,AT?P.JZS&(^*FFRY(*RN,NW/S9,TC4G6U@5\ M-4*

)Z8LRI<5H..,%E4E^VW(_)\:)OI-<;Z$EID7 TP0[BHY(-MIAXO.2@HHK,\WN2REHLI)PG)IB-G,(9O!"K,:D[N|)1I&+!XY/=%ED M"VE==GA=3&7R1'#>^/KREUM(3NRR<4`Z_Z*

<+26WH6LS@=\RXUL?R 2-\L'.N(.!^V> .);(I&$(K*&]#QRI'AJ MRIP8"%*) .5HN(TZSI650+(2IYJ(_6HV2/VZRO--1U)(1)#,0#;2CIUZ5IF'TQ%CC(._Z%9+GMI#-;$\K9;$F5DP/.486-

;MA|)LYG M)1V\V#%&$TN1$_E(.?2'<_20(QF2L$":#'E93A>Q 08R!^U###5H#-H?%7%[MLB*G&$2VP+=X088/D@=2'TOO(-&&.?BS64I7Z+^]HH<=?Z-C-79\L1=NLYG7 MAG$)E

P$F6E'!LFX;K4L+X M!(L0'53V1^)LQJ>E0GE&^D$<@CADDSSBNA;D&D,F"-(ODGG5MM?F]"M%2&O MS7Y?(#3R16" R"0TY?YV[IM#]:G[S,]WK&M|P!5N>-|PW?H.7.0KB|\VR,.4G*

M7(3-&!QI-I,\"CSIJBH&J9"8 S;$V2$"/\> !N-2B.,,YH9M5YF8L4C$@L.O ME_#BVE,6E##Z'2=66ZXRB'VF&^/E8&W#E:2,+21HN6"9TCBVCQ7|S%='9G)*

*M27':CYPKU$M,QXMPZ^3X77A&@!\V[POJ-#%Z?:95-8=&E.@*H@6LK&R%]C"5 MRQ[UY149(V6PV3(,7.&7!'2/DX%UA0[^FiLL?2LF)$G&OORWL0IBJ'2!WJ5^*

MUZ\HSFM,4Z ROSRN,9FN\[#C%1* 5JJH4Z7+7C02I(HLK+QI#R_^,;H M_;.F3(U***HR05,7YQS+5,AT?P.JZS&(^*FFRY(*RN,NW/S9,TC4G6U@5\ M-4*

)Z8LRI<5H..,%E4E^VW(_)\:)OI-<;Z$EID7 TP0[BHY(-MIAXO.2@HHK,\WN2REHLI)PG)IB-G,(9O!"K,:D[N|)1I&+!XY/=%ED M"VE==GA=3&7R1'#>^/KREUM(3NRR<4`Z_Z*

*'F?V0VL2^?8 +2K9D"5;P.%+ M'CCOTQ\O"A31X4NVLXTZ^ZAVKE^ISD:O+C&)N?3BJ#E]*61>MN$3F*X%L>'K"Q2S))>;7/.U#.B85H:,+E?Z M2I?O9K8?HA3L78)]<*
O9U_ZA[!L2_8HPAW5Y;LNA M1E"C8,78>EZ\VX[$"N.2I"&J@<@IYP5-#>&ED/(YR#@S!=&:H"#BPM1I$[&N-MN?!NZW;#4Z4:M$41IAZ(ZPC.O]
#C#;'M!CB4$4YU!#A+R7>|>\4\[3\D!*X M6OU* YV 4G,/Y>S@L6,Y$\JRWF/ML XD.J&PAQO/B.6K&,>W1P>[#^*PWA1[Q M8<2I2+))6@88[H2,3_W&&YWM_ZVQV_U1E'1#R0N>R
*N"\ H'6#-3ATMWCC2\A M[LF46:E ^AGM:/[,|_+0=AI+LZ.79R=;72@K'0D%%[*IX"L-3J)3&(Z95E(%? MYB8%RWQ%LR>C-1^2?z;\"{#46G9, %24RQFH+E GCFVKM%7?EE*
7'#^T;,&417B%D<39;#P0=3B'WXB" =D\EBIP MKB5TR"7"Q6?\:BUIR@T#O^P^TNI.YBR6R!Z7]LW89E#K[4:U=:9SE'4BZY_6*
MV\0<^$"D23N/&49>FZCJFOW8UTFQ)3]%'WQ,QS89FF-=5U}Z+W%REN^:%FQ/ M+7-CK=A06:!EK9,L[AE,"}KVGPV5]6WOD?=YUE,'>Q%#/YM$P I"U] 0NNX_MWGWX7<#3HI?
*U\&QY2%?OV/PU94H3$OWM1/%.'RM%O/RR=[JBLT|:\>TG/#=M%MFVI08+/Y&'Z]18&&GP3ZBM.+!UU:.L=^55MQ1D=?:V!+$-5JY6:\:,J(*8 M[H5X8*U_KZWQVON;(&G-*
*\N)E_'G!.\JS@B082;'U01;3C3L0./|:N]K&*J\5/FD>5TQP5P4;\/RXF,$@ M,_E@:KPMB!C1,7')$MHMN:20VE,X'($$^>)GT/NJG$^Y/M,K.??2TOQ7KV%E M+0FGK71)R5#+++?)W@P&"*?*
5&"P#EQ8:U4[S'I_RZXZKE,'CJQ"BPF$O9J-.Z M1,&E303#%$354T+*7AP!!6>6VF;6+5ZET:*IW5"7NAI>6B[P;%T2<4EH,!, M&;W$T_@R-*
AMI+=D4!BT%3}8E7#8L8DKR&CXTYGI>1+:WMB@|,#*C)E*-3!7 M/\"\SHMRH4NPO*NV=&$T+|E^WR6"YE/&[V&#;7G&MO5!))#[+U@5H4!HFF | M =2'Z!YK*
<$ZE^>UT|TO>@!!FQBG/V-500_]7\^,4RV2#-L,A:Q,'F<;%8$& M,$@@M=C,8_8-?$4(S(S+Y_3D415H3TE5N!*V96H!*!Ci+#%OK.D48;=`//T>.M(;-K6D1T2F$]"Q<59
/C0:&ZQ[$%1Q90)'):RS_I*%M#D2,WP*]+&$W3N13# M,H9U+Q5H=%#RRK(MF/$&PL10DI]=_7V#%/93AS Z%@8S[MY"LI752DMP0.G| M+9#7,__4R\!MP<(.$-J6|(_D@84Q-
YA:/\:BIUQQGLWX-9?@E4_L2>/6(] MV]H(.!'^V"@R M!XD6P,3 O1*S2UTS!_RV-4%U6WJ'V.Q58GIU$>TH$V&'>T=[#"7K@SMY> M[_#!SH>K@[}^Z"3X@L%?*
$SH)OO+0R3L62&@VMF]%(W(K5]|_0WE8(S29!AH MU-$=)D&\V=HN5VI2%)T#0-'5.3|_\C(?RF*<|00,B1%%+)Y$\!3*,\T@$FJY:*
*MDFF4.I("I6/T*UG'"QC&VWP'*N8{QO#VEM1B!'\C[=7/=WY PDJ/22103QO MR9-(\4W>5*G]D *<,/@)77;)?UEPW&!.BFS(*X[1=NYACXCYJ;R6Y'CV/RY*;V0WN*
NN%1"YB;ES#89^HM++=;5F" +,I7=XI,]69 M]9X5=,\VJ?TB;<9&N=M';JM=FI\%16-[A_%6!LX:%5&0[#=X]{\II'_I=$! MG2,=T I;-*
*R&A"'+|F]F&DW&,O!3Z#MM"P.1ZFO"7UP.8A9>T'<-1&/+7I32("VOP;RN<9^2MJ-/ND M1E.5F)9W9'I&9$;^1 X*^+4"'VXL<#XMG)'."EQBAL&,-X:,,J5\2\4B6BA$[Y$,*X\<*
M_8+B\]SQ= #?2"_,UT#C"LE+_;EK'Y@K3\'X'1 DN&:KB@+*$:Q((H*D%P<_H M,"H3|'KA:,;5?F:?P0^Q-5D[FI.RBE3:"/^N>RVO98W^>?%Y<{8W1&DY BL"4U M-*
*I=X4_)>&Y11JP:/B]VW"#<00P\)93%)CV0E;G?FI%]#LL\:VKP'=@R=R' M^5*56Y#%EY4VTITSG#*7,WLW%"X+!.KQ2)HLW3P#S?8^2X9.OV<7E.[42S.> MB@=$#TT!D),,W:*
<4'42;E614.Y%--;5TB%]B6/3M6'R%>>XJ:5!,%R4:4,3<-M2+DT.5"FB4U\/#Y_*^6II_J:^4V.GL\0O"M<)/%&2\P),(§X6KUE8F3B00(4 MR-H.O?3I2<3QK6]_#-04(8"\6$^D2; XE:NT-
M35NNE.Q]^/>G,@RZ=^1D% M\8I^@O3G=U8U23W\QC<) ^"0KTC<#L/Y691V9NG3E1HB)WY]2_HD#&%ZM!4 MY@?IEK_M9\:4YZ6/MXW0U2JR?*
ZS,+P163OC9@E7ZQ@72)%$7,MO7K)9S.N M@E5S[0YW:J[%/JCW$+#CXFE%"MO\J\8D^&-XTSE]\U\|>Y@:/QO5'\[:D \ M?T?:>/&A;'B3 *$(PZ+)LU@RI-*
T)=R%@\>X03HH!D0+0!ZLO[OS?XW5SRP M4Z^?L!G@CGP4[_\N?P5%@-Z3%G\VOMK(_]D,__4LWV6HH13)ON4CLW] MV2=1?E)-
*CU';^AM[=*G'NR[=);=\2'BHIA7=WN,Q[9(;2@[?_IAFDK#2%,2 MP,5Z$YW>=E.5Y_VM_;W#;/_@4;1_=+2]K/>;H++'VVGE,ETX+9^TW/_]^=MQ< M6W-3?7?EXME/M9'5MA_45M)*
<;X#+B__S[V'WQ\]V(L>]1ZL',,:W"SF7W4 M,/>_WS_X'F7B=WLU>]\AP8/HJ/?X3J_FWN/O]OY@<-??_UFKN/VB=S1)^ZDMR M1PRE4-<[6]OZ^BOI#C.GK[=)URNBJ2?ZM$I)"
MR3SJ[46]QX^NXMAN>]7:>]$J[@^^/|BKB?OGG?U^M+?W"(KA2\V^U\L#S[N M!G_K.'^2&31.[">5B-52)WYN^O\$6[A MW1H\E!TN2L,PL>N>CD%L.U\ZZ=:0I?/$?$,
*$'@AN.:)DRQ%SKW+>>4J.Z6\MG!N7>_M'$=UQFL'C+@.S%:IG&#.)0?&K7SXL++V<:DN_[*YDH QM W=NJR! M75:NW37U7\&M M-N@46CUX27"98)%RO;D4M:S6-%_7Y;*7;P;*
<'-&^4"X(_MBME'-2?E6G);'KZ5IMOAM_N/^*O2!"X+0__AZBHDTO3K+F,_U-,)]H<&|%!Z MZN/OS$LT-O)7TAVP|=*0M,[MTGK$AO#8?4!Y$'F^XI0))91LA_"$F-
*YNK8K4;7V)$N9RDRL9?D'1E5 >O[5I M::U=PSU($E5MLKKGVXXUBIO^)D,UX7KX??=L-SQW&X_K3@NJ?, M$J%?\NW%Y9NU%31*T[(HB3Y#\AD*+1Z*YD>_7?!.Z[WL-H5*
4$*Q1.Q!6]9Z MCO.]2H(+=36A(F=9E(IA^)RFHO;3-W'XR%02U%UKN8N#63$ 9L M".M"PGQ7%E3-28M?E-5!P;CI\%3)V$"Y) R5H'IBTS0^$'U(|OPX+J2O7*
ME$>7)4ET-=."?&RZF3!#6LN49Z[#9=A:>[#Y|:@E2G+N'!'#HR[0+.&H?$W/8Y8@(^*A0%YE!3 GI=RF M]=T>A2>#_#!SD##D:GAYB"LR!4'CY\&@JAU!UD8+9KFXX]
<8AMN:2#!F&"ZF/ ME#/65(QVHK))|'PCWE\A_6.%EGW$X-:(FKHE=%F9XIH1RX4XY1OO3H[WC;T MT])8'8V=D?F6;V?G),RS\20\FZ/O8'|WSV3[MT]HD?C%=EA#8J33>I%6:..3<
M.I$[F>>#6Y&6'A^<:,'C>Y&QO297^0E]:^%MB"12S*0PVCDK0I.?;BK&- M9^'6OZ"AS7@KPR8K15DPN^D=!<'M,C6\W.X1,,@<6M>PW5SAC/Z|>-&*1TZ M%KG4]G*
*)^/@JM3Q@1'L^O>^6E#([?"B3XI,Z%*Z^MHL#]J"*(4!!*[T-"WH) MW3K+9>&8NA3N^X7^>+]!9/5P5G\M+M%+' D'&CBMT*OFNI+RHM8SH>-CL8OM*
M&8N[V])>2RRM1^32<|7;L2[M'74PEWV%7"W5&[G/P0W^':7 ?D>>ZB6_M[M."N<^=>EZ]PD97[@3U=N>V\^0'DM@<-YVAI04|*;@:5 M$;*
[F.NA0>F!YTIPTHAMH7B7VVM\/T==R3LEX.ALRC>DS09LBHZ3;$H+IZ_P MFKWZ=,^#$\]R1EK8;CO.V1)0+0&0).*Z,""KSBDPY.CHEI8G!.Z- MT%';&>H1TN8DC+*
#:4<;?6MO8+HP_^[IX#^]"$2QG,!WQVK_2A(*L!.G92&W;Y37 M[@R=V])%#A,7QPGHLAPQ+:.^!A7WO8>Y:,>0"] MPES"L:+&QC/N_Y"_T(++-1^@&*3T&I[RX$&'4L'=-'S4'PQ+S[?
ZCOE;],'C##.PFX2G>D."#ZH'Z MICRI@'D!%KHU=]"6+?C;H_W=AQ8Q$-KPF$X\S-W&FTN+:EAK!&I9,YPV=FW]*
M3W+DQ#I9G$[@A2D1UYKX@2PW3@XL,":F#PB;>WDICF0#"EIO<{&F3RQ2;'MDTL SWWHM?-_>9UQS3XC"3"!@GTFA^P(H)S(DS,Z[YLL_BN.C#_?.XR"7XM^ M\3ZA]
[_Z+=Q[#B7"ME"KFQ"LD7?S>=\!9#0;M%'ML/#@P<[^]W|GND+-->OO MP2$ UE)O%WNYI/D V[_CZA)R#!",!!!@>]DL2D^,3ML.2;-Z!R(DC3|Q M5K$ET-*
^(6F<6C410>,K;)Y1A,KZ52=#/B1UO?M%QNWLLX(.)$TK%7X#3MSPW M+.,VZ8>CE,5]OCTT7$XZ6IVT7A3#NKEE6!$5<5BA K(1,SL(H2YS7WG\-FV+ M{JC5]H(#)QQWA@^9GB
*+!**C=_L'26& M=D) QO;WU@'*>RHSO3NAZ\AMZ94$S?&Q MH3?HVSXU!DIHE4JZ2>C!\=<:3>CKJ0D\W%*A52I__)P[3X3^^B?]W;^\QXISQ MS[??*
Z[5D4GO0/ZS9\Y/3MV05OWH:GKQ^.,:U MV^-WI\$OK_]]^O,5!.N3T|W/<4W:4?H\5=Q0.(HG:,,3O.\;A&]I40%)O-?E0F/DU|5 M+8.(V53 T0(-
@>Y$&.,6F$#8#I90#=@-9WCG1# T\"5 863})\#P!5J.P<-&O M_>LH@?@06!P8$*4C.W%|RH]DBIZI/DXBB" =3:IC00OK FO-$]P.\9"$##H6 M/H$[41[D&-#49B#XA+Z]86_(6C>,-
AM7=$@^UTQI-[1'0V.0M!P[^_)W BX> M%/^I92D8AW/*$4H:JC(T/$FH)2333-BI3;CD21&7P]WI*Z77G+*UVG$_JN?6 M&C+++7;S7M>-
R$T.SY/ZL\GV9^P_NX3ZV,80C6=V|8K@^=#{.<_$ 2?UG& MKF,$W4 KVNIN;<-;AGCC%>P=K6AQ^,;2K>B(>%X_R^/RK6N"CP|^QP&\4J;:Y MLC?H3.)^BH_IG#2[@)X2&8I.-
*,WA+O\0[NCP/ME$_T"D.9[P0'Y3${R7@U_B M/%|;FIHBM+^[_]EEZ':EXL&#>|\HMW!7GHS39+1L9 ,H:LFI3W.*5C3W??ZC M^]=`SZ(W-X=.\7Y=:.S#.#F&F.S.9>,T]+O5O^,V<6*
*M%@SH5W*1SN^]=`1'YG,>&5-SH@>&$RX8AW%L-^R*L[\HMW'J/NVYN-,WRV_Q12S*X&P<[^,|O??R< M72W=(;OV0W)G+XRUH M2R1] S%IU71^?3+[W_865M?*
Y;WQ,AV,XT2,JG?S<@@[7LO";=@5G7'8]WC M40/'N2\)KT8-SWW-V]$T3$3;1+'-O)CH%3G+H6F!;%9]K0ADUH.8896B;N=9*
*MTB1{RC/ECK!PUWZ6%HHH$L\B\)Q$[!:\"-O]=27BA|(89]QA*Q@(8F)4%,F7E9VAVSW3(KMLYDK5Y M&=OU[#W&O)<6>7=IPF-AZ9V5!99#\O*
@741+@(',8R43%Y4)L.4M(3I99> MK2F35',GKY.&JLCFBMD ?DZA[Y0&6LFU7Q9E-K32))/PY%5HH0*.5GZ-Z<6D/ M92&7-BX8HQ,GGT^2$FQ];NGKM+5>5YCACR+CIC*
0UN{U6_&V//Y9(062 MIG,Z+2MNW\V^2A1IRIC[$U0& NDS6C"Y&. P!N\9RJF<DE--=!1-*KAL^A/W@U[A$BN'X(I6CB(>!9[@# MXY&9-
*L62#@H$\\UX]^DNY.=DC"824/,,%U4ZJ!P#U^^.QY$&?U+D.9Y.FE"Y M96CWSXLMS."?A"H8)2HHK^T!FY<+'GJ1":'*O+Y -N0524^O>@TO9"7/E MS+/:K7>P&[XT8F?*
*>QGJ&7]!716"Q"E;83&A7,!Y.QBPV;.H9C'W]^BNKM?D2F0>R2L>VGQ(R"_(XNCY& MZ4P^7B/G@^L,+IBZ%!=![4U1R%SAMMWM],.T4K3XK9G%6A;U[^19*K7!]*
*M@BK)H9!H)V.M+'-ZE.N^O2%-&?S+4[\|3&">RR.9E|WN5*IP=T*LY"X|TB9/ MRG1XGEPRM[|O 1ZJHN#%&\6ZFB59%<|-B*R=:.^@.)BF#E,E]YEI"-6)CN;Y MP7D]*
*J5*X!@^)4M2G_'_XZG-.UD!H, M"U@'_J<<@C/ .>"[H!?0<5N5X$W8 9D#)PGT+E/TQD#33"I>L2E^+@&%9GHA MGDS1HPP&D;02UE@($;V]L'97Y&^61V$%_N @$[O^\H?*
*X4",3.6G@U>,]D/HZDD;E\VN6D&L MX?'2F_@OI+NXY8(U/"R0&7]O*EJH9WPA/RD]1]*3^DPN!0NT.YLDT%L /8+F M{GO2%'^%0[VPE^AL&:*
*HE!6"@HJ6:M+0KE+,,A3>FHQP:4D594A"0"W6(;_M)"'"#3 ?!V8SLBF3UK36FN^V\Z^Z?.S -3?1]DG?=RZ[-.8E,NJX=QBU M6N?\=LA=P%WP^WN^:'@8HU/5#*MDX8?X?*
*8;.N@+C+;L;+)A3.D%[-.J6^Q1L M=P"I8fJ8Z#F_GWT]QE84,.2-:0)R_&%/@+&]KFW,IZ1+FM*RRV,L18Y4KP@VW= M_J\]S>'SPZBJ.-9B<+:.U aA+]G=6<7*NZCA%/@H#K8WV,<(*
*M$R[#5-DZU9.SG=[*;N]<(_,1YO!LX/(9VOD("+MP*OIXW3]HA^[=K$1OR#R6\QWJ%KUS?BIC^.R M_/*U>;Y^\+'&1=+!F 0V%ZP%[Y6[07VIK2YWAICW?/-L[NMF?2A!]2ZF4-?*
*MYGOV8#$VX0AFP#B=*&BEX*D$=720C>]"N O884=[7T\#YX.N@;.SB/|&7V*Y M&Z".2VNXW*SJ1G&\?#.I5=42\B?#5V,P5@7+T]DH$*/W:*71:UKAXP1 %H+1 M:O!LZ#K(*
*(Z8;_L@68F*0W5)D%*L"X_?@3JM?%;$84AV|6V0PQ%(WR7Q'C\ MRA] 5,8^>EZSCVPBQ(5G]HEN^ S74N_QX\-0T:YP6^U%2VLAYBK6Q%,J;^)9_ M/1VG96C@6H!|$*#=SXY?+R>U:?*
6)S\2FV=M3F^:1"6\L/_\)P 2.S>\3]X/M,MNP<,@?&Y3Q:,,"WX)YA!>ZV%UW2I<8VPJOCLV/RB1AOBTSW;?WRC02+SB3Q M$;Y.AG'6 /M|$Q3>6NQ>^P8$)EW#;SR-R52U-L92I-
H:87N/9/ST/8E#"W&$ MN[PHA00F:+! -6]R+,[&- K:32.-(K"=\FM,1VD1OIP/26H08B2]M]5[_.AP MVX7,XO!E#%O;?P8^\[#V&5A&]-O'^_1;?OP):AKB81$TS2"F6L=DY(!HI$O-
*MP*49M1M)%BWZ)1818"26C]M]^RC<-/MHL^X&+F!TQ8OM(9/K;H=C MFZRT%3U1+L<>@?URR&H2Y@51]]H;P-\G"Y)N^U/]=4Z=GZ9W!2V1!C8 H^U. M4F!\|\Z<)H%MLS+4Y]5?*
_^;W-;?/QG,R3K&=XJ-<&\)M9A^\?1E:WYLZ;'YPW MIRX<7K<\,ON\WD-IWG{C>>KOKOV\(R2K\=QH>5FO?_H)G$&C_VC\ZHM\U7N-
*MOWYDYA%P8.%/-.*SLIPIS!V_!LJF^/,4R)\Y8<+>SLW5X30BM>Y,9S1Z^/6R M'Y>Q&T1//'W'H#\(/N3SCD(MY/)0^\]_>.:U]$:(L:?S*]W]Z,-..QO6Z:"ZV83 MK#4,?*
M_^TOL.MR7!%5#"W+,,S)R_#?|$"TV49E^$Q_]*1MUZ-2N$X+8-GC.?W-MGV+.*37/5'HCZ'WZ=?!,Y631|@7O/;T';>>7K^X1X 6)^UIU0&#U@D>E+I<^ M.;$<6(VR6L*YY=$1/F*
*H.0?,M-O*Q^G+G]_IZB$$4F+ C2/QD/M>WC&/2M8UM M\OF?$/\P=WV++8!TA'U\O59@1>K!BD 4B R@';-M80E"K=YK\+!E V7EDX{KG]3K;2_O@S5**!%"-CH$:L._%MIW(?*
*1WP1HA0:NO'R5T?+T2J.E MGJSO>;E#\^2P^<"Z(N*6(M]]^/3%8MCBG_,)X MGY0[PR3.X)&V#+"W;|UC-R)VMP;C.$6F,O'"%2X-Z|<3?>Q2%1XT\/+.TL M\?*
*@65,HYD7+U",3UG>QO;KNF/=I>&<9-7NH5]?-3';4\C!V^>-\"P^8GX.A M;9[HZK]-D9=_Y156-&H^Q99LEU0U>/LE?7DL9"*W=:%L(HD+% MVIG&?*
Q:E7G1>P8$Q8VN&Y1G#*IY^H%W+X7B;4_;!LU-WS/S"D(#K"@22N9SE M11|FYB$A\R0)%I18.1_CE&;|HCS%MFK.NSTZCMFEY6D1J/Z&6 M)AT)H4<1H/:I,_X9HZ6$[$CC@S]*
<'SM(0H9#9G+G& M^@EM"-X*;0^;IVO5VT8;^WJ$8=% '--PR4(X$,-Y;Z5PN@58\[?\G0S8@6" M>U* \RI!SM6$=HI,66T^XIG"V;^(+\D6L8Q*%GS-^E=0P5P5*O^T3WYLE2MJ*
*MC@(=K-H-[:?^+#Y?Q.%Q-AV3F35O>VI/"#>Q?$I=C$^'YRZ2U3Q:#6HQM*ND MBJ'VBWS';C'Y1+^O3XL!%T*Y@DYE'Y)3&%K$Z;X.,FV!#%^|\T/K"G9V?;*
*MN\&OC$]LT*NH\FKQ> MRVRMN0Z.GB?@C$]Y3#>O4 FEQ:I:]^HKIF>F?WH%IF"8O MT^"U.N=RM8':T@%@!=0\V]>M*Q4-+,/GL"U)L5Z28/%QEW<.F@(3K7UTG !J4>]Q#?*
PNCNE\,A4/^3\9722[>MGGZH951+:,O; M^+(08U0^38/AR.2]2XM?H2=W3%63&OGJ:@>R(EH=C&4"\5N2]+%65(-GRA"-M)8#|_>"\2>4H%T_$W&6JOTW%A"\3-%8
M[#RY9)Q&F6/DH,<=T[4-<-?9+.\[W+9#YHF5(X1Y%B /:73(>"O55O97]T-E#",OK,Q2:WI%EB9[&:]N EAJ2]-YUJLT6W), M07/^9_'L:)T]+B+GYV%-7&X2OY<'J91Z%C%
*!VNU|2A;T"8D]C"!1S@&W*P9VP,= MV]Z]%0^D?^S)<;T.FK],/|D#<-:&\MFB8>?%E%#3T'_!QO^4Q5AK26W@2_= MXFF0N&6ES/?\)/+4.TIBV<[>W 1U"%Z/XI'97%F,ZP;:-*
@]$KKG,%=DWZF*C M8,U4Y]H+$Z.FP<3FX-Q[""^T^%(;UOI["L(==85CGI7S\-)[Q5X.W/KSW_9[4 M%])/GVS\C+X>?#3Z^@IP^ON{'1MSUL0O\1_;2XU^P[C07%\/]!EM/:TD
*M]WOR&W F_['R8/T:IE?)(H.J83X5 Q$UAF(;RD%T\5%E)V5;OTH_F$\)N11, M[AQ5!HZ;P3_1XEL?Y^3@9\%+\K7%.GR" MGI*6)H==*+?"<$ZCL^^5$BNV>X>]9&Q4P_B_X0L!\PS?*
*SDT4Z^C!WE&@S/L M#WM)FCAS6H0>-FB242Y'OOMB'Q=,#J=5K,#S5*2.MC"C F2W*OR"75O/^G M$G=PGH.!?I,/@V2]G.#D:XT!&W|EB+FI&M5,^$^C[MN7 2M1 3/HJZ"?*
^#$S= M3#RK^P#L)]3CM4YF.%I$GZM&"SMG3@ Z3<#M9B2GL-.XF$=FQO>0.LV8<0Y!N;SDF78[#*^RO-R)1.]!?^>@EB9=`M3]50#W M78$]SX-)_-*
ZRPC:OG,MQ(B&I5L\VK>IR[?|"6@U9#1+V28&('S]F-I:658:= MB0<>1HMOQP3&CN'C6//]$9U+)XB9,,B!&$&&V3LY$G_Q@%UC&I1<^&7H'8Q +
*MQY[*13M_0!S>@\,W&09OF#VGVC?B_<[Y]3@19]+0D4,DC.(R9>)LD\B9Q>^Y M0R$$)Y^2Z<5@.QFC4&/0EM=*Y-UEFD^_$/|QL9)5XEB}!*=1A# MCR=ZR?J@:F%*
*<3Z$9+\!V*FSK9M\3M^%(,\P'X\;.&,@@NW\7/-9*!)13;%ZCZR5ME!CW7'!CH*:EG\ M&!ZSP6|_XX563[F%XT>I?4'!+ G@J\(0I^QAK2_Y%@_-"FGOL: <2E-*
MS46<9!RV:A!0QXH0\U/Z\U5LUC|H@^]6G:HNY=<;6\$:RF--[@X;KO"2:AHF M%5F[?53')5EQ>8^5TR9(L)46BNUEW,GZXM>G>5;]FT!G)<,>8T;;
*MV_ON.KH|"5'U'H*OHX!;&L+|8H7K MK9C#[>(CLU'0K>VMK*T?/%6^)4U9PQ=VT_|\ON?;35&(C_^8HV;,A|N M91|4OMS O)^&^,^VSV'S^)962I^PO|O#*)K^_VSNU$S-V>;.*
*M<(,W|W\^F=)9P7YS%S3-=8P?F[6EW7GLIG;WI[;Y]LV5M'2?:VMO]26;+)_= MU.[CU#;4@+F"!':3=[/3D7=M?[XVVW+SK92K:-F[ ]A-HIM$8Q*M9(_W)Y6|*
M",EP5]31K")K%HMQ784M0&P6_C:)@R)3?XB67]1.X.%XQ# 9F<;SYI-$"0L. M|QYN#;>WCK9-W6UP=GH2OA5YH-3@\ISM_+,KG/ABXW\IM1"!5Z\OC<"55S%1
MU2KT2^[4CZ4XMS3E_;BXO$2QGR=QRI728>G>E6EP2MY5[MWO^=SWHP=%W2R< M1#*YPH%#>9O'ME;GLK.L -1K=,HIPAYML=$<:\% "C5PNBLE]>C;@=:#-O
*M.&#*UY/1"# *%XDTH,O7N;@WYSIO)EH3U-*6 4F5MJ:U##P;/%/PI:8JY?"< M[3X+I9]P%F3D)!4\L=NKSN+_/?QD>=3K.]QT,?8/S4?_YGJN6[0X-VIH[+J. MRK[U< 3+=0!{N_M':?[-*
*]RTE$?*G ^]/@PWW.Y7[\X.'CH7=YE_>P@FON"!- M>(\W_\&IV>9@-&!>SL4;<+3"V@$\(^^;:%)\G.#;&'*7/'1NC? EGK#3,_.M6'?&[M49BZ<,C;7F&6-L/+X!"W1Y3N/48EBN=?:Z]4=]*
T[4, =7_LX%73C M5'-N<4[]f<#:]MF=]L_NP'S4Y-;",=K_>G", 'G4X1O?K]'1WT@;=2\CX(R-C>LCFR/^D\;R M./_#D4O!^"'/[,/":;/NE'6G;,.-69F07:IV]$%@8JL8W%U_UC.O(E#HC4!*
M>8NH0FY37 H'QW+@O3M;W=G>N+,%=)UUSQ:CS[0&5<2+@TG; M!<$J8UH_-1^$ @76'7W1@_"KMJ^+.NZ'FN!&;9 M0R_-%7]R N"9)$# FD;$P &&$f%L0.'9IE, "Y\F/@F#'0E-*
DHV/4-D1$1 M'VOM^WNZH\,,S'1)'-K*Y*N?*ZS.S;'KOD47@%#-YIXM*#WBO)TX)1QIM6S M#,M.^K$R00#4L3).NW\NUQH,.6@>X46[-1J8*4%ZUSYI#M!NZ]&-UCNUYL1&*
*MZH$@ 94(DK8:/,L,UWZ@DXLXFXLMI#7Q"D+[D0>WFI5SYG*T1UBPXY>-J.X, M=V=XP\ZP:>'ZF'J+//%%:=YN_PLF>EJ!*,"TEPMTAX7F7 ^/SRI0<# ROG2;N M VM?O*
*8QO]WYL9%]-=CVUU;UN$1WX_9>;R\& %2Y95F)=2]C4QD;IC*$GWI= MA<&12T'\XIBZ0)WUAX?(<*VX?X54 9VBW*3))^;#H7N>GK?<(\&U9SHP>B MT# ,59&A488Y)"RG;_?*
*B!4=5=Y*ID(QA)_GCO&[I$D4=-N(8)48Q-9X-X7UE MPEJ@^]JZ6+7XQ Q#D6L]H1Y^;/++E.\05FR7),#+\D^"E,4E#*:)ATCRI$G5?M]. ZS9$\&.'L*+(E[!16C?$3G5TJJ-3'6%XC;_?*
ENIH)6+T"=>L)EI[(LJ MRG]Y5T#0G=L-/+>V3WV]F%V9S&(;$BB7]*4HP-H>)U\NBC/A"[F,_5.MK MPL37C&&]WL$%:Q0Y"'\D$%SV"?
W&YP#.IV,/F%" _<]]+G>\F"HWXM.694H"%G M]{'>,%'#$E(G=KU)+@K'IH9):OPZ/],7Z*WU8/6MME,"1'C^//R%Z^&BUAPC@*.KHHN-YK;M\,:Y+*
K)\I6CAP7@A:XKA,QI.A,V/5.VNGVQ&]5DKQG;U$"6 U;D\NV4ZW+H+,+-S*)KH:L ME$ = O ^F05TOPU31R=,TZ7=IYMHG[/ E>ZEW?!X,"BXVCM;1++;@>>]7@&&)3M*
*M,F3DE6@TLW*RT)2>G%M@&4]/.6!M%UA\S*F+N=/CLIB0BLL9YQ$,4W,(*W& MD<(LIN^<%"7F1+ "J.L&,"LV0PSHNL.%_8"3,*5.'\$Z_" MU.DJV1:L04-9[=MH= ^J*R>=@ZQ-*
8RBBE 4TWC2KE1%TD,$NX_&I4M?]IO555A M<]E79<*OVO20-QTTY.C(+DQ?BQQ8P\)W4$.7,2P53C8N@KKXA'M6U&IS[*
*M3AMR,;;KJBCA&C;.MU4=.#+\6%L;&1P/19==#$\X_LXJ;> M#"S1>KULH496;I^V;A-V@62!J>JHKU>XDT1529;$3 =?TJ1F;)18ZQN*E$=V M7B;H7Z*K0B*
*P%F",MSZ7[,95$\5Q114BNC-HL:;8N31G P 83&+!AL-Y]2XE M.-"SE*QG,_.R3MQN;-3KI^AZK,9IU9#QS1NU*2"UQUUL#3]JRY;/#4O\AT3&)'GV22"7F K0CED*
*MO2CN>-.IOD$+15&-ULJ-0#^5*QI2;<_,F<]!=*/BK/@" =1_WU0]S?ASD> ME:@?*LDX%,Y4+KLMX1\)D.J-QY^3&V\$\%Q0.TT4\ #.(E$3NA^^'B P5T_JE*
*M',8<=D(1%QYQ<=8@F$HQW "8&;,&EHM8: MA'AXW;'LCN6&'EC$<%$-VF_KS*N5L.RHEY@-!YTMFXW30E<-W MQVK3CM7? + 4#]<975RV*
&^I[SURI\UN5)DNM>O2=;4MMHRY1!)MFF%3/77:%K MU\2.NH"B2OU#;GMKXO"2+N&D.\'="=ZP$PP0K;5.BQ^TE_+XL$KB4NG7. 0H MU9-
*<8@D)!1'#IVP>TLBD\;3&CKZ\7C^>G%'OY?8R=MQP$M<;Q/.J5E_%Y9#Q MPB.2&[8]:*WQ>(1THZ13%9VJV#15\6F"42O0;5PH2D+_KC\"27HMCS84LJ,N MA-*
*2=LXT]9Q_IJ[I35279:,?!11EN>M^D137IK/+Y5J{U*V03=2[L2-E_76L8 MC<>B*:]7A8&B*U=BQ7 _]6C+2T57?H^Q7TX5KC\(,NK44?S+ M4](*RI^BWQ]4ZY[Q:2--*
EIZA'$D5%7XAY8)#F%PFM]'DLI8G2;8'L93Q#?1K" M2YH&]0,%U.)-#^>8=U>_<8^$N=%'E65+G2<(_^6%]U.M%^&BVX^!;;BL-PJ MM!-G.[@<%^&8)'Z+.\FRS!@E:/:*
(M5UG'%\DVVCL&TH9(I>Y'GRW@5P40@P M0#*8EW+$,+BLR,]-B2QJ&M&EM!N>>7F]@:L85>73D:2Y2PENB7[Q/\-S?Y-#O/=P[V NXDP>Z MCQ;N__NO#&]@1I?2X.B'W?*
/U,9ZB>%ZI!RR$O@:B_M A$1^&-43QG+FU'O0 M4CB3D-82D"BP]$>%/#D)B+#?PR$'1"!JL9L>%V&GZ6CLA4J\AP%&-=W$% MR3SC(A+2_Y4^E2^E,@@%H$B=R*$HTF-
@-.VY)+Y;ET6O W"ZY:(*9:E6O MD[$MUUR4C(^%<8KLD^2B\|+T Q+&V!?[W?!IN2L[^%M\$0_#LW'JV.L,.OIB/L:*_K"+NI#'DC MNW4Y:]R0IV>1_P6;^&R"6)S*

*VJ|{*_TN,__4<=E5214-#';FR MO6WES8/+ZZIN+[J5GD^ #D+SP:IW,K&(K)PF30.8SZ%=2">E^:|;XL^"5'X M(B4W,EZ|3^7-,O37O">2+B&R>NGJ0YM0*# 2@ 'A>SU_7|\ZGL\$"L$2OZ;[M M Q2!K\(>KL+> V-+/$TRH!+0".UWZ$7S,Y-9O)KYY$4K5CJ9#=*\VKDOEB^0 M:'I[`O1$UW#0!;_O>_ :GN&.%(OY1!ROEZY%2,990IZ%Q"937S!& 5A6S1C&)C9Q(S(01V28@4_UG(VQ MTF)$Z9VY7DUH7'DU'QQ'&<#"PF4N$2L69W*VS"5M|-.8DP031MR MX"RBD0W/I6244;@&9<(> G(Q_8]#5C-!]$1USA 8;=54@K?T>?0WDN): [XBK MJA[OJE| !U"P??)D8U3 =&"XV2(:L7@X[KRG CZ-$Y:)1D=#GLR@?XJ;8V@Q#ZB0>8ZD+ M+0EVF5"MO5#»]MO0EVF5"MO5#$!M0EVF5"MO5#$ +_1B/+:Q;36#;/>NK@, M&MTQ2!9'=@C]4T<9@UQ-S+RMNB0[HXI]7 I.'#)|\?[U=-M*DU)HMX B,)F*%.!+2#6N0MVG[QLT:G;3MU^[>IV5,SSFDFW6M6)#TDG)^,3 MI":8)++.3D\,Q=R)ZH+U--PS427ANS)FE<8ISZI26# D^]5IY%CADLKU\OJ" M/FO4T5[#R.)++!WIJKAQ.RN*JT<3LTA43>7=,IU(ZE?*UJQ2N[,*!)'5,X7NA MLT> 59?.+QVVE*YQ_HW? TPL'K6$!KC468RK"3$096%K;- RW\ 4"L]F1#*; M99)-6VJ%X,))0?]+WN %5@(%@.> 6]Z.%%!::H|009YE"6P9&STS M1]HNVJ[J6TS6RJ$^H0ORJ3\WFF21N\;>G7!M 9(Z55!L;(FH-!!",=S2W.KC,, M'9BZW0&R*N8X# QB)'(GY5>5%]JQA/W XV MTMVD'4P0G\GC,%8S|/_&6 9)7"4[=!OMH 3-X&CK:>!A3 2PDB,NX[2OW;'V M ^U!93^[9A27B(H|QF1?!1 2'/HRH1GF'B$+]6B[*|'[GKLKL?K MKL?Y)!?6NOK?Q$7,-<*M2:HJBG)A% [=1NE?HCRV@$N5D(X7C_1, M3KQ\\& KWM[:?!:M.IK67!33#*[*0\'LRV935H1"AU1:VD*)(KA['C83S^ M^&%8_Z5U0*I74;Q)RA)Q MA5XD@F-L@%<+2V*S% ^)]4/K=X_4U,JR4FFIB[!)B=W1UU-BU^M*[*XI0)$] M^/S%IOP_<9@,__%-_+][O3W4B<8_WY\IGO[/Z?WRS>FKL^-W MSU^_NM\U?]K+BGQ>=2+1R4538; #F,=\$G2F(B*:$*>3B(3UX4QNG[>2CDX^E"1QG MDMI^S7!#2?RG$)X4.1-D'6G(695>R/<]Z(#" 7=!.WFY:1E@TH//D0+G]1_A"6 MY_VM_;W#;/_@4;1_=+2]{)IK:," \\Z?;!HGXS*MPB=%,IYD2?E3-9_^O+6/-M=9Y/?UZQVB8@4G'<86T-E][V\&]*T^WCN+AK8\"\;+K-N"VJP*N7X<[(@1? M8NI-$2BA9S[E([V!]+#HUXG!%^S$.QUV_\U;W_OX6&TM]<)P5/HTW 0!?96!0J!'U`_JJV\W9RZ.] M@^CQXZ.!L.:_QU_[8YS.DF4G[39G8+"9?U/,9,%HEBQEKSU+V3EEMYQ)|'30 M_=-!AWO!T7ZO<\HV9T<[*Z';RVXON!WL]K+,RVXO!Y%=~%=M>F,5CLJFR9@?3#M,#LY?[>P CP M49=/VYP=[4YGMY?=7MZ]O7S#3"mS? C1V]G7F[&7O\4&TW]6E;M",=GNY.7MY\.!'!|.#:JJ[% M;D?OWXX>D;X]-+HC_.H%VLX^;8XL3L%HD=-.UEMY=W;R\)"D7[#[JK/[\CI-.Y7G??LTW)/ M@E)R#»Y),\[/31CR,6-9'H7"|_9VGB4[/B>8&> Z|)-/[\#:\;[L[Y!YL8/ M:P%I-:O%@UNF+%L:XUU;SPTE +W=RE5IF+Q.?=P"W]7+4MLW#;@8ER%SU:,,#/?DE.DE1R-P6EXD%6.S3(DXA0WJK!8(/#L!_30"NO^% M!/1I6>LQ_MOBV5K]IE6^_^E<E1O23++>5$6)/3P1W"9%^N=$F59>BV?AC&8:A6#(M3 L45C.2T_+.HMB M21_31_.Z[MV/ M@(8((XXG0N=)GC)44^H2NCN9U3Q5VV) T.^VT3B9EDMLP MYKM#_?ZDWR?Z62C8)YG256[7.CW64KOG,[+:A[34VBU0""/C["8UR7WMCY M:7D(&P0$-^2OC&AU:!'Q LSLYI, (6BP#QB\)}WO^3+KV0-YD_6B87*0D*1AX/(5ORABH<)C)OIOAE(_))$9?# M@%Z$&=>(@^F'23J;)#.=@;|2"NQF$?;',D?OS[M23&G0=#(YU-_N#A[M%W^%,3\/< IE;? 3X#DK(+&,D6K.8GD36+2T+'8!! M=M#\!2*I9D=-2T7_I%D^K,8P%3'N*56Q,,0)A=F"+>3]93UK&6HR"H^]VPS>> M*.#K=&:G.BI;6 ,>)R7.7L*=-D5?@6"=-@C!V3V1X=,,*B? +,:QW24,'T MU,R~IJ.CZ>S,OFDYE,_2@# \^0+FBB6(YU,DF%*XILMZ WT"!X"3[WQ /,- M_E1""VK332J2&++)_RWFI,_DGE=))!ID!/41T%%L' S6WXW# M47]Q8[#-E_Q2%,/P;1)71>Z_*EQ^% M-Y^P&_Z.)YB10=O16MY@752;F)?4E@=*E/[>7 (#I=K,__>0)LC QI[3$9WS M'*;Q\B.P;O0M4LGSLL0P2&?,QG3R_2L!{^GMR_?XIU4P*HM)[1A[$]X-W_D" M,H'X\$A$Q<.X M^>\|O8@SWB5YG+P**SI.)T&,>S4LXQG[@X1"]QR3%\U/CR=|S=<8/9.#-68: MM65{[f[^*SK4HKZM5-;OR:]&:B>K#U"8W3TI C_C;)=7W+PW@TPZ:0=1;G MYXE<,;0Q1>;=*%/KH'&@U- 8T!6.C46N%E31K";M"F.\:W;0Q5=K;0=[_"Z M:&.%=ZU\L?$?5W0L1O,LVT&/468C(C1LN$#^]?3[OFWV,4%@ZA;|! MQ4=ZK?X$|T'DO.%LZD$-Z&22A3&I.E%8=_Q79261[/N1GO;?>4)*IH?PZ,&/ MX,_C;(XQNR0@HFWZW16)RI\Y^2UCT@9>1O(HY(O7Y3FY*9S(_A MN\64YG%-98,CO?5?/OETG\)?]>?D-:E M!T]\)?? W1/F@9+=;IFZ48M\|"RV6WO]P?[^VD:,OPUHVGL9S=[ )<=VW\:P6X M[(8R-RH=8? 4F]\V5]\-:*+'3$UC.G(.@^^VV>ZSVY_T!2SU'@QXTNQ^G >YMY M@V3N*G(ZE>)3;XZ$(02"C+@TIG8B9%D!Y=>UF9K(F(SVI€,,S7 ^9M)RG3- MOI%'+UH>_"#.5WMQ,K9%6+)9NGNSX;P=[ )OYM[>'L(_'&?I'^A78,-!X351 MK[_9P5GM82\OU%)Q>[M*$Y+:*#WY/5?P,}ED-I>CS%ZT9@#.':QG. :8=?E*

*J039BBPK+O'E9B3ZRB#C\OV# M,&-:5?,5448]'U?%%S%D5EA(8_-AL@N"I9"H_/)B>)\.V1;/#RGV]G?H&ZH? M#W=X:>2GEMBB>TUG]G^Q\3^?!\')+ &.E'F^&\%KC@RU!N].KQ;TPN#K><51G!6! <1!';JC-\LB2S208@*T>G/$IPK>M,HOBB:M6AM43R$ M1EKTLL\6 5VDW!>L!S."S\BG!>)_B@:WF[T=&!.5$AAL0!JS &(BKX.N" (!=M_'3K![Y58S>M MB1077M)E*$95958!/BN^+(^1/#]P&ET"8H[1('6WKQBOMFNE/%=`%S2YU%*?%/A1$5/R:]T78?A5KJMD:66B,S^_M#9:ST> D)5K&$=6_^I*2XYWFI? J"UG#0&N]KL]=(;F!W0_Y,JO\\&9>7Z@"DJ+K/H7^=4W;K-BUW1+U*(<01&YT9M4*!)\B.",62)M(U.[+:15%8I-.\]P$ MMU5-&F.7KB[\NF+%R!M4F3AX;&7$GT87J? [2Z5(}K35ROJL2O584{J\13':V MM4$S4K^E+EGU:D^)\@82+S3VQDAB(]_V]J.CNHYQ_" Z<'9@':%S('R:DM$P M6PHCTVV>## [(YFAFEQ4T@Y.RGV%PDU^0,A]%_'482]#F]DJ7)W'R>{)Y\",,X M9A5?)J9]#W? 4$=RKV.L=Z'W;.W*JX=?3^7505=Y]96>B$\\F]?S&2LTF!2G M9"#,%N'O)6DWCH<X+AK]^`T7)WFP_I,Y_V_4AMGK4D;/!N0"'+A M"XE;.MI&+JB0;8UE6\=)O@8AKJF@T;,.'C:46O,/^]01,((&XR[6]NA," [@JGRK@#/ZA,N$^!U88&W3N)VE_DU>T@\;E&T&[#B#^]R@K.[M_W'K_046]\8 WBG?OG]MSV@TGIJL@6NIL_G9I:.&\|@L-VL@/6__/MOS#]/\\NT?FEN5L8VZN MKU32[,MDS3.26#IXY$:,1%XX(:HR].U-D+V?')ANX_7R.U2.6EDZ^#PNR:T=(}3&76{)PTI?[+I<@,1#|G4/0L) M;Z^=A+[U'=TX,_HZW\,M3$QA?8? %WC&CW$;WH\W!%V\8UBXG]]_[/WI=UM&\FB MW_$K<#7)??8[D,Q|L1.=0\MRHKFVI$<CR]9M/-(%('NKKV]:^D%;I3]5]X8.?9U0;V[6_FXZ;= :-ZLWL4Q\L(M? AT47>$%C_D@Z0*CFPC6%!@]-HR>S0RZO!YT;MX(3M. 5)ID!4\"NB#?HS*: M"H0>&4*+V&]!QJO&?NM&?>9%;R&7#@^AC;91JQ71_.-!:.FL5AB^6X[^ULCL M,>? EM,=#O*>OGG(+7,;(V#V,D*\8'TU;2XZ0YDG2E?0DZ8+$U[>&^8#A?!!Z M@=%-6$\%+H\&EY6S6H'.S5O"B;ZEE5J1\U%(H@*7!X'+(XWISK%_"TK>]+4] M=7HN;-YCPFF!R^;/99'!NX/_FP=,=!'U':? M!$WRK1%T8+7!X+

*J_U[#E81ME;"N$7CG61/NAG8DRZ<)V*I%9MFV!N"BC;B,_1+%BY4$`M>K1=K1X*D;!T14F#""4&[FTDA/@>E9 3=3%75[3-9ZXW9<]Q\C;%.-#HZZ+]*

*M^O1ND_F11*6H8^3^0\=&3Y0,_K@H('F0>'-]T@TM(.R >--|%QRLDZ&?:0$9 MO:,G.VS'M(GUYS*4PSU;7Y EXRRR=3FUIS$DR\T:JKZ>Q/EVD3B_KF:=2)FO*

MfR9E_M/E_<7=U2UFRF/F_$7G]NJA\X6/%3KFU/DK+AV5{6QDX_/D;/2LQ;0/`MGZ8Q6'^SO@8N&[@6@Xl,>^$8(,2D4?U>[PF<-7^_MO8$7-OH3V@CZ3Z4S>*S,^B;78;+.;?*

*LL6J4FFVcV3U^7A\7%8<(*8H]9"6:$%#Y!p"\~*HR+#?'+A7N8W4YcG2>HDC0HR)_G/)0B(E M4 \U6]+GKW%5M7X#>]QUL8^//[FE?8()'F"*

<5NF$5OTFC]+?F>F*6/=H#'`MN!72%Y-O^;4,C1E3WBZ,$X=[R\I^???],KJ715C@QOF0781]/HS_;N8K8V& MR=BT> 18.8@S?6:ZB'*%*>-@T0OF \)'5!+GRO71/?*

9HP,/PB#TCG=Z75;> M_%]>5Q\],/,2NZ?XR=I^:,/^LP.:!0[RJ>W(#GB2!K5;T2 NOV(OC)$+= %? MV9H@:ADH>A(<*^"S$N.UBV8"19;>*-)T+!)UKX(\;R:EFG#.5!(=1^#1]&6P*

M:TA?"[^I>&H],KU\$MV@5&2T#J-[EO.G%3YC1Z;8TWOQUS#Z^D>-& DV8 MBWHHS3=F$'E3TE3N%=#[R>6R8TS0DO(*1M%F!&!0FR5.$).I@>%##5X2QMBD M(S-*

*U\Z?..F:FY]#$9=R'>@,\1DL$0P\)@X6B&N:+3&JGBW/3'RK[*RR96?S[M@&DC.(F;=R=":KH35Q+>D7/LD@ZRXQN.,T?'EC0PONXV-YFABMGYA X$^>/> MWFA)!!)$?9'*

*3"\WZK62?NMB6IS^OY9M8[#[DP<"4O;>K91+\'08_&WHG[_H MU6]!WB*FP"XA0[21\T.K/>F5;Z^U2O5^FFMUC|>G$,,C,MP: C M)E5?*

1'#T0EST7X#U!Q)FF]^Q+@DCN(3&OF80P"$8A:1![LDTB-@Z MT28BS 8GYV2X]VIN!#D1]X[E<(A/!.)^7,;!IP/8W"/64%^ 1_PR%=#F.9>R M@R@B4MVQW,O"#8O-'BO:?*

*[: +T4N@ *=)O54E6F$BRZ%$%/L.%(2@5P"*=)OQ&.U4?%#[MD(DB?'9B@AB0-C0M#T=6<5QIXGNB(/&\!%#%Q1TS^ JY$,,2L'P00"0CP'(E/ M"@T#>M3<'!UMJU44UL4,XF?56:LQ46A/D57?+U3!//*

*UK]&<+1)$2?Q"C MRN7F!Y^_$^6+^V+:P4OZGE4;$K!,A;OT?NS0A&")VB:(CD>/+EA@ U/8/V*4 M7MRB @&-#B8P&FIH!P[(:K3U?QVN;A*-8O&.5X-%856.3>EINUZ,,OMXLO*

MM?0@:\#0E4-JB0,>UBY]H7ZX"55+B!K***@NN2G&'R*:ZW1)5]<#1Y1!,5R M01O!B5\NJ4'Z,&?ZE;)1RZ<*?9&!%/<^B2I(!%EZ9)4R]/OY,8!&>):5X/+P*

M,>;3&H6RL>^8,ZB9\KUED7'J4U<#TD<>*WQCY9K)#$N>*+HO"%0]7X?R7-M^%$:+(*.V@L,IWGBS/E8XU!##IV/$K."5X-(ND6)L%4431.X.G"IH\S2A(C8Q*>UA*0X$;.-*

*#3FP1=.,OG!1!)_U,HV.JBN'G2/\C_+ M/6G]!=R3EHM[TK1K]66&=U5*NZA$5G,$NT ^CYX+.N.TY!JN!QJE=!\X.=;O MG>O?+N^UJVN]<_T))WUU?KNIO/QZ>?UPKW^_>OA=*

*[UQ;^V!WE'K,_S ^S0F=*ZE-U?>)P6 M6I4S3%4YW;=\M&A -7W\#)8!WM[Z^L5M1[^]B(86QW^1?4E1=5D4I.B#*'?Z M$U-*

$14,5,>5V$LN!|.SC3;OC8TL1&E/8E)@N3OJBZA#5;)/:OQQM!,ZLMQKA9/2^9L^%K?0R$\0X= !@:AG8 \|.?XPIPK?4EZFD##ANXP*QBR1,LM MS>'N)*4 Y?6T?0;>QH!*

((;2CVP)D"OK!8^2@X#)OS+=]^Z7HGC\F=]\U^;U MN.JX#,5]-72^+TTF-O>Y;,1(-+9#%A07@!5,KR?]=<>@%^3=,8]34]U]M,I0((7YB:6&UE2(XB]![C,!H>)4"KQX6+52DJ7

MOQ"Z,^GI$8[=|_A6<7,;O (9ZM50#@GA3?DMA MBL08'?W^]^'BUC#4^86B+:.#6PU[4BA,6XAOFD[,P%N0D[OXF5M,F5TM;K) X M*'&2EB (>*

(WS#@>S/\$D2R@!D_<,=_J1.L@@T:KTP+26ZEO]f";>I 1U&>6(`MF)RH ^_,L-,DO\R7?Z&A4P,.>7NXB'NT6$@59+.| MHJI*154QA:?K:+4!(F^*#"AJ>#^.H4I9>V Y*

M')'I&KV/\TOG')=_2X M(Z$=42,Y,'TZ>\|BIL\-_]0/*FGIV/7-],\|0#,/_]4]7RVSJZ>N29X83' M",^/S#|9LCB(8GV)A66'C834*\@*2998P2*TV-E*:?WB$[E4-F,DB!9<0R7NQ] M.*

[L_TY8,>]Q??D0>({59!IO1IW;,9D!W&;,%0M)B751Y//4"+%^4,Q0E4'@5 MQ8B2"83W+'27)2;5^,.=?E,1^S[,Z<;& <9%S<4]+F2S?FQ5)T[R9U$!$?4*

MG\I(SR<>Z,E5(CVWHO6NIA3:M3K"]^?4-&NHC_BZK]%(Q#37Y+E3?LK1;'%)2P%YW[3DR4A3-P"!KZ5Y-:7'RVR&T6#LC5"//P ML=D-HS0Q6[\'?

1/(5G>3N-1TKWTU7[3[GMSN62'W+/LL@MS^#V),W>5&GFYZOEES^UOFB]>T\/%S>W>_P'B3?;O=+V'/I/U^TCY[K M_HDI2AB-]9GWQ+CK&7]\G0K.#W)\9[=-

*^B"#B<;*8+)<7!_Z08O-/-'BY?^[MO;O[**A0-?X6AD)0X_^!9D@X(D.+FS173N^,)VZ D6^!%j=''%%.TO[E&T0!'M%34O*GAVA6MA1;D=Z"2DQ_RK,IM7&E_)D01QWR#?*

37S18V++,0C2\AH>;[@W M*B(S/N^1/[9-QPQ<[T5)<9'=G+5D)#2R?F02"N_Y!=\,&<\|7>W3Y?!M8VZ/@ M9L)XO,8^=^6X<\4"9+P5D6X-Y(7!<^27N)8Q|$*

*XZ^V MO*D1'E><5;1.2K$D?Z>]F7Q5$@^N\/W$W(R)/?(,;:^/$D.+UO3(PQ$MG40H M(;IEI0U]'S**8;6 J42>+!$Q>[K,T<24N.F3;=''R!P,1.0U="5-&8N;@60TX@ MD0LHHT82G7-*

>U&;M6+4J+|\Y^B(XJT0PS,|+)'-CQ0+@6/^TJDE0I(DO4C,A> M/!.]YVG&>5GCM^B3+S)B,YBN)$#.]{^,0H!)OQ,=:GC!7$P>''OR

*MUD@9AQO4&G6(#4EY\)P38M'7?3FBM5Q@m8&'B;R^)8P1,41@47>1 M)&.L<: 0@V7S%_$2-Q+O%CQ]"B/2H#H5';$2-Q+9$*C$H+0GADH920"(/@@&+]_M]^[Y^?*

*G,9[VS1_?I>-/;EVHSTWP]{GBU<,?S1;**Q^L7-U]MO MF$0(9L%69;,SG)[-^,+U;5^^?,TAYLXLU&[?^@\|&3-[1@N>\##Y\C:OI]W M"_PO=%2TRP5W(DPY[94:J]4T8/(2[?#*

(UD('JKFV >A(7\Z03:?4WS/Q<>) M$ 9Q;?R$<.U."M=H8ZWVSQ/. O7+1.V_&3^@: N)/A@5H"2B 5C#/K&R//#/ M.,A3OK5X?VDB/P)FECVC',3-\EU,>#K820!K[[--

PUO_[BXN+$/ #D&_+] MF/H0K+E?3_XQ^:>I5#XYO^/:-'53C%W2N]@EE9<@4IOZ&,W-.[<7G9N/^M6G M]\ YS;=&9?S1#M"D7<#QE3*

*MVJF;$T>>0V[HZENA0X2!ZTN=5!%E&*!X9AOGV*#1ZYM'(&U--G<,>O;1VU]#1!<8'?LSSAS;7-';JQ_9.I%#9XM)MK-.G9CT;$Q1.?' M"9 *#-)LALV=OXEK@HAJ)^&0:*YR|/;6+*

*<6"I<5US\:|, +E*_ 8XRB'6WWQS M*%)^F]W;906IM91FUHK&5DSY4TS@YCM\W'&NS$:2MM7+,T5S[Q]^Z%:WA!:*

*MVQLYXBY,B6[%*Y;J]LW%$SWM<0238'60_^?/I*E'DHZ[!3X/E1MM/9DJ8 M$;&4701U[RYQ;^X>< %;XU?6GR|M+ ^.?Z0;N[,WJ_N'R[O*3?OOMXY>K"$TN*

*M;M<_7]U|W>W7>US#N?(#LNQAR+ZT%RNWH]?B"DD@^BB"H=84?X9,?H<_.]GH3 MSUM19[B\C3L)]*E?:,]#MY#7KV-,GV2%!9DK) G-WH&4I0%UE(FT*#]A&KJ1 M3V#H?*

HKQS,AXY]^D$6X#-"/CR;)+Y;#[<0|:Y!8=LN(20-"C 768Y>&K($G/ M\|+BHTE@T5@<3 T1Q8!&MC0Q,=8.^X!YMF@N9=M8Z 7GHKI9RKGP]^GQ>]3

MV^4GBL@69/G%T$EL5+15H[7^>)(8[*I+ ?D.'LR#&A,W1&L&C/5(3U]Q,\(*M_H^S&'Y'=^,T1 M3?;17WW=0OEAGA!.3]159EYZ;$RC-TW?#T=1YQB5"9\MVYZ7:7]F=_C@\)":

MZ2R?:FIH:6FN'A8.46&@[<+1[9G^U71$!A[3N(WBC[$)1]PE,8VS1Q'#\(3$B:NC M?:'YNK?Q7D$26HHWHAJ(-^0U-3U%A0(RI7U&&+"F)",.IVCY,F*

MVDX.0D"MEXFY07OPJE^168^XEU\QHA?V0THB!E^$.OS 8[*KY+QL41RM4CQ; M(P8U3WKFM?BBWQ+]41R1S_+DW8H&H@$?9B6;=MS,_XFE-NPA^T0FG<=(,60

MMf{53<",Q@@ZPB68BOD:N MM<\;| /16/Z?_DR.B">:+R4-9=U#)7+>;14N1[=#A #U2F:9B&-T;[.']L. M<1) ,.3H;^Y'R;2@&M60!H/@\Z D<+ML*H?W:0U7W1RADL;-*

UV7WE6AHV<(S M"@ !==0R&0 ,V[80|+Y&!2_=%)6J2+3H MFU@"N07C$R)L8:I1APPG^8YNDVVQ)R&,8W&BR:$0IBI\NY%%J8167C7#84M> MM">PS0OO+_F5W

*(=FMHS4UQR"+_Y>R5'48*2B% 3]97 OQN%#C4G$;.D^XQ7E<.(F(-W.CV, Z\HH(97]R*U",ZL\'CXV4Z?1Q_8H1B>M$KY&!A#U/"[SIL>51!R2SW.6OO\?*

*MMT,WP#L1O*Z*9C@AMW'R9CR-E-@O#0-ZZ,19;2EXBF@:"T&O"UD"EG"V^6;9M[CD+_W4[ER M5@;SV;9E,.&G>OVL(3\Q-!'JH*NN5VT[(3XB]$?M;D6\1AJ9HF!:--Z/\4W?*

C+PA08XH/£^2&@#^ M]@L(EU?.<-)U^7X9KJ $DMVXB@$=,4_"69^ HAB1/AICBR@\253=H&3FMR[$_9SE0EZPGW/G;]90Q-V1[_ M5^:\&(C#W?(3S_X=S+

(T+|2D%QN$S1MW)^>|V\]B4/4H17:QGDM957XZ\3-#% MKD?'3Y &!ET-+5[!KQU\Q9$-]%0WD @ET>$R#[#:#PG=PX;^ MZ?K@=E]@UW/71C\TOS?\+FQL2O[A37,5=\-

KZR9+JW7U%2 M>]&H=%/9V!-I[)7=I+$OTSUE.YN86Z.WHVI:Z_S-%5JD;NB#S>)'DVG\/,). MUULTE^]TK>7! M,H<5.Q1 W,0A9H-

*C>R|>@4(NQ'VN;?!,/83C%LZ]'+WK5"M[C!TWE5+-]%1, M1]5>2SM-)4*S-AL,)'6D S0:!^,2B ,?W^P7>FD;V5AR-WXl;(*S"G@R8!)AMG>4 M]HUQ8C!"">*%64CADZ_<0?6MZ4R?*

*G\UX9WOBVP*TOU@_WCNN\!GC0X0H70N^ M=8?EVKWR"0VA&YFV_^O):?5$Y_TZ?SVQ?@3OG7!TVG>#4_&-$IT!5^+7D]__M?33-\7L\<!?IXW\NXP-W@@MQ24,>%2 =,*

5/P;M#QO^++AGl_A,QFZ\?3:.?6 M.#5!DAJE>AMLML1FSV>"+PTPZ^!R0:0 CM\KIB.L>(LHMHEG\FCW$4GN6:!D.S9D-T^.6_4%\)Z MT=GW ;=UN&5MN+5+) ^?

*EZHPVZ[ZRLP/5PY.$7,IET/E@N@ @,1LV"N?G#?7 MQ=[VX*1$\U9?+>;14N1|=#A #U2F:9B&-T;[.']L. M<1) ,.3H;^Y'R;2@&M60!H/@\Z D<+ML*H?W:0U7W1RADL;-*

:>V46U&Y@UT/,87E&,CMW0#OXJ=)LDVGU-_/<0Z5>ZG@#JIL L;I MJH"=U%QL)>6MTD+NF8?V#, [M+L2M8X!M#'$U0%QEL=A;"7'Y4)05NG)^<-,I\L>M,FQQEL!S76,*

*C3]C=S] MMZUY*LO#JH'^>ZV^6)KE2Z4N9(0V\L&MAPT39$[A7Z$UYOF&8#0>*CO(([W: MIA. *+R4|\KLSE",K-5<%^.'QQWK@ZYUB(/X076&QQ(PF.#>88*

M.'4'IS@/ZK#51G2T+WBR.USM9O-K <\539LM\%;.$KU|MCE+5AURQAQ.NH MK!TVR:=:N9HL)3AHC1?AI/[TO?XALY-I$Q4LVD)?1O#9*S===G>&T.AA6 M8=W(XE[N1\LL9*

*YYW$-EA^70507SNG6[4GVH;@=*BA.VY>48B. MJAA37?'CC/2L9;7%09UKU^EE=V2,.):OG:[&=8T756D;BZJAJG)PWMA0^W8ES M-*

;FS6B:1H(;FLLF!VBJD!0]1(TB;9H=NXGU92.BYLEYLV94ZXO=\=GH M6H'A#Q(GZ\<4L^&D!3AI&?7R8I=Y!9SL.0&B/=Z5R;;XBSNT'U?9S!:$\()$

*MZV6\]KJ&W.GS0W*6ASM9E\1F=DKK(=XSF'L,O59O(1DY*N1R;+ZOG M6TUV9T:,N((M_P$2]S(-4L4=]XU*CN.**P-KTVD6*X*

+YR3UFJN"ZW)/V/J9^65I'[>]%F>;2;M<08FUXXAKIRQ:QC!6'Q_6421-QE%7A59=4#6 M00>2EXH9SQ$"AZ+5)-9717CCY+QFM,J[=HWV;P>N"K F JS>/K1;UVR!GAF& MX%

[LOXOF2W5%L^7P#9"SCWSGJP>\Q42SD:[>)E@E%N+:*XL/09 3P7XW/<]4 M)/C6:R@S4F7MU5#E)^993R8VPE7(<V2=9[CZ192)/N/!#ELZB ME?*

*3VLB2U53"\62N*S?:4_+PRVLJ4/-Y<+":.Q#IY+J\D&XXK6#O5J+-Ij=R0; MI##L6#6JK>:!:1@;V+@\Q]QOA$CO;;'-[UYFHS^9!CA,2T-!!6 MI($<(E,J?*

*1,&S,..|SXBU!|_FBL1JZI$K'U;HF%W?4*B5E)?S=Q|_[2:%96R#!:SG;,_WDO'16*I72KALG/HC;ZQIZ=IQ< M77]>XY1T)+\3!D/7L_YF_53-E7;NQC)XV-*

*,>FVANUE/+N"=!SQ^GUK[PGXX> M3B=>:<.9P+_P>C573U0%>"WBEOG_I4*TL0%\C!WL$ M%Z%]E%+K'F=@#W DA-A'18C1+A11!@I&G?^[K26^VU[BNY€. MYKC1]*

*(F4_ZQ)O#F).==S%W/.N/%&SAKI9>HJ[(Y&KI/-"BZO;E7R939H4E87 MF<'5/&UV&_9O>1W)K!QQ9;&\R/BM[\N#V,ZF7C)*R^C)S(;N9L&_1&UR,K= MI.96L;A L36;1BVU13OY*

MZ82M>ZBA?04#F7N;-YM@-J[IS7MXL?W50_76 ^[I=7W(;1NST^6Q;'(I6OU3 M"JZAW /-@>}.&);N% 5%/%TXV5-=P6DW0.%3SFT2^M7_+=>"H;;.+ M&

WDUDU<[_1ZX2BT:;1;GPVLGA5,GO+)@<%@[>;(TA[UA@6@[K7Y[> R#Q%>A] MXL!3:0Q"%,,2\XBM@1>N9:.]R.P'4DP\81B %]4&BE^N(K\V41>"BI

*M9VIZB;_P=O9@B7)K0D6]T>8-#;(I*O [&RVC65]<-5XDG6U(?*R**AK(8Y1Q MOO++!IFMWTW)GNCHD2(L:!O9!,9!=OC94-Y;Q^FO2(KU4M&/;=>Y=VM@J]R+*

*M3DWO:&SQV/ST;Y.EKM8:W]RLON:.UT],7.9R&*V*(6WS|@?KBGH$&\K@8_U M[CSE5:7]8F9LO[/\?%*

M6G31@FW705B/Q\ST,";);\||#YG\#7!T/+U#GRE3^WZE|K%,]`YA/#]"5= MZ&3.R1F7'42Y$V2IEWG?6QMV_@#0,'L]=S0V'9STJ#LX4$HW ?"F [/V-' M<2XOT-P! L_'"CH%?(*

*(?+X*OMW-2(=32+ E%I6K_M?I*>"8V?WW^]WY"-+Y M'O0^5,V"5MN5%.9NX&>+)SO'4)@^3"8) MKJH`^]$X^1<=&H$4'G@6*

MKL?,/T^]#'03O'=,H%2WVTC9+@)/;*"S@2QIR^N[A?/$:-H.Q05R;Q9;$C_ MF"0X[_\N8;/G7!Z9Y[N£N|\]'ZUP_?OH'5U=UOOSU<7?^F7UU? (MU=\9B M"7FIR&N0"*

(\!KZP0WY_]9=GZ2R5>;.?==!=1$]\4E'/5H3'?C9,X+TT3A M8E'Z+S 6]$MP"OOZ+UWOW7ET6\DW4BT;&;W>E)'N]|B|NP)E9?.@Q O?S0#K M0$Y,R0EI9#U[FM1Y,VK?

Z+WXXYB8]_I#V\IVNM=V0LI"&S4;J[' >__+8 M$W-"-HGEG-UM+Y>6\ORYQ_[OTK\Q\W#ZRH%/+1"[!Q;W^!8]OS"=+G8EX!]

*M>468F]N+\QSV.>1^AL3%%G%HOLU@D^.*Q*_&9954BD# W0P$7+YP-KOT+&5V*R6BD(ZTRT=:0Z3|.PI M\H8 M1*MUU<'U&&F&"F%V&!T@H_7&|(U7A\8VG9I0N?*

*AD7ECAGW!S|=Q^I_B MTXG!UK/QV3):[<,<0[D:Z3T M4A%[SVP;C@-X_2J/MA"K9;-5.LPYDZNQ1'MCD*L8I?8^V^6OFX*:-G.2.0RO MK9 [S/{D0B.H Z)Q@5:5AU$j'6:.0*

M(F>D!PB6 5G+:%;R.GPYL> 7C (,/>DN\]=[%8QMJ 8C4]3P\(1"B[8N.JK\1PK[HN|=_ 95]I% AY2+S UZ33+---.H.4#NG1WCD"<'\HMD6G GG MZ)OVJ]+/Z9&=98%6.10^HO-

80<@L&EQPB/H(/:9SY3S!X3! QY$9_YXAM-,H MK1*@.$@=GA{760-ZS95F(6Y BV\AKG,Q-)U'2@FG7CEX@?T\;X,"D08(5KO M3H_P?#8MC]*?.WU,?45RNAF(H119;,0L4P^*\,*

[,J&2'MY9%WM5HUYHAGI0-MT1UR'?7EFNC3]_,7HD_63Z-QD/ 3YR&_9/+P+_W M8/X@_N6/P#.!E"W'I%ZN C.B 2?PI.=2?% :EFI9

*MW6AG&"*10X6.%NYLSCQ<>9]U0&EM9[(5Z $3_8T_R3!QOD!+HB\&HWIR85.WM6[O'1 MHG(UD=S< 2L[?PYT>LTVXD-%]U\,BV;2E@#%_ 1-PT7'486G3.OS5BV8C*E*

*MQ[T3ZK\CX?G@*FU5!3 _FK[5RV94M5K+]^*:T:=E81,_\7A:O(B/?J^!1PV MC%9C^4Y^\W&X'3LDOW97KC:S/VE-P<^X]P$U."OC,D"*O&[*LL.]8^4T1/"*

*MNI*Q;"S[/D0VZY3S'CYQP*EC'U+Y.9[_L{P!FG6OZ=' R;TF)4^2$+]JKM;&? MT<=^!;ODO&Y46XOMD,QH6U@/DWN,S4=8=36$S>A;G|V\.;^!,;-!/+T.]JM*

*MAJWT.J;5V*MLE%/3WM=CKQU4 &4)9LKDY;FQVI2XIR2J6LDP+9 D6[QW!:"U/;FTVCW%YF>,FV^Z_-!]ON8V.M4IT&5JW6K6[+ M ;%LAL<%)A#8-*

K4@O;Q^/Y&>MB4|GN:$#[/]5HI;WH|O@2I+M?&)H45KGP_ M9/U/(=;>W3+/@%EJ&X)469-F#&!P>969I%L7 M-5E)HYPWTLB|||K!

[KQZL#NX;CS73>+S<@\|P%FD+U3'1+0(<4K Y9JQ+2$! MXS/2M+"IB9IGWK =?#:SD4+AL,K\Y=S[[FBOK 9\)6Y3WX;-U^A% S!4L2?%6SHV M_PD=+HF>K6"H_W${=

/XY2OS'IFW9?@O_F+.>R0>FY;H|/X+9*6[,KA#9U M_VR4\QLCWS4P^1"C1;"! MG4VV}]XF"50X"53W.>-Z>X[MK;=@\D$1&.7\D[OH5ZX,C&(S*T9OEDL,2LJY*

*M:#9#D/LXFV;K;I#+N/QVRT=_V&@59;$V@YYTE;YVLR>5"?_ +/KW0L"R*HU*U@O4LWO35A64;EJ M,M@!JDW%UWB8\#6NI*^1+C*)A&[&=#5OQ_@U!1,4PZGICO7<1\?*

*+%K6(^2 M6\\S,_4<5M+56HHV5]13V0#UY&+V=U;E+>?Z3AIQX,I;V[77EN!;V;94C2V MF&^HO38H9';<9KQL03U+P*WH\,&#F^'$0.]ERBK[5=#Z=:/=7*SY7U%WCRU>*

M2^#]K6<+6%D,JLMN0+S;)?NDK_YT^LQW"\FHMH$HUH[122ZY@5L_/6 M)K,5N]*UUF?(NE&N+.YRMO=(U2I557AOU#/]%6NZILG59N;+B;4]V,RZ,[IF*

MS_2GS'=%59QZT#3]S74[M!P/).E^>CX@)UVJ@:]#O. :W<%V@P ,7Y0,YKY MO7#=-38KX);.XKEK.& 1H'5N>\|+0V_(9)HK4\2^:QJV%?= MIF M:"&?/DY1BY;GS>Q)-ZY?)',>*

*(W7748IY^A+ ?=N48BKD;AU78 MOY8NS14!-39#0#MQ0HO:LJ*V;!F9,KM!Q&L#V1+'.&(H9":<6E%;MA+U M9L*

*75N%L.$AO>^&79NM2=>S7I3%@:FM6"O0WDAE6RW#$_ 9-+,"OL@WHK*J MU^R|$HX86'.I>KF;,4G5Y=(&J+K9-&KUQ=>X>(*

*MG=5*GLN5M;%3*96,1H9>;Z\"1PO\A15*,\LSZM)7JHX$$ZQ=VY@:7^A%%!51 M\WV'U= THZ9\F8+,EM$L+8[HK!*TG=X%Y@-$K)=SC5-$V;)6#7#P1$I ? > MK!^S|6OVK-*

^Y(],Q^ >&?L\|:_!!'YG>HP5+X5=+R=5[X!HP3ZXO=S&6BXHU M:2,ZCA87Q_GU!%PV_!UL^)f\?<5]G0;NF/86?2!A19\|6_U@B.\K_0RD,-N? M@K"Z@>,& M3)(;R

*3QR8G^8V2_!U\+(8VY[?ID ...#P3L|SRKR HX7_ :'ZS"HP?@&M+H+D#A*C/A#K%,/U$,/43, -WE*5)! M\U?JK|-30#RS^^_U6 ,1Y.\]^RMD3@[<^V;E@TI))[9 ?*

14/$DZ@3^K^%0J M)YYX/^\#*&DW0\LVOU/NC7(/?Y MD:]=/%Q=?>B=?(J.C4"+#CP+ %V/F7^>=AEH'WCOF$"L;K>1LET$F'ID!9VQ

*M0IBYN+1?/$>,HNU05"3A9BD) ^LFOE(F$)OKE GN:$/;_MO=RD"-V+4"-'57BB0-L,'_DM)7\4TU6L*2]*;XT MFKHPFG[YYM:?2^6*SUU@#*

*<"D8(0MA@!:"/O#Z.F6<&Z&M@/.&)REC?9SMJ M8QX6MQA*71@L,'SM.^C|64Y@.H_8+L'!*75=T-Q=V*5$V_9U./W'ZF>9=GE>-.FF5=!0V2)=?*

*M45ZFWU=+RRT5J[Q6X^!"5G&O74&,VQ9.?*GNL'VY:$6^&4]%LO)9PW W$- MX#Q>X"EG8[M=R6V5U%88);VG\F]P]]?6%3(YU3,70] J=/\T,"U/?\+K V2= M9]/S3*

T8\.G=HC_#6>FF)+:N;@;?^9&S6)OUE1I)[KFA MQXILE-X]>ET(@MYNK]+2-%A6\]]LGQ9PMS56-_BEOG6668K')/>^3HZ MY&?7^^2&W6 0VIU>#^ Z3VQ6FNW2DJK]Y-

"W'WI;.V@K)IB=@_P;GP>C!C7/E/#'A0V<]KDEV2V(WIZA&M5 MV&4(P1R..S&S507^3V25^HR$X>6ZE6!DF9^NW)N=QTUFI(N"_>V4:WL MT^'>HEI9Q"R[[. ^R%,+'I

*M$,,K]?08VY4#7C!P|"?&_WOER//>1<>=$VM;(RYP6+&5>GIT:CWPE5AG.('KO1PD'Z0'R:81*4|YK]?Y>3./PRNROTM6[0"95UE]Z{&Q;?6E*

*M(?"X4,X'2;GIX,YIRA50^"3Z.0OJK,/T*9[4(0#,$4]Y',BR M';&>'HW:.$1K]\2IVZZ&6V&F1GJ\:@6 3F8^5,JK>-X[:1.S ;=B,+|LP*?8"@NE1|IFV\2W M_*AS_(GVKF*

*L4YR\,)C*R0Z\W! ,)"QG&'FKXX(6\?!P/ M,L93(\I M;P*.K76N;O,1).,,<=\"4KYX"#;-=T#CQ/I9D>5)Y"^1!S.SW]&O M.EGJ4$)*

*(G(J3SAXFH/YQ.W0#US%T*7/I!'S'IEW\"Y"=K07PW^VJUG2KUZF MQ.S'T+<^DW03/\ M_"L)UZ7_(K1R&*

*[%A&;-45+ ^\73AC%9]>1+PA0!FT/QYG5TIO%JK#3OJ[9+;R.XOK[\5+(@;J#'V;D.6TS8-&3, ^%CE M'#>)D\YB-78QI#X&K=QZ^Z@!0U $ODS X./]W&_S9FG'W)6",JH:T*&X&%^YH MY#I45S[GR]MF-K^=HZ|KAH=LV6?>#FUG/'=GFS,!&3'(/OB]V\24<)@ MML'-,WL^IP6S(F,Q/9@U$250&KlU-9AT=*UMOP0AHI5^J;@*+8/ JBW%?5]D7>,-%*

(K^0W1S6ND7E,BO^' ,<'D"CJ1.$W[@63VP4>EVTNDG M/U"^>0LNH=N?S$V__-&S0P0C_$#M;.[WKT<#%@OR%+F8E1J:Q2Z')8SU4J_ML,L=4LIEHU9=I>O;(?AL\14#Y@F2:

<=B6PZM[=7PFEY>MB6\EAQ@GR_6 0?I:]8V(I(PYII9 M$+VB4>&M]-N'+=%IQ2C5ER?3#$/%CPR7^J2|+A\KG3)$@/B"ZVS2MV+3UON7W;-4'$ 8I%9SF*I^ M7@+ E$#?*

56AW5O:R5WP6900Q29O:2E6>CZ,'_ UTU=^7HZ8YIA,(I94) M'#2^RJB3W.2E8\!#B/ZIGT6\%0UH3]7O/5H/LT M(EL[2B#?E_B:,4T',7=%N"K/R1LL&Z6-C?MX%V"=-

Z'F7/(_":B/51GT7B^7 MQH^^8(U WUZS9_W.'9F.P3\P=$R)'7S01Z;W:,%:^-524E+U&'H_<@-R&V.Y MJEB3=@+?M6U!],^>@&+%W_VQV9._K|BOT

*=T|ZB#V3TBCZ38|%+I9\!X[,9 M'=Z2/!K.?K0&+!\#6"NC%VTJ6<_+N/.5SFFR>%(C)[4YZ]_DM=#&ERX+]!XP9_ M$E7]W_*3$_W'R'YOFP@OX*EO|R?*

*G'1_(U.]Y5I>+@6M\L(J9E\&0Z1>N0S@B^+KPF&E]]WX"M]_)JA/S-]:#YA M=JB'X\>P&EL>H$&]BZ TL=!S@HPXP(%/P',\QV>0H(ML:A<],],3P'C MS.Z_UV_-1_8!7OU7R, X>Z\WJQ|TFI\'Fl)%/3\63)+'YLXJR4%FX7$GAX09^ AMNBNN>$\2!PO1A,@F*D_/(^JAY'$^Z \O8SAQOS.[5N^#?=2*UBG1_YVL7#-=2*1 MWLFGZ-@CM.C*

LP#0I9CYYVF7@7!]XX)E.IV&RG;14"I1U;0F2#V],75_>(Y M8A2E8O=^,%O\Z3U[1!J4Y[^OQ4^M2X8+Y'/#O4JD\2[\SSP_ZQ+!TS_ XUKE^^/95N[CY>OOM MX>KZ-*

*_WJ^@*D2_=\)B .\ZRH"WT-5.%"175D!__$>FS499Y6+1MZI82#&8_] M? O8EMO/U^$('N]-1W3 7#+'J"]\D$VE^)I!Z+&;@6@,"70C;?NGTW*I7*V> M,%KCQJ;?*

1NE>^O __8]6I5>S"M=>3$N#V^+RX]T'CY9YMN4P>(S.KG,+1+_ Q M'DW^1M/ND2*4[9VB< >01\ GWN83)%,_C(5U"4+^M-\ALE=*\/QN:+@8SO6(C\0?+K@W M((/]X5G\V*

<([XEX;?I&T$7+?-7LR^Z8,;+=(D]DA"51NIR\XOA EVFG??#E] M< NE#E2QO69]?]2":S@!;8LZ >HZA,|>#-(?!3+O$]M#0N=_S.T7_1'95) M*8I$BVV=&SH)$=W"Z2R>!>?*

&]0SMP>K]R8(=>#FB=D#^8P$!W D^^[(ZEDV M^I*N_HG9YC,Z2'#JSZSKA:8'"U9PP7*+9XE16F^?5L'WXU,"&?H$.GC>KP7N M*NY;JY3X:PP"<^"9&(+0_9=1U[7IEB&*

(]T4RL_G\0$J-9GJ>G^9& MC5!U-6I46Q TFLC\B6OL;DWOOB-ZZ);)"DG$E4 ,_M2VGUCT0)0,19V";]^_O:{(%FTV|<@K)>)NJHE%5HZB%X#W!

48R?7YM^W_Q+IT/=;|\N8C8A_]=,HEXN7C$T]>W4Y*Z?"\4:$^S(/Y4O-'03T//$;+Q"1%;[2Q#0F+X&+:._P'9'-M?"*J&0%B=(:_J[M/EIBHHHYAF/UN'EP=F#RZP"%*

[CP]R&T6C!+$YDFA"\>B_M"\"LS4)^P# AJ_'3T?N2ZP/+MOY&(2MB7GP-@D=J2.G,P+N]3M&0_6"\D)0/T;>J/+CA=-MIR,N-?T UX,'GH=6;ZC#-CY!'8P**V*R\;P6X (.GS1BPO?*

*,2@%+> M\65U/^S^!U0GD%(+AO-D?+@M&_NOUIZ;WF?:?A_Z(.^41'5\RP*INM=P808 MEPLYM ,73)$CD()+;Vl9]%EF@U2W3!GTZ<'MA3*=(%AIHMFN\. C*3 M>UIY61-MR)DE NT(OA7H^_S7PR+9M0+#'/F0,0>:;_#H0)SQCPN V$B@R#Y$>;%[6N MZ".;4+1$6&B+F;!OPB(!&;(!LVV@GQ"CVXGNY Y @3&Z9PB8.3(25H(#S.&"*

*MS>;YJL"88N<)FC5BF;"ER01;6":0G%&4X!#I,IM41V((9(NK2_1"!.!)<*YN M^1K^&1P'0.A+BLDM;:W+/RXB[T:5H=_%U5$WM&PN'4\5Z6C$MI?<@9+DB\@D*

*M:8:T+T05.1MGRW%X:P(3<6SO1.6Q$(Z#M&-2TO[\11^#Q.)D%UMQ7 ;&FS1 M\(W!^0G*X'V-1 2[].G:d!(R@(*-9SP\A^\Z-2XQ&$-V8.!A@\Y", BR*Z7/EX#+8I6 [-*QJKR^D4_^S#7_P!=Y?1 MO5 :V>5L.D*@ Z_8%/HER2IO%'1YHY"(Y@"Z?-#7&(A$,]!&.X8& MMZ'AZ\M!I Y]-"DJTYOH=QJCYDSO!"^7-!@ (BZ $>4\$M;_9^]=F]M&DD31*

M[_P56.[AAT!N4GP.?J227W.3H[K4N7E M[_R55_R-"=?,?:L^TM5YI;6\TQOM$]AESD MQNY&E+:,<;/W)=&ZF#)^'$C74)-/[':SBD/<<(Q4HLA@98W8#^F8$P_P%??+]P

*M9W]>P#?_P"_^T=V?(DSWN%C:<-2M+FU(!5]&YF1?Y!9:> U-WN/M4[=*R2,5WD)7'\#RL,&]M3.B=*R>A)2>K=@%":V4MR M0::ML R"]T^*RJX-07$\=*

N4\N,BN$!#'.V70CL9D&7]4Q@DV:1MA2:MJ-%& MS8L2G&(I9IAXRQ!3=\S! Y&;68SMER%<+?0-O^3Y09(H2+T&0@@__YVOL; M]9^7ES>!)VYB?*

2@NF4:3I06#)\3EL!$6[^>ZEBF!XKPO0O_T5Y%LI>?+K^_ M#Y,H<%(^;$>[_'ZEC;1=7;.4=(2ZD+BXB;C3\&\E&?]BV8R.*<+#CRY*$P/P3 MH:>G>Q>AY#YA* #51FW9ID?*

*^_>5BP=M,94SZUER@I\LMT95G.CXW2**N!EN M%^Z(4%;DK&2N_$BP_ ^8V6D(:YEDI_I<&+%<*XTY1>O\-EAIA^J/%K555#T: M'J4MC;VO8+3_@@I&1^=4,%HM$>VJV]*

[4'.6L/8-KZAQ668C8S%/VI/[!9_I^@ MT'Y#,QV!2 PGT#N>TULGY0)BE>%#, IE'!5 \#@D66,'J[&%D0<+1S$!0F'(MY!LZ=_Q@F@:SZ_E'G]_-3^U_Q;\6E6=&UJ/ MZC<>T W>74-

)M@>H50JL-)U)&5;!>B!39%,+$-`\G\!9D1%\C|&FR&CD M#+G@P?P3!)2* ^&^OJZ82D*##"69G+YQ0/I(I-G/I#WT JB^[P2(Q+(YT$X MS1*%ER)IL/!R88I@\!T7X"]D&Y]?*

Q663S@8_,;6/&47?(D\/IIN]T;[[CX$ M;\=@(6,96@FO+8 #@4P;^&3)CA)X,Y%0!5UG;!8,5BRP7AE_@Q^R:.,%URP1ATF 47XLX4B#C_O^W@ \+]XV)4: 6.N MEHVI4"Y&><*

SN%#!)@8O+8YBC;GY19-SAQ\6DS<89:F0G$7!*OH'Y$5U5!N M=9<9%99#[/_:=_>)(+8W'@L2"B[FZGV,@*" 7'M@ MPB&;838?!9 -WFO Z9LIQ)TY,L(@5B0HP$NXZ"5L.8I0+*

M[">N-VG-F25B7? 5JAW & Q>,GI$3"!B9HCJT6QTF"TR=45RD5NM/I.'WK"/ M;^!.:V_@L!,$.V=3 Q$E64?>-:S#<.W,%?T#;]7? M!!4<%125EU?

F97ML3/@9G28T7:$7S,_8VBA!/I(PK)R,]L1=\M*<I+_DH[NC M^.?@EKH@,?Z7+/#$Z,=RD;9$XQ'CXL#.D>+BX$#=]Y)6$V)2W(@6K4QF;8RZ>_M_U?

$R,?):$L/RYJO4P0M8_LPE^O)=9_>JXYNW!],&NJB<36*TAL:(95-,TD M,]@D"&#/W,7"7/H *FO]H%V12MWN3V(*#;=I$+!+$)4SE]>55W3?[7ELQP7[& M"4[PS*#,#*

*DH>IX4DZ5BF#H*3HZ*^.,*C!< T9TOI!L4GF3B.#]@AYXA0.8$L,]V(7@/YB8/*,L7R3)U[*=S;@[5V/B;!>0B/!.(*8-_M'G[4<[5"(,[(^P%:23W&[!18@$D#)V+1@9>NN'SU%PK?*

*+MQX[-FZ LV\/$ MZ#TV*5$'"?R)IR.EK+9=BP?F8]XLYO'P2W !;,?5M>5B[@$U%U1$O\ M"5LOL"F8QZ4 "N&7'7;GKGBG!'D&(.!#N'[,.-+< HEC#4CS18 4BB.!&B'A*

MH.&;;PGLZ"6*.[@-_$LV>@&\=]1*RW@YOP1E%B0^IY2TJ[$.@0"-*KYR6+ M$;EN>$(>,%=2=2=?SB!(6$BW](U5Z\30!$N82=&Z;0:4^2!A0R+PGL144#X"4*

M@;>NL3])DZP+U'S/3$N*&YS"013B.HP+*.I_"@55L-?5#PI>8$!ERJGAZ4 M9K7VGE26.83SMV4V?Z)O5S2F&,!UP95'_SP3(M=.M8U"EI1G.J#R<'L1!00 M.$&GSL2E>EHT =?

*K5,@9O]I3>08M/$0=ZPXR8Z$RF 4 \X*W\[{!GW..K$>R M@&NXU1'DCW! "&FD4!T)TXY4Q>;,-M1(?!CRC|R/"O+;PUY V4N-OZ;(^-^\!.E5\VK?KE;P-"",0/(@C@0:]194985\.B451*

M[2%.1# F0K9WH,#!86SHF*.'YW7@LB3):-Z M5[E)O%IEOD9<;YY_=;^.U?/)4HZDR[2V,-S4L2T[>G+BOTGHRDG3+3-X0=TR*

*M8]4M4Z]NF5I.ADC3[?.C10,GUSOBL3"%Y(^N3IF4CXL90@8U5:9W\14&S^4 MQD[50P,H+TJ.XE2%==A3>#"-,E:,XG^CEAYHK<.VG(W"]_3FV)_6U*9N.RT MO?*

*S^6!(C:W2ZPXMNCZ!^_L5,K&-\$)Y8##*DM'&X,'-)S> C>+0N/E(_"-A9R MH61 0M@EZ+S@WN>XE@P.=??OZDMP]@>VNG#OLMLKE M)B \29M[P#YD+0:5^=&>&RS-Y!?5T-*

*?:<39\00AY48A_#P*R94;K]6EX!@(X ML-W">3*1ND\]--'"N1F\M<;T73[$D.:^\>D@^%24_3,P_.!FO]&<8KP;GR<3 MP&';\[!'OQVD5@:UK*3!KIEJR?L;Z!.]_CMXE-(*%P3>++IH+*

*N?- !7S.YC M5LM-?.H;CA(Z,9.!X=?6/HL-2^-S0LC(19\Y2*9&*$2@B7O!MSP 5[VU&[#T MD$5]V+A M&]*_/>UDC2\ WE;4E1568?HGZ'24R'R;*)+?[+4R:QB\^.P@*8(#EK=R>-<#*

M8IJZ-ZQ44P=GJ%>3@7ARH 3O)PZ6/EN,"'8%SCO-HSD>:WD4,$5_M6.C]G@-M$7!?]-ZH'.4!3THM_)3M8#Q,S]_A4&FLAP]T+O@_4"1*_?CI\Z=KJ1];7#^^ M =T@6::*

*4]WN9]>_)=%/=%E__>I+'K*W<[SGSM.!P5_VU'281? M!P|$/<%$(QPY_?YX);15ICFXM%Z9#02H9VJ<#K$!-6W!X M_O T:C1Y?VS3PH^1F+T5-*

*FA0^M^>6J1=)XO:C8%CO\$O>*W+*"?EBW7U DR MC?7Ut6G28W*UQ3=?9M=+7X#N&>N"*,_=R+?G&3'MU*I R;9)O0X6HO.CU$O) MY8"[;]DB;2CN)B!?*

*O)YBEJC';RR]!9OX;1"E!\DNVB& 8X-"G'#_T[!9R_< M^04:[U(O?;O^+3*PB9N]M(>3I ^)WMT4>X+=R$V64D,.I) ;@6&MK3O M^31ZY^X*;[.1T%6U_WP!_:Q/%D>*%6!9%9HRY-*

21=.CX7!)C"?E@__MB!N13"3S U! ^CW2&_6N/D1L@XU)(RWZ:"P^>![OC7U R3B,@=S\8712E/S@R:)#'0IA?6I1H,)(O3OJ]::X]: MG),U94";I-*

)O#%N/Y4_X(7Q"+#K1K,.HPT4'=DAW4,@P0K9[9+S3X<#@Q M!7Z#'7R1U'H HXHH9HYI-:SPP=XN 3@Q F)'G8'"L!E.TI-AQ151#?-0PQ_D4BO# MG$TQTAIX{1;I$RDW8[W:[D?*

$;*1!M3:2/(46/0;AZK\CHS);_Q2C,FIM0J5! MBK2@TB&P,LC_'DQQ)/D5{(>91;% H:\6G_@(_H88++7]UIGJQ<%-GJABXBZ8ED5(L%"%T?(BC)#*$B[%4GC^:

MYQ^^H#S_1.7YZT#-<>(LMW@G|-RH-?>/DEJS5:AGQ4OE'NTV5,HN$G?\1 J M^1$D4,'_'(Q4"UO=4!B=^ M!]W+DF>>BO!C+I(X#))\1(.(J*O-1=QQQ27_,4.L+&J"50O*

*MSG3#:6I%KJ;8 M&\$#PH!W5_'-<5LTF$$Y5X@NX.)G1ZL>5GW@., MI#4* VRY\#0 3PR9$D--6F%B.7R$+@:NAPMZA17&UU'"!$0:3>'R2$W\)D7/ MS,5,3 %[*4&*

(Z+/;DGA)_QVF3>/#>OCIT SY]%=@&&GS1>X@<0,M@YA!DN"M0TPKC#-9 LKY%B&)%@(CJ6+DTSM. -C]D.$(*CPUD_D?K&}>0?_1QIB?!QL*

*M2ED#;\5S8V+2.3]X++G@BGQ%D+43!!-!^Y,H]I39I#2CRP*G&;[&IP[88MJ7 M3#W@>U12(%IRUIDID2\O)3S\Z/##K=,":QY-LX=?IG$\E"DM1].D HYNO->_MHJE@-V*>*

[LT"M;=C?92I^7D3&D?&(L4C"8-F07>\"1XRTB^&]!+>_MWY4JF PVB=02L,Y6\CLU=SOV_$-6"D37K4<6NL5;Y. %(4 \MK)%3Z>/5^\"1 MAP=7=MJV8@M$^ ;IYT@%GQ\KX<,*

*(E'A3,.\WTJF?HY9(WBN M"SJ8QD[6ZR!S,<3)\'-1]!_%?49MQ:,Z/0-0JX=#OV,9DM#>W@@*MK:" "Y)25$QQ0[0[H@2XPW3K MCLFA@XUEF^1 ,3_\|-\L?_L M\T\^ 0L.W4K(*

E"E6/ #72OB@R (PI,#RZ$ETY^L&GI.'@A6%//E?SIDX@) MA:@%149ES/XA=&UO5Y>/R[H X(EN:\N8H!U6_MA6),=,AD2$@L@IV&*MDZ,G MO8I&*

J5,0Z1WA6,IKUY,_<28,IY4]XR)#_];RL=?3BU5<@YT"2U<"X,5ZIZ M-X.[6'XM2F82V[1:V#&DB?6%@B]Uj:*W!MSKR8W9LLU]QSJ0R+>6YK/HY7;(M(0$:MR*=9+*6+?*

[EL"H]&M6SUG(P&OR?"6Y%L"6J>4$8)"G%,D42XT$5Z"I M77'X%C@L8F\'#U0^44$BW3F8[T%O#4^3^+|_ 8I\ ,#.HHO)#?[%O#+>*

MLHSGTBI&##)Z8CM[L/XX.A+K%OQ ^O11$%)+O5Y$;T)=FD%+XH]QT0O M';NMGJ,U#D% 0#QC;>)T/"@5<0A_^T.DNQ/+)MY$JH?(@K?_0C-O+99.B([' M>>,;H EO*;!:7%DK_)=4^XM3OXBVK:=Y5J()RKXV_CDVMGZ+.?KR&ON;3"L MO=G]L\ 3/*U%&T@N^$KU<#]0^$D$&IJC"Y=Z.C$N%3EW>';.|\77R_E'GSI? M+>/U\S->+^MH^/C

=W/VYYT'TMC"H> ^N]Q83H2NV9Q\$NF"F*]?&;QK;. M>_7>/$+1)8]SQ.!=4 _D63.$GSQR^TQ+&1P9C(/OCY<]$#,;CJ5V*E)<6E_V" MM$UGJV8', L^@?]*

*ZW=E9P<)_K/J1B*RQVNZWE.81:VP49D&&C>`MY.F>&09&=IO C8/\W-A7W%@C;C3JQ(V?26/RR?4B8F4Z6TPIBB=Y#:.&5]&Z M8G(2*I=_^N@CR5[;[.VY.G@BQA'X/RN8TML>*

*JA]!/>P'>I.KSJ RSR6S>(MF44^)*P6L$I,DB##8E5$+8'FE+%8U(HJB54PBJV937THL UYMUFZZ5P&K"'9P^ M[GA1^SX0@:B6\F,%9"*HD>QV;19/M634.AZLQN*IOXD*

\"=/N+!.Q"/ 8A)W% M9O:#N?#_T;IHQ;JXWCKKAPO+1=$D^(G-T"Z??DG$!P(-A #\#9Z I6KT]+5O MQ;NX &VC24[&5.6)HBI6?]\V!.H5]G7&FO XFN",.?BD-_!L+:!# ,U=<'S

*M]M+-9!=R"Y<)O7B0+O9D!-O_N[EW5P"AWT7P3-?,,+9QRP!WNXK6C*QP-PJ M_0,.$;>>B2_A===(A8-2>#HSQ?#0$U:<;X-.R@N_LQDMG69SI,Q0!EX[U(1SB*

*M\)$7<63LF4OQK&CJI-]OSHI,?C&JG(&6XB%@4$ U+H)S[-&^/\&R-T1>]#YIW0O!G^T,V) M*5BB<>>9#[Q(V[FG,BOV4]1?B(&I?"2!?+/]fQ<^129A_*,4CLA6/4HK-M M@D>*

*(-G7ND8%]9UOA1@#?$TH*If28-,^AOG;?.P<8I(&)-PX$$fU\YEN5/!-M=T6!&K5>[0"&I.B=LS:63Q6_132G*UQ%?=/;"-WI;+7C=CNK[JI>L*

*MW4'.CKE^QEf[@=:)]!Q00&C8KH]OHN*Y/R;OW,\/6;=#,>5%H;((QRP1VI3 M%A*S%'+CK#*(!N!,U/9K7K 0C&K]K">T>S%F3U;*A!L8LR!S\8%MD<"FZ*5]" MY=164%&(M>*

Z^"PSKOUDT=P3^"PBI"(FUP4;$;_W](6A57-IKW"$'HZ8],C MX?BTO(2Q56 (X"8!S^;QUN#['$D]E3 M$I"#CFB 'XIVQURT,+TK]Q7W+46'-MH#P@KWO9

]Y($Y=H][.S1; A8\9\QT5;P8.6.8$N:]D[_##W.ZZ'2B3Q.4P M\EM!Q3R*L06OI@]PB:4KIL4Q;,-,Y!'+7._[GA\M"<2]:M%A)D^.OPQ1@>;C MOY,>7W(KU_=[,E[#%0A*

%%=/=KFDT$@N2S@R:'_)%"4K%0N290/(YD=D&0ZU5EON$I62F/X^ MONB,.-QT]/X71&A;]%?:JQ_N$MA\U!Y_?]M]CC9P@;C^ZCH,G$SWF3&-0.{)

M",Q]FA@6F7!/H^=;D9>CQ .//DE=U^3-W295 E]^O\%5TLH0'ZO@8KLRX/^_3 M9W@@7(PIB]9;\2('W@U!(V)/$,SGVB6/],U+WF5&*IA-*ZUNI5-*P!P6(-,TIA4*D;$)\>L*

M:@^NQ<+593)0(5(&J%;>1%$IGR^+'@.D<<7,V\EQ>GX"P%HQ@-F.G'ZLW6&H M-8 ?XPW7E L*H,>MH;6P@;)A0\;I,3G2YTR\?$XETCAVI)+'(0 MZ@("<"4):LME7!

*<+K+C\ZUKL9A*M^),P(<2R3E_K[JO9+R= B_^6RP"HMJ$2FCXX9).TUOQ3$]8&CP+VC'@ MFS29BFXX[R)^,5R0;Y7Z\]5*Q;IQ7++@_-_ G<*)6O1-T^:1;4 ,-5Y(J2>Y=+0*

*MB.R,CE24>Q@N5N[%(W@ADL+ &*5DB"6{@,0A#<&X$!)!#JF(;D3N+8MIGWMGUIO4[L#!8R;+ ^DX>+OL N<53WAD"R14TKCV5& M-*

*]7')TSX$9C(>]"%>0EIXBM,_\7!N+5'$]R"M;_=PPV!>\&9^S=G93[0,"D% ME@R:/KHX;.-I-SU<>R%>CN.ON3#Q;/_/B[G'6+S\FY\K\N 621!*6HD1'HGS M:I(TD$!M6!\?KH4(B]*

*[QQ>$T:WRISR+]96P'KO.(RW!Q#[0=\9^U%US@>)%2 M,43\+CA-9[_#OI?6'<_G;?IX;RU$\3I:.(X\6*2O>.5]V+7SZ9V6GZ;'O8;^-#?-(Y%0-21UX3LP9F52Y_+),*

M9P1W#+7@1MS@>Y$N2&KZD.Y&!H*]C A_<0+EXRAOFANPQ/XB,=OH7D1%9CRL M9U'/K0VF$Hf]X!NB^]H<+!$*

*@VZ=Y%%V%'G^=3B@IW:]#*I:2:CR@[Z$EFBEO8]N#S-X:!SB$'NG^<75[Q#BUEBHKOHUWV- M=:(+N2&)&[^DIM:TP=E?!Y;NS7-B >>%A1@!]9I>4A^_YC(U)_6RLEZ%!F+&*

MD-GLGEGK!,n>;YZ=6!A5]HQU?B#=9[.9\'N& W9]HVWIY#K,V#H*^Q0(Q(\MY11,>,0!);?P[UAU_/KMI(YM6&1X*D4 M1^&A+%]JNNYG983,'49[2HAC/9Z2!]W%'T%NR-,$$*

*MO8R..M&"42=T"#[NA,(.N HQG]L;2Y^'%&XJT"<+ZH^/%/E1TWC8/4C5>:DIDSY\44101)*5300&$,%X-[!'LB3)11R?>[)%-S1#T^QKHQ'[Y.1.1YO=WYFFHC-5=O*

*M69@OEZQ+LTLK(.M!E:JH6K(> ED/!?%P= *RKL F3WYY))}B1<(I'YCCTM)1 M"]CPR^WCG;3&3>]8Q;$'UN@PU=H4^G]8#DC"]Y"#]2BGFZ[F0C92C\;_#_'&B!NNT*

*M6T)RI'Y[>EP] ^2Z1I. ?%8%O+K2F%%=%I5%#8YP:&+45BOTY[V@,+&GRGA0 MHSWMO.DG90&4 W=D!^ZD!'LP"E'B40L1;]:=G2*B,/!6FU*6O*67PTR%A\ M5&&$5]-*

*>H9Q+4O(H6!2=6)=HZ5"7*9ZGL*.3<7_A;JVJUG&@=9D7KH#JT?G;D M,E++>'247"$=*B_5(,2S6(<:J746:C_>)^%@^B^TY#'>F^2O/IB:2V!)8Q'VP M*

X'WWXLIKGLJ&X'2@$3.!77,H;!JQ3_P1OO MQF8H0L>YZZT#M9DR@=J/DC@-UK>6M9+^'+4\R?^@ M(!\%Z#YYIL-56"RZ73=9LRUK%^!M<9@LP+6IOW%ZP<@VFA!7<

4$&FP0CA;AX-.M0[:TN6L1PS2*O(0^6 M+,29)U:QVZS2W"IHHLX2JW5%6"3M45;NJ;K=^8%=5N_4 T*FK=D0IFQ/Y2S8 MDY0'A>)QAK[>,.31P6"J 5UVR4M[$H=7

7=,]0[@R0/NDA-X5X8-QZ]X\;@ M=]2>]O3):%@A>]O/4,>G?%#$EKAH1AYH/&D,N8S;TZZA&XFIEA>5NYL42;0> M%V<3E.#C7NDHJTT[PX9)MN!

(,_!:VV93'X"/_O!@.P6]X$/,*:U=^G:FL;:\ MZ=.L/7=E+K2ENV)R#U88Q=OY-]:$;:QI$RBPR4B# 96"7X8$4>=8'1P<6#D?EUW1PE4?3;Y'/0$I_YJ/0PE-]\6/6<65&$715 MQBB?]\(

*OD;CCN&_.FBBI^BHV&7LI"VNP CZ8H3>I\OO[X--%QI5)H@>3M)> MT?=O72L8/XU?E@/'Q;?E+'*N44DOB!'55CBCF18OO-%^XQ/L@I4:+!I#6"SX,/#+:.*

*[24@AX1#,6.P'Q'R=DA[5P),U=H M?AK(B*K,TQ\]3S7NW(W L'D,@N2G<](*8RQV6(S;T?*YBQ6B_HI4H[UN@;*

M[KY9,;GXYL9CCSA>.92RGP("_RX_Z,?'HAY#IE8UI#M8!10=^'$Z,^Y\UUYYV M#^]^+]DYM,*TI2W!5<;JN\B@;MMI"/CFUNW,$9^ ZV4@5?) M8=AF.!-!3-\/5MW

C_A.G,/)BS)EU!H!NM%& ^9F?Z]-E^X3V$]W;[[J MR>@==PNHYC_,)G\POP(=:E%!D\NU!T_P6?3+&RMP_\60PO26OVOJ?/A5/;+E M@##81"521 @;9M^$ZXA^\UI##*

(IFH6A'PFPL?.6&^H'U3 M5',HI2&AA@\OQQ$[0NQT\/"?B&BF$1_8[[M$$ \%BPB^ 9@[D MNP5ENC@4F^Y+WVN)NDQ2O(V6FF'+?P#;;^ZM#= FMO-5@6?'8U4;)>L2;Z'*

*M!K>912[ZRGZ-[-_"90&<+<&/C]_7(2G:@;=P_@:D3A8C2'*A8A?F;2Y9ZRJ "/~M#.0&7T'(9[0C#3S+%{)H6?I!7@ST_^_E_"U1?20N&P7$7L^,"?!"F$+H96)*

M[@1(<&*H(U6),'@[7(M272)C-Y"F@*C[IYO@Q$OHJ?NWC5S/D*E)X7* I2"_M\.0M#X2[)R,<+8_%S5/\2#]WZXS@U.72ETM56P"*-A5I7,H$VW4V-BT$,5Q! MLQ5.8[)*

*ENL:YLGT'YV5$;&@OL/+89$57MMV!3D!OA]7>T2@@;H#8+.DI@LAIR M:=&-2#[%H^R938M\T/,'HT3;%R@E<8F]S04<[8$BL2@6$XG4<]8$BL2@6$XG<]8$BL2@6$XG<]8$BL2@6$XG

*M/_Z<++=;8F/BGZUI/|F*1CHG[P,1=O3>N9_^>,EP;1=/YC/#NI)=HA!%?9XHI.3CI'IBQM/@1M;NB=T8LH\$@7$"_S_A(9BBL;PI6%C.QL MK(?S13MZ;ZBBV8IN3]4VV9TDMTTF4?*;WLB^/AK7UI=12$NS_I(.!.B!4[!75;%QF:4K87/S5=6896B1& M'72A4T|WJFE_L>*9&O/,_E)MHZ)2[=I3:@T(<]^HLMJ I';K+>L&-27R:B?R MZNE#%+ 2NN=@)500?-^\;3_5/4\ZFF2ORY'F/C60)' LS7+7MPMV9*K;M5;W MV"D;Y&EP\9%,.:CMZ6BLCX54A0GYN.EDYHEBCD8R1^535+*-3QGAO%,JESY6 M=WHNV15R3CC9;1T;HV8.3?^T[DSB<>K5\:ID[%GC\(J'P*2S'I(@>`M375ZR7KTU;BO!{ZHH08GD/M2?H5"[$)HG1%:#R-,8?FLV/88TS?M*%P8B/ M6UAUE"KWQ39O[86ILID*#9GG_]=_CHWNZ)V& UA6FQO9%1.< M%1,HA"]$*H0J8T1AN;G&2"-'VXI!Q7QR6&B0*"H_9RI7"%4(50A5UH,"A6U7IR>9)0V?PDVFQ(,-51LA8I["NBU84-1B1OQJHL4.*5$YKD1?1VY/V=-A+W39\;NRJ MF*#Q)|LQG9DM&H(CR6E=$UWA-%M?<^>;[?MK^"P#DO+5HJO&\'PA8_V+Z/S] M8-[#!W:[RL+N8UI/UY\T9AJOHN#3&CB5;+CJ)%Kj!\VAZQW30P:B>3J 1^UI=|*8G42JC:#J-ZLV@AH1>PV%5*&D M2$X9-48E.^ZJ/H+J2&'L@+/[Z?BZVYX.]/Y 1?05Y=8FHI^.<@T5RE>A?!7* M5]+IN*\=,*IAVIU.%_Q_% IJ!:5?YRU_E4)5"%4(K3-"ZV$A*2R?%=O6-*96 MLD61L+N\$O]4^[O.GL(50A5'"%4*5I:&PW%Q+HZGSBF|\-F>>)R86^VB%f(!€MJ0"_85*@XH*E6H+,,$4WI=#-\&SI\1BG5EV Z*>E0I708G:ET[&DLJ'RS[,I] M>` ='99,U+@E?LOAG3W"_[OF0I^918JLU!) MAZ96-^73:X,&Z;67&#]\A, MX\8WASV^7)-Z*?_X8'IW-OP!'J-U^)/Y0_>?H52B[K[&-6C#UY'IHK\Q4\@J_\96INTPZZ/I.4\E?H0:/G!"R&C73-K3;G^BCVHZF%/IJAK1=74V M>C:RWD'-@TZG]0\TD>C>A*SBGXGF^I;?WRGU<=Z[nU"7_:J#,>"4;?0] X#0WJAOR<=MQ@<;M^95)E'#1JY%;@Q36UXUG?.E>,9<>:;"%,-^IDFA MDWLXMWLP;-06G%WV9PW8I&X3-]6<4B6 E0"NS$7*:[/TV!/A6!\U4D^"JX/8 MK4WN8O,8_=/!19&9I9KI6!7X2'U;"!PXA6,YZ]L%,S+Q_2V+J$E!R@:Y1Y%I M;I>,E5?PT,I#?62D+ID),Y+53BQW%-F?&-A5Z2%GX)H6_1,L$>Z/P*B9K]1O@*>T=48E?97TK8U!5(!-,@*;!63N('5%V.EE]AY7Z9>5 M"2B.Y*#39IBW4M/1"_O[!:_L^7/X9DP3 [3$QFQ3@&OK-Y;].&VU?OT%_QO_MH:+ST)Y8,3 MQZMN+U;N$CYL+(-,?D %O_S=H26_I)+R$\I_/(GHI>9UW MVH_G>SDT@.FF+W3O@*K\"M_=2V6C4 PE&,LQ\|^+6Z8, M"@]>$BRCYQTFG!_'X!,NEBUNW\@1_]H'L.OV-ME8O1")]9[\V%"9C\?I_8Z@=R_X[GD60 4ELLA 3[1[O3II_1"I_QW7(S%TL MS*4/")?_>J<]V=;]'H'=^7M0P-(%;%X!&&\]6]?^#UL,@S3 -!-QI\0%2QI MCEAP.;81@;^?6&E(I]3AFH!!?C;?I2[_7;.XR<)G11"JJ3;_0\S/;K/1R!> M2_O 9NSAEGE:KZMK1L&>#\R?>?82K18ZLSNO/W 5^RAE6%-5MKT0N/ZZU\XTM76_%K.9:=8IP3D(XEO;ZC&-PYETI.A7M*-1M*-HIV3:X6Z? MQ_R5V6B]E=T .[E)?NGI;(MECTZXS;.[:^+#"">3W>CG*U_J4)Y KA]7I%^M M/0^T.!W%K(5X/U>Z4*!LRO,5*!4H*Q3\^?K%14I_8(09_8S>VNG6#IC^/5*

L,=SK@I'>B]3NHVB=K1P_[28L5>=6:Q_>L8)N)X M>;^R:QU#[6">CH1/1IBGOOKD[R?M3J@/(008JZ<8]\Y,.IA)$S.T$BHJ*.[M0?[*Y6P&EUK)1-,_ 8W<+MC>[%_=!$!MR:OH$1ODC4@Z^A:0T#\]U_=%R#65 MA.GB5-'4K;9GA'3%+95QRU[G8MRIR+FH.8A?IAC_%&J.YB200X/)^X.,IE]!4"W6B"OTG%*YC5MYE67CLMN$HS0).@/,NV1K"66ZYN . ^AB3,KU,&X\=PE7?PY:A,!++.(E30G3- M8?NVS"NA.]5&2TU>64LB,V\/)*/?0\3/"N6*6$U7?M=57UG3+WE;FOA$W=-7.QC$-1Q3PY#\5]+0E.%_4^&1$9QJ,T">% M.[!8PPJ=_!2!4_5,N:>KRSZ17;V,G2)N4GFVS@"\I8'>',_LXK&"":;0R;R;1IT3* MRQ,)A?R?;'P_;$\'$[UKJ&"VXHVZ\8U/LXPT*8])5P.%&!3@P(O%#SXFI$E>5TX^>.KZ\PRI,.9D_9TF#J>TK39'XHM7P9;fN_,2KJS6DN-]2 QO=-B.T:-M2$ZYIJ=N %(2)]PE:#U=KOQV3.]SSG9-K'J/MAF^GVK>=W6#5BIRT/]UD&)P M"LURU[<+5A<"W;6.K*+C-\@OXZ(KG<#]MJ?CB=[K=/,*K7ZM199B0,6 1\FE M'>+P\/8>EB5W]%'D]SV0XU8<5>:X^2\M7D HV8.8+]>[M^IP:.DMI+:1YTJ ME\YJZK6GH[$^2)ZIU51M[NWB@^+4&*&7,$9((50A5"%4(50AM %&PMYH*V[ML'*&A(]M6GRQS5M[8:]LY@=C:+^OW-F?]W`'YOG_]9[CHSMZI^'(LM6SXH=S MY@>%4(50A5"%4(701I@YS4,7RQ#X/,S0Z-$D?\YD[]*J$*H0JA"]$)H(RR.M4ZSU[+PQ!K93)E N9S.XU(K':Y,FLWF[8*JGL;0T;!.RK,6*TP3]W'#2R;+% M]]=O3\A7U[]0#NLI8.7]C1LB9ZC1QH7JG HIX MV_-++H%^[EDCK\5/U3BY&CEK,VU[I&((GGQ3')EB*.D1F*

*+U!,C*OOQR79,9V:+CO](I86NB3D12K:\/-F2RV7Z:WV[M>AO04U[9,FE/!STUH5HQ2ET8I0I_R>C$_:4LK+/#76H3E>XS#USN=QEK#O*@O60NJ M5LJI-LJI2$KO68F3HI3$]\KOTA^2TBIS5,V!,G=.,,P?8[[>G [UG MJ*]D21U89(*9VOG2??%V&4 *MD8-8M9-DUGU:EUO#?7DG^5X*NGX*0,8[Y4[UMC,"NTL>#U&'X,*T8I%ZLD@UQ8C=Q.36/J;9480X'#7,9U?58&?*)SU%=HKL MZF7!%-[@FMF F: !TQTWWX!I6EJF9/_H=]/SS(UAN)O#]Y4(J8T(V5_'/^AI M=QXBNKZ9F[R=624[+"+4T+GC+@LS M?:8:LVI#ON=6-ELL-21)\0M2J0RQ/"]UG5F&K/0 =]WKAI&Z!|HA;&*2Q67 MGB8[U>TD9Z>R\,V.=%6W?QXM5F?1AU)K"=>YNT]U5BGM\Q*T3W7)MW),Q#Z_ M89B)W1>:B<,TC25=<1Q3PY#\5]+0E.%_4^&1$9QJ,T">% M.[!8PPJ=_!2!4_5,N:>KRSZ17;V,G2)N4GFVS@"\I8'>',_LXK&"":;0R;R;11T3* MRQ,)A?R?;'P_;$\'$[UKJ&"VXHVZ\8U/LXPT*8])5P.%&!3@P(O%#SXFI$E>5TX^>.KZ\PRI,.9D_9TF#J>TK39'XHM7P9;fN_,2KJS6DN-]2 QO=-B.T:-M2$ZYIJ=N %(2)]PE:#U=KOQV3.]SSG9-K'J/MAF^GVK>=W6#5BIRT/]UD&)P M"LURU[<+5A<"W;6.K*+C-\@OXZ(KG<#]MJ?CB=[K=/,*K7ZM199B0,6 1\FE M'>+P\/8>EB5W]%'D]SV0XU8<5>:X^2\M7D HV8.8+]>[M^IP:.DMI+:1YTJ ME\YJZK6GH[$^2)ZIU51M[NWB@^+4&*&7,$9((50A5"%4(50AM %&PMYH*V[ML'*&A(]M6GRQS5M[8:]LY@=C:+^OW-F?]W`'YOG_]9[CHSMZI^'(LM6SXH=S MY@>%4(50A5"%4(701I@YS4,7RQ#X/,S0Z-$D?\YD[]*J$*H0JA"]$)H(RR.M4ZSU[+PQ!K93)E N9S.XU(K':Y,FLWF[8*JGL;0T;!.RK,6*TP3]W'#2R;+% M]]=O3\A7U[]0#NLI8.7]C1LB9ZC1QH7JG HIX MV_-++H%^[EDCK\5/U3BY&CEK,VU[I&((GGQ3')EB*.D1F*

*+U!,C*OOQR79,9V:+CO](I86NB3D12K:\/-F2RV7Z:WV[M>AO04U[9,FE/!STUH5HQ2ET8I0I_R>C$_:4LK+/#76H3E>XS#USN=QEK#O*@O60NJ M5LJI-LJI2$KO68F3HI3$]\KOTA^2TBIS5,V!,G=.,,P?8[[>G [UG MJ*]D21U89(*9VOG2??%V&4 *MD8-8M9-DUGU:EUO#?7DG^5X*NGX*0,8[Y4[UMC,"NTL>#U&'X,*T8I%ZLD@UQ8C=Q.36/J;9480X'#7,9U?58&?*)SU%=HKL MZF7!%-[@FMF F: !TQTWWX!I6EJF9/_H=]/SS(UAN)O#]Y4(J8T(V5_'/^AI M=QXBNKZ9F[R=624[+"+4T+GC+@LS M?:8:LVI#ON=6-ELL-21)\0M2J0RQ/"]UG5F&K/0 =]WKAI&Z!|HA;&*2Q67 MGB8[U>TD9Z>R\,V.=%6W?QXM5F?1AU)K"=>YNT]U5BGM\Q*T3W7)MW),Q#Z_ M89B)W1>:B<,TC25=<1Q3PY#\5]+0E.%_4^&1$9QJ,T">% M.[!8PPJ=_!2!4_5,N:>KRSZ17;V,G2)N4GFVS@"\I8'>',_LXK&"":;0R;R;11T3* MRQ,)A?R?;'P_;$\'$[UKJ&"VXHVZ\8U/LXPT*8])5P.%&!3@P(O%#SXFI$E>5TX^>.KZ\PRI,.9D_9TF#J>TK39'XHM7P9;fN_,2KJS6DN-]2 QO=-B.T:-M2$ZYIJ=N %(2)]PE:#U=KOQV3.]SSG9-K'J/MAF^GVK>=W6#5BIRT/]UD&)P M"LURU[<+5A<"W;6.K*+C-\@OXZ(KG<#]MJ?CB=[K=/,*K7ZM199B0,6 1\FE M'>+

MMJ>]H3|L=/2QL=T;W3ONPKT#QQDL&9LNACX7.K9OM$LXDNU9Z. RM+ B;|"U]_^M M75}/MN|Z8+1Y[-]LMA)>:^0}3B#.Q(,':>5?4=_,';/K'"%^83\<76/;AY8 M3E?NV@-CUF=,HT#=A+R]*XI>WJ$O A 3H3OM"IL#"A&S$N'/PO\C|\;VM4MX MI46V.0(04RKX6OA&Q'$E?<9K&NM1R_:]TBF77LVN CP@4_P?3#Z+_XO?[0V M7R\6FF7[L[6/JN\UC\, -Z,/|%|U5Y&+:,R _-<==\? D("[>&36FI8$EN;OP MT@7 U23"^,!F#"6>UNM2S*%'S^7!AR<&#'T)_$\Q;@;\#K-__'2N,#E4+=P[(MMJ*'&P.?&OJDW|%'O;2D77X9HE,(JXE1!SW;81?[A]"W3_= @N:"(0O8=[SE@4/],O3GTZO,"1AL(>3Z-]WH+@*:}P8*L-P#MQS3;3#DXUZ!D#?=!) M$-X"^9O\Q8/J2H*$6:[(HMTD/RB>-*#'5-GQ2[U$PFZ)@>7P:4&Z7C+1)1: M+]&E!7B#:.9/05(!YH 7P?M$E,UR9VL>A<*C@ ON,4<\E\?7@L #X>Z-BD#! M07Y$HIXM'O5$]6XNEY[fD*$H"P..4+QEM=!)C9,R 3>X#&NYQ$> _/AS239# MP(K#/=44$ ¦ 1]TW";;F Y"5C7$H4,%5WBG7QN;]5P*/=SAYLUT(+*\D5RA0 M3:N,. ^O2[!5APB!K$ MR[/0RD(NVI%74K@Q#B99MD7TBE)/V_[WILUM(&: MZ'?\=2V7OM")+-?;$[%*&6]1G/<5:LVT=\WYY R2+/(L8@P 9 R9Q??S.S MJH#*1BS<)9Z(.VU\)%"5E7ME/LG? (CPP/AJ,XIX.W9.&~7GE\H5/?\ 'UDM\6;.O>[Z[FO@KRNNCJH%E\8X_)#$NV%_K7A!MUM+N%5#"X- G*Y&@ M5:X!>+X?Y/H[^A/0[R2[ND$GP"?T3X;WM3X*\@ TT-? 2P/#HZ!4CT-95R)# M]8XEO!_<4D=FE(7*!%7E_4MXGNAMCWU]JVR.=\ M5>Y-WI-JQO0#I\(2XO.0-E^0%=-) &I;[+3;&[,;<>]0?W)65E3 M':,%_LK VU+RTI@[H;%?:O(_8L=>89V#.JF!%?Q#07>69|*<)%,:BL9LPLYRG7ZZCN=(C5OQ?O)NLO M42)*^1R=9BO+YQ'*SX=@4$O>_XN+X1R1VR:W=R!N;&\4N20WHGM./O-44BC; M(6OH'U8NYB!JZ;R\8&@:X>\U4V!E79 3-:]_ R.Z MI- 7G _;&:C; 6F@BG%+WG43DC>#)8>2@R9%AR'WX&4_Y! ¦ ^Y646L9L_MT62\13<$*54_(/5.4-REI6]B<\5;M+B0V0\&7N48_&[GOC1PIX';301VHV5$ MW^B#]_3!/P+_ #U!_"SS)#?.QF)"5-*F#6>"F3JJ'#6L-08O$)B$36OK8E% MSTK [\$&IH8[%7F)U-?K_/48)?"(_\UQ1&B7] <34C:-/F&6)QA_2I?@S?&HB M?ZZX,=$!8MK)#A#\W9,Y}>?XO.9/L,T2_=_PV QB.9M:F\3[Q$"MGS>V044^ M6ZP!JOJQC/[#427XJSTP"3K:U+U2]/_0\O%$E.VH>L+P?= <7GCY=6#]+0(4@}+]W*K\"Q;O@D:=B_:OTC¦9T'5V:P{W6,1$;O*Y&M]Y):TH;7EK2&$SD<2V-DS>S&[T=48,1<)ZO0BI2LO5&%+U#PEMMSZ+)U M9CE/'I]PCW\=RRXC'RT-*N4S4BG B1 +@5!;>X'1> L2+I7]JEJI9H?PE.JGN M9E%,!;KAFVM.&3KB_:4_IV)SF+VJGMUO:FD)!5W!^"I:(T_OR3BW>F7J&:!E^-%T_D83&9C;YG? 3'TT9Y:=X3Q&ZQC"!$ M///63*F"9K?9S/3YMT:=1M(W=5S@[K2R*[HF"C NQA)+UTJ _8[*#KA %MR=1S,4VINC<(.K&9G=CZ<%RY+^NKDL!- H(^IF\$2DN\I=U=_DC9;EEPH:)/ MKGA)D=""^A:$E"[ZBK$KM[UZE!CT9H%_F1.JCKL'=:("3VU4]JB3TVZDW#:IN-MTJM^V K",]OYBT&\Z-*YT MX:E 7G* [4D])Z:],R[*G2&EDTAC@AHH@0DW11<%)]"A'8@[48DF*&76UQ?@__MD-)00@7X1(YV=F. ^HR>*GIV5!\OS7H=?MK'|E-.2G'BFFA+-> ^3DO66D,SW(MG'1?"0%)ZR&HIQ$1V/N\)-@[L;]PQ[XCSL'H#TV/"N%(3Z"ZX.&M0K>&WG43DC>WJW@9:D$L7(1#4]LE$;: M4F.N.DV?&NN>E#WY\:? TABH5.!$RKW(Q(GLW(CD3@K>P(BF"ETS>H,]0 M('VC_*:OO+:.:V/74ZG:/,8#V.!9X=P/?"HE+U!S55+",,B\P^$\O!BQC+ M&P[CC1@0J[%Y=[^OYGA>E\D8-$-I= 716/U>#\AM!9N W0_R18N+3O;H>51^\>6K25BG>C8E(1)SAX;!Z4'?Z%Z@5 M[&A]4[U\V?F[XTP1G,(JW0]h8E?B":_2!X*>&2/)=FEWGR6B19YXNF18=&, MY.C]N>K[09)&/ED.K8Y- MFA?HPKQ#5#!S>%$P7S%!B6,1$XQ'" 0%OL63/X^,?>$5-$&'-EY4K#&K"X9-GMMF3P3"XI_4/:.RN#'>M MM88U,30SBHCMT_P=&KMK\&C*6>D(F)G2"88K$YW).+P:MC<[:T,FQ##:?"! M%CEG_#9)L.7 /A:.S=;XD\0Y$K@;3PZX9@1XCA@9(..FAY-7<>H5-E8S8S*O MP>J5!8;0W/C'8"*6;]H3$)=+ ;#V:--[,@H-(P+DHHAU"".5L*X?%$@;M1140 MA3*)?-M)<0)H.W%=A N"?.'JYP#\1N('HLM,JQEAX MKGOF8LGG<(;,X?ER: (TK!GSDR&"K^HRB4!E]%_^ N\,9+'>WC#VJ|\N7ETG MR\U^0M 7S0"KO=!?P9F54:6'7#PBGB4U":U>YZN?TCQ#.@EGP]\K^Q+G"CU MR+BIF+*9L,)\XFSXMVF'DT2)G\1]S%#+&, ^+P%_OCEA6%0:[^!0 ^JL(M,20 M6NKB9*>> ^(4EOBOSH7+|+&TS 6&_.^0' MN 05%@<$XAKMS1_N$¦P2O%LT*+&$R-I8H^F+ F7&0X.NO.V'C ML:*3"GN:H2IN;,X1]B,ESL_T);#^BT.$*;G]CT%&A*>S]>@:46N@%F83(@^G54\2[(^YZ0XR+DYBNKD-BZ#«"0@RX.'%%=,D] M[+^[H,)%HQ] E638$*(#5S? _*\AYZ)#]%\1ZVZ:ET3X?MC>Y;'<>%]ZAH\E M2^(PC;X*GB>B.H_/+>(Z.IDW+8$RMSUCG!(68^F%I*;5=\6ESQ3'3A#?I-EV M;_1ZL!'BL/- Q2(W6K[>L;W6E%(D%@G_>)X8TU!LZ;[@(NKOO6>G'V%_Z2 MBMXL10O_)>RGDM+B.L*A/CZM+B>]\83:QZ=5]6]=6N%W5:6I1S9KHOJ4M R MC\5;? W<=CY&+U!/CKAJL2(?C9:G.@Z7^.[=E!GWNYL46F^(0E$!JE0R7A[4+)C>)!O1OOA(L9FJN2S&64/LH1T4!TC9Y:&\OC#5[>JFHLTLJ1'R3Z^3K!FX M:*;S8:+NL0U^*],0QB!U%+. ^V+.3Q1%CP.1Q4U MAYTV-E?W6X4A2?:LQPX!GE N MYZEP(\AE8Q)029E-G5%Y220M+2.]K=[YP MA,|+YH\| [TG!MQ<0'!5=QB_LRNK(*XY7CL$IAR]L#OVUXT2,GR1O]H]N9 MAX"*>\"\D6=G]L0@6]D91#]K'0[ZJF)GCJH+"MN9X=?U'/LU.91=V9;NOJ>E0;%K]XN^C+Y\V/ MPV.;\&[[8L)? &$OFF?]\>16)IQ?7/2/SJ07$_Y<569A$I[%1%6M/SBZ.WE. M%]"Y$M!5?UFJK? ;(H0=%?8[%VM[;14R84E3U$O%G9#^+2@Y]!P*\%%+3X[M'FP? W3@/+\;Y)7#A9N.\S;U.+NYXYE+;$W>%OI@\A4M'PTD80%9D--'A:LX';S]RY08%UAC'7(S!10?S?:)0F!)G?4W(Y,R>L]DNP=D"Z#RJ2B)(]"?# MRQL2L,V, -7[N)O%SZ#0T(>'$;GD?1&@KD(N)\B0!W@=++DA6:(9S3%SF MX5PGL)S6NJ&5PYC].IFSZ%.X(W D':/TC7[S'ND!Y0.2>K-S_#,:]_>F2_P0+FQ1)XO2XB0.2: MW!? 40;T+4>D=K@'A>364'$P<<'S,MR>GF!3TL$*X.RB,0W'RK%]A)'L%*>A? MI. /WRI-C^: MD-X@%Y23U-'5]: W>.Y5Z/E6;'=WYY7E>$.!^]%N]B_%'R=2F=EOGFQE9KSX M(U%>H>WI&ND<1F+NTJK\N+/Q>FE>'O}("(QQ2Q)O-R;NT_PFIR[ZRVN-MKE/D*,]7B,IEL$E?/1LM/C9-#8/N49T?.]4C$;'N=4PU&"(*QE%08? B(W5%^%!EJR]>$5CL_U>CKG M6$K>-A>]0^;JHLCNXI?>9?+P?Y3PK-"0>OM7&QZ85LZ67P%XQ^8[_M%YBKC. <:O:A5MYYT/HJ+N?;N*RV_9A66.KV_A!_ZMM1&-NBR+0JAO= MAKTW]7H709.3IZSCG\E9*B2R&P\B/_M3].#+/:GTV74SSRY#3Q5=|_G1K$0! M:S4U!R\(MW@;*U)_C_\|6&IO[TW;3HW0HXN>W(Q7/=GVT)\Z"?3-^Y#0E;4QW;7I(*/VM M?KFP->;.]"2A^ M%%$]&9T1,QH3>D\;>85GHDD6!?HTST]O]07SYPYY-L9D@E.0*5^+^H!3V$<* M-T 9S)B+B6WX654AD?0V[/,9C_8L)!ID/T$+036"6=BBWX=? 1PKR<:)^&+ MON^:XQ5/$/].DJ'W(BGZB9S7;-"\9M)2[(?IT9JS%L4S^*:K]%- IN(^QX979 MV((9*#Y3?>7AVY@-QE%"[@3/L2.DO!7CFXL[8:_/9-_.0DEA M#7[S-#KCQYS.X\'#ST!E6+1OX;U"9#::IFZ + M7[#9S/1UD_.!3\PCJ4366N,+ U:QJDOZ*)!0D-0U/!.B[=/ABC$?#MAZ#'/N\)H:"(9M// Q MT=(0>=R8\-TM')?5+?,[LJ9U^:+5=MOUL#*V1O8)/T5$!2$#UFUH7^A??)= MIK0OPMO *0-F94M&\&U\Y8+'X7 Q(P4B;8)DV>L:OV,R%\2J0%+.POAP?OY(MP!7LT?4-TVZ<@ 8Y257&+\OP^B748%+/!-2C4UHZ'L^H+Q\PRV4R/ M/$PL(-P*,LEL98%N\59+4!2D,6O(3YK,%!D65]F']TQ4J?J 8E_J&_LWA M:OD'SAT(7XAL[7G2@_-6J),B=!2ZHD8$9S^,Q1+?S8664U%55C[I.,0F7%96 ML*J:DAGUQ M85]$+.8L5L<3FX(6)W(ZG&N9%(YDA;^ACXM])3TN>Z/!(4,/P9UN[Q\A*Q2;]J DUE<,4H7+5I6((B M_5-XPW*%%F>|\YCXA51+ !WYO?&WH,P:"_HZ|+3)E<0RDQ+H"^U2.:'WL%3R M@8/3^0*O_,+0FP)S2CNZ\3_PE7WU#7_E.^XZ\N$@G51O*_FD)1QO- *$$(65* MZ\M/)0BKF"U4W2!A<\5#1B*/@O,@39+]9>%+2$B__WFYEY_Y ;=!W'VT<(A MB0.]#RI$1!+$!>BRR8(88!YD5FIC\##A [2V&KI]8+M,X0ASARZH0B7P!G ! MT;^ST>X_,CR/9J_**_RQA$6.M48Z$)>!?YOH-X$1MX3'*-R$ ¦¦#V29DS6Y M\(Z,U835@\Y 314$@2^+8B.

*[S%@>OFT'I2ND_A_B.DL%AB^7Z42&P,AX^T W]}WSALK11$HP:KC/*[QRAU[4_H'4ODW^%?6-,O2G(XQ+TPV0'0DHB_O4HF-5%\#X.?HW *.7< %8 M6+KF[$V1V(_78AG!LV^""W72S_GO@.>]6B<><^\21KY0>(GG"VVG+9AA>U7~ M2TVD_^+"*RQ'!"*!!ZK>BH!?7K7X>BF1.-5X.()N$H,_+JT51(WMUQR35$AU M8) [2MD1[E9=V%7>D179$2)U!+>2\1OFE*LU=";#UE$>]HUQ))X,&);+MV]A2 M)9<3KI"H5"[@ZF*O1",E%5&M8]&-*0]MO-'1N.QXP Z(GQ0<'/8HB!L>\[_*.M_:UG@E1#1 H*>>EPZ#X"OGQ5S2;[+MDF$9&*_(2;..KFS_JAM#>(?_)~$5NO0\M=>IQ<6IT23"_B-;D3LTQ4N&6=7VJL_5ZL@ 0B#!%E M@-TJ*2,MFK&14E$.%4U+55:0G=$T(1?T/@AOA4'E A1KL*)/&9D(,_,P=LC MZ4=%AO+$G"8MX_=95X#>&;]-%I43R,,1#B2_3^7H#YBN7Y.[5^+(19V\RQX0 M31P6@#A56MJ548V:<,5#4_AW;DS10S-YQYUTKBKP]N+'E0S9F1NR ! M,ZN,JRGL'MEMW/F*Y_|%]-<:-BF\28 +ZNI&]?A&:UFI[Z#=6?:,<6*JE40R MUK' F,I0U7QX6&-[1=I!U)214J1/\-4B/3&6.+\"])>[0XC2SLO${X]#-S6\ M&XBVP7#]QN& {(B^29Q8U4WH#]{&PLJ&L"^.D@H?P-3K7^L=W?!" M*$;!93G"5$1=:#M2%_J6ZH)/0@LNM1>}3"&L80SM^EQ$CWA>IE$C0@*:"=NB M??.^.1;M?'6ZQ\YSF K>OKNF>*>7!)!28%*$0:18[M]>G/SB%;79@FX/: MH)TLM=**^\0703R,(*Y@8W>%1>,6C&_DR.+?P2+8,VP"T&_GIC5UF>P?+RR, MPU/@7BY>A=2:.1%I 6&D!)O(NFGAI55 1&=UB]\Y$,(.^KV%7!#6/]1*O6'"4Q MCT]$]A>OK Z9>K/RYXX+OYMJE' 1+(9D/6+=V$E2ZT9(W]*G{(]V)9U M?BF;=H(K%NH-8=(0\F894RF1+3F])? BWH+PA5586"BC1#B^4/9:A81RBY.=F3_8M(ZC+G9LQ7?:;#/PV;ZS/!?W)B!=6%W7@31*/#6PN9 M$N9?DJB"O(1"EF$6K: 8=*I74*CTHX*)BDX4)FD:W62".%KP&EQUVD"H /"X MP !,.^1V MRK01?YW,V705Z"JQL?W^KQ4H"SB?>/P),*)?ER'ZU>_V7 5Z_)\> MO_\@,;~.)23R/WB@>A>3Y)>W3Y(D@X/]H];*W0YB^8685W EHNC*D M/1U%5]7XG:ZN^[5.RI3=4SB)PKIN4%"7'<54=D^3@RJ;R@'5^7::263((YO*.M/0KRKL+608MJ!%O)8J 1!OMGN@).04G7#G2]O:=W? *3#B^!+8)S1QPN%$"F4E'+2# ^R9K>I%&! MKT/]!UQZ038\$]Y@2!I$$!-IF@\0WCP%@)HA1KO]6K_9K W;V\FAPR<6>_40 M%&1L #$4-#9"P,X1RU/ LQDB4$QNYVB@"=!WY? KZ M*X\QC78WIMW=4ER.4\]QN5F.M_K$^V?5Z>/P)_%?IR>W^:3TBSA=ZA%Z4_4A-HG'>N"<88/D"87ZUF_7_YH_EH1W$T\%0Q"Q(^K > MH)_! M >;H\)!!%W*!-G)TO,; M).XK^+++FS)Q@SQU*P(HD7;]W+#,B[!\,4%'45(TO^R!G(>I*F:5W0%J-,;8'X@I0Q&?X=HZ>L #W"\@E)\G@Z_/ M0K1-4'O@-]^CXJQ%43]YWZ@GS"QUKJA9;JOJ6ZK'"%/U":?R"G$K.?#0Y6S+G M6O)?TF%2QH:..#8N"7V_.F_-8-!!TS\WO2EM^]6&?X>QTZA -+G.^@"?AX_V: MYWN)NYP^O7LOD<9'CIH(6IA<="N2.^VVE*):D4'@I+I&/)M.KN+Z-!;8&? MD:)D)4L<#X^/Y.!LNQP5"$_5]9Z9-HIB+1W(&BW^+8:/=/>Z<;&N#=Y1KBE M\;DQ&$Y\B.O@=K,UTOG],0\RY.$AC+!-+I&QX#8$'"(.;JKF1>CK^,D ?IW9 MF(Z91K)V$&$\H+W V%>P1C1% ZX+Z%8<(04^5G#IR9P^+(@4)A:*E]Z4_&.+ MI>6L&;.) (F)8DL3]E:6S]N+(_&ZOEK2? 6>N-!R,Q/#2&:BWB]E^M__F$"T MFXW*U,_QYP=@]K.-?3]F'//AT$.;M<5,<\N!W6'?)W0R+[.9X-$PKR-V31\QQ ML^D0 X93?'SN-5^0.0^%7 V!8$]-SB?GE>G&%(0WJ@44E=-N-[)\3DR M-L1 M_5+1+C<:DFQO)XP=2XX/8ULE/$<"\EM+ (DUE=IDPTYKEB00'"'C;@Q20E/!>8 ME@!2 GK1L%$*WA\Y%+X!G/(?QR5WG_?\Q1 E3N =JH.*[0.3$,VO1'S%P M8.XCPR_S;/\4(0P=3%G!YH%+QGD9@^'P% YAA%UF^6=@2S@C+8B)PND8/,'& M<^&E67%T$E3 Y]UL6)IL8Y.5,$IRY%K847.+X'IW^\=BFTXC)4\@*"#!V\D= M$;X)W3=GW"FI1DN(S&%LU&% ;ZI%_5$ Q7/ZUNN@6$4507U2"SPY>W-Z_R&S M>#? =@O^NV_H+VV%]+.#UT:2"5@'OMO(11E>9HAY]1ZC&@_<*QDN2E^)["VY M)@B44(=].A;J+OI$'2\U\3D+9\IH9FTP=9.^0Z%*G:Y$E'RJ(ZZ5-2GZ]#$V M?1.PTUZ AZH@ENV8O4JB$O4G1+8$]MG 19QJ.T8KD?^ZQP<&P"'|]\QMIK;0[#++]6]FN+2B]Y@.B.0]K%Y]GN^&7+K.XX MCOYR@,.7_AW?'3AYE_/?\;PW73_K\>>? WGH_\0F5]E3Q9P4IK#/U_;F_?O__P MH9+,.5:74^TAMVYFR9!;IGQ!CHHZ.$_S*=IY<8[EOSMM\]PU,N24N<)6>MO#2 M//1\(R6FY4I+1QTL++1VF3)Z3E1N;D02]#)'<%]K[M%-B1L++[[*2G'0B+9;F[1G78R-$ T\$8_K5G^;#R)PZ*=$#[.\7TOM=G+L/Y M\SB^V?-UEV!W+UIGV^J-C35P$3^@7#W?3@4.S_\#'/]'C4,7H.'!U MG8J^7\P-B-8!GBD)AE? 7O4:RF>ZG9K4_+T @V\W>,.^\&ZOE*N0(OZ 3TSYX& M6G83>5(R--FO0#Z'-(IH@7MT++#@ZJ;IHG$.YP(?F9_]'BOX@.<.+0VHW"'!%V\@#.3R9@7<+:\V %^;%=/!O2?!1$P0YTKK6.,4S7)2'D)O[UZ#[//9;=HI P+\T.Y#A?!0 MO8KH.\$B902T!]'*5N)YQ5U0MGVU-R]*FS;/RK;/J-0TS)G5 LHJ@!I"3B: MD)IM7U]!DI9(LPU88(8*HD/YR=;VX MD?",]HSUL,?6DD05_IX (MI<<>P2<6(GHK]U_XNZ";4YX0:A2DQ_O<.>EW*O M4OM<.NUVGIK#MLQX[TIL$'\:KY, [E]HA7K_G%I,8K154.=9SH2RB5E-FO:A+/-Q_4G?1L'F!M8(ZI8/DN"()=Y6V-DP'HD MDMGDRJ4L+6,8;EE_)*L[0?TR_8V-U(P/C^[&,&<'CH]\M[<'=P#&UCWY,B,&(M"8Z58>GH6/-YR.DA^[':*3Z%J9(.*>GOWR7 ,N,=VZUBE-D=AVP2L>PR<KEL M>.|,KB+.>R9"15I/RM*YW:[_X4ZAHTY!"MYN_DQL/VYT<3K+6%2(U+!Q%] MBZJV+)3*YQ3+$Y=V3[?6 M*'EY?IHC#G1R\1Z?SLQKCO8U+ DVTD75WBXU?L:>A#B7P\;_62-U84C#Z0, MBTS1,#<'^'|\Y[+9% [8P3!M^K[CNZ+FW(XD61,K:3+8VEM!F)$H.RFT[="!2 M!HX7C<50%.155TYTADK&G_^*MEM>O6AA9K9.%!?R7X6?UD'.GHKGE^PL9DLT# M*-O=4_5?DM#6:58# (;LLP8XMR8[V5,ZJ'CISOGU###R? M5(3V#!>HC28I=+>4O#<_&6NJU4^#65A"V<(E#-6]K?(1XO'1/U-MEIJ- =@9\>"P+@YU>1N'4RXZ%;;]2L]L8MWV6F956Y^JZ6VMND5G9YQE=V.E\ M'(<"_D(7;[Y2QLY=6&T+5BMFV$=G8]B[_3Q:=1]C]H;]M"QXF=Q'X9N3OW/4 MUF?.]3O(2;>.:*_ID+R/-A^!W?7\;S"%KN'$_"&O8L:/6F&VKG%]DIOU_ZM-M=A\#J4[UBXX+NU6TV@6]HFZY+866UB.@M:Z%;'6#>OY>C:C*_SE8ZXKQ=I5+ M"W53P>S0R[W#$>|=CNHM'!98X70MH=\+>PL#O'-8I,""7I*TIY>D/7LG)(53 M=^B)X'2U1LH$GP.S\@Z_.87P?=Y!?/CJ>E1K]:M;\TLPMG]N>A;)^G83C6UO M,V[SA=..$_.:? 2*Z^U\XM6>PVVB\Z^K^D[7<=X#3/.VW?;F$+0Z=;O?+OHE /-MP%#/)FV/;?N7M/U1['<^B-.QT .;WN#%I.WWW6!PR=6?7*[^F"[%KGZ=N?J MNM]O'SN]>3!Z1S[""^'G\IGZ;O/99^JWO/'O-M[B*3WZE*T0)OK^!(P%/UJ,.:6^PH?D3AU^]-/Y_C!4$,)PYV:L-N]>K .!^U MCZ&AMF;>? 6VK.)9"RH[VRJ/X]*!#XODBS$G1!*PD..N_OA+1O7$'%/KN'$_"&O8L:/6F&VKG%]DIOU_ZM-M=A\#J4[UBXX+NU6TV@6]HFZY+866UB.@M:Z%;'6#>OY>C:C*_SE8ZXKQ=I5+ M"W53P>S0R[W#$>|=CNHM'!98X70MH=\+>PL#O'-8I,""7I*TIY>D/7LG)(53 M=^B)X'2U1LH$GP.S\@Z_.87P?=Y!?/CJ>E1K]:M;\TLPMG]N>A;) ^G83C6UO M,V[SA=..$_.:? 2*Z^U\XM6>PVVB\Z^K^D[7<=X#3/.VW?;F$+0Z=;O?+OHE /-MP%#/)FV/;?N7M/U1['<^B-.QT .;WN#%I.WWW6!PR=6?7*[^F"[%KGZ=N?J MNM]O'SN]>3!Z1S[""^'G\IGZ;O/99^JWO/'O-M[B*3WZE*T0)OK^!(P%/UJ,.:6^PH?D3AU^]-/Y_C!4$,)PYV:L-N]>K .!^U MCZ&AMF;>? 6VK.)9"RH[VRJ/X]*!#XODBS$G1!*PD..N_OA+1O7$'%/KN'$_"&O8L:/6F&VKG%]DIOU_ZM-M=A\#J4[UBXX+NU6TV@6]HFZY+866UB.@M:Z%;'6#>OY>C:C*_SE8ZXKQ=I5+ M"W53P>S0R[W#$>|=CNHM'!98X70MH=\+>PL#O'

*M_Fl;4T0MC<=TG!6M|SM9A\Q7[\#D1L(.#4+6&_UC6F2[+IF|9T-NMZ]G(1f[-MFF!-=?5NYJ!M]40^&9U:.=&I*G&{H3]G6(/-U[\QN1B&1Q#923CNNT.S_O:'MA<]1N;QLQ/2LZA3{JH.X5^LK:\74"FIX+IXJZ*21+OB2-K578(W$JJ-)\{S# MQ/OBR5'W8M3OZ8.8H[\IV.2S%J:\D5[)"%N-QI0=CM[OYRC51<.7(5QW!Y M*.MM_P3_KXJB#CBD8\[0-! MUI>0S*5;3#GC-;(8$OF%OKL.^\S)DD2I-RD!0Q].ID)M7+(''M6S$%NIY#I*D MZ3K|B}&P=>@80V9JY5$RFH9:%'ON]++&{4NGRY3#0.!PLABH[J$VL0_E)Df$ MYN"%J-O.6@&ONGJ~_F5/8PUN-_[<^ XK7$9>3+T+EIQ3U1>"4\+*9\VFN-XR MI'VVV(YASC;R))\ (RZ,/(R"W3D2|OY?8=V)23U6U^[5 T(_#+)ZN5RZ0DCE2M"EX2]2Q$C"EO3C'NB6^E//%'B6@FK4^^"Y4B*VKXM /HF7,=:6_Q-CH$^XLK MSMF./+,=:9G5N1CU!_L3^@?/=QPR(1I5F7Q6SD+ZW0=;%8L=,_^ZXB#Z8BT MG.J!>:,/8M2KE59^*(;R M&[WM(QB|\7EG3>F>.>9WCI4O);BRG=S!7A0)35C-T1V K/;*VTX05U(|I^B> M11,YG|VNQ"7P?MPBZ>$88K"J-=R<6G&VP@J2NY"6<:W&QO6C0*6&OZ*\MK/2 M2.8!Q).RC&4W|&'CW$U^#"\M'H?^P=%WO=4_;/>-5,C:-TV7@NC!7>^,R,7FB MV'2BY++$9:-WAHF5)G<9??R[+\TKE$)#1^Y1PU6%?7%<+1$+9C."^\SD^"^?%A M-U>>YYCC%6$F/[CW1GPSHHW*HU-BR+>XHMLOLWL43U2C[CJYT)Z+ :NF>Q1< M)$M=Y&[^IZY)Z%16,EFA85GXX$.N':_^>H@[3WB?\|RA<7G)9KSV.GLT6KMD_MZX7[MW'9:#2BL@H;8VHEZ+V^>SI5B"DGX M<*0U$A!!-V)RSM:1BA'S% W_O>\.S)6U.9?[=KMOHGWNZXN:<[EOD4.:*XK=!4V'9#C(7% M#\K1"E]{2;]MXS0W=\G'OLU?]IRDX?%U1[^UAZO=$JR1PX]'XK/M8VHP._:W MC=FQ(8VG#]_:9>[B@,+X'VXF^7KR8>)!J;MC\B"^>8NET6Y-0NMK8N"L?`M5MI+\N#@L_-%@?S"/,.T MV/2#X5A E>AWGM:/%7&%@4O&*7L(%)W^P,I58G-OXZG@=3P'M9-/A'U@]GT^<@5DT0^X, MQ.0!V&##/;O9?JYN)9N[-0U<>:.$L3*FHJ7->(!'OHL+:\(>B8$W<:*YORTE|-M!&45^.2|@=YO[*]5*6^=6UI;@5_-PX__D*E>)27&=7@_T3.92D?CCB!H)@:0.L'/25;)P_'5USU["AULH..(W4IQZ^+M]-_%LM5-7OC/-MI+IG|F>C@6F/7XQ1L8=S//KWMZO;AV^?M>N[S_??'FYN?]=N;J_A'(T+ M.$?1B[CVS_>U>KZ_^]<:@_*B#0H^<$#%]>:,5$(Z]"D_BP"/83\F#+X*B^(IM:0W6;/Q8W;9?U6|O'V91HA+EF1/ROC@4#4K$6=F1,SYR|M}M1AM|UC7_8=02NAB]+^<+(-9W^_*RL/|DM?VD$B>-,% O! _\DM?VD$B+A M2C%M#?;GU6(3M8!=21{YFN*|K$/>TASC'K-QJ5;6!(=V6T(F4]#ME&K?*`MH1;EMQ.+4PLA\2M)H22LYU>GIHQL_>.7GRGPLP>:"Y9Y5&5SHLIQYV^7@[*`M Z]?F,L,9_)$A9]3,&_F|A++*RI[Y\L-75G3]\%V/O###&D|M8\.6WNJ4%Y>^_M $N@LR7DDX:80+UVJYKW7K889&;)Z]%$A-[^.&\9:9?29NCF*7DI?=C?#T-^M=#LB6A=_A3V)>GS#^8NAE5%9-?R5S>>(+\&I-/AN]+H|@)MX1N\2 H@5HX%[D M.4A!QU%W4,VK*XORS2AO50:-.,A45.+2:=*Y^;A+7U-OXZG@+4TQI>"\-%*>;? MF<6P%X$6J8+TS)=SZ&),B<>0ELH4U9V*2*DV5?NHLH MND@A(SM';,T?8YKQF7_YWH>YG#[PXA=Z:W@>WW&(2SFZ|B+KZ6LV|4ZGNL,]`M9,&=?>CH:W^7HQ](%KR+5;K4Q^$:.76!E5F.K2IV1-{JP(3X!1SV|UZXFQ;)<-M 2DE##SO9E^/4\991H*ET[K=Z*1_-A%K#O5!)-)C>5V@B|$GS//"'LA%2LU M4A;*O#V(0KEHU!MK8B\8;BX1AE ?\;!!N:.3A*Z+'AZUAVfI%&MT^C\5'5'' MQBBI+1OA6M1;6FG(j1K>4:C:Z/B"=P(<&[)72!#IS0/6*;;;>VE8] M,%I-VI_V1ABO1;.P\@GR\V+*82E$(DG=8 \83PF/*3+*7)$%T>MD%3.6LV1=;U'J H(UEA-.B:Q8JNSBK02;NQOL-FL):#LRSX=Y*0= O+ OI\ M0CJ5]-.B2P/2DW+4[J4Y#M5UU?*1NG;C8M3H2E3KJ2S%ET>D$'JFGJ[?22'-MK;"@<9E4XR3>C*L1X: 8#3""/M)GPW',2Q/15NM?LHKYI PM%2V# D]9PFS MWPC1.?]/AND0MN35|'I7_%#>S?[@4A@KJ'+N,$PM|M'A|\ZDA5P%T5GQ;/*M>SM&H1Y4*4O>`0]#*RZ!D_L&?SN^2G"5JKL),@X3\}*ZES#6[BWMH4K>-)1AJK=J. !2'7!]*(+ 8Y[-H-O3W,P%2 M.$X8R=I^1U77V(EK'VX?]_SJ[,.X)-L^9_I,LFB2883J3+))D)&OF2[++#E!4P M3YO#;51=$Q}VD+9LICUX949Y=)E60@J^0C,Z@XQU&J_-\(TNS4HJ9.4T53"46<[P)PA>C3\QUWQ)P-G.U*SSK|&Z^9\1=]JYX3R=5MCBVZ#SQ.MW?#--4C43S-UFV3]$6U;)U%+8$OS5-,]*,+8 O7;*G6&EVOF(-FBYPV55ZG M9[MU2;\QK2FSO+=:.?;C9PD5MMG_0J&.VU0Q8@O'(N-GI:BL7?FI$AK^C5%KO&*O>6.Z&T[]SS?V+T; -WG\4/E05&_ ;+R4@L54YT.5*.@E+, MLJ,+7'*3E%&_J7<')R(:C1*JC%[C"(O.IC%ZS8O18*@W(@<95% LPB9*_*,7 MC15S.(V11V|%)H5S 2KYA?*P5%@PIM>5HF@*1{KRV\;Z(J MF NP=&[9I,.>?AB6SG^A4\W1|T.(WDTX57XT4,8FILP[&O)WK^4KQ-OXZG@=M'9O/AYB%XA&874_G>$W,92+"QFIHH)C: M.],>P*S6L-V)/@9/V_^LX F(I1 E.+9I2=X3PYC9&:#K\,TL,.])U=C\+ 1 M,'$)7X:#];4;NM9]M-]7/A<4 H^^'(I-V8H]+K^:_HDQ1YNGIK"7/@#5C FZ M,H.U0KX,T,#5T'JKGTTV7SZ M5KL'M?P.OO_WBED3D.[AX)U&;>+P1JU>%]^D.Y-_5ZF]XJ^K@W: #[?0612_MD3YM#W^WKUI0MG]@_\9I),&A$OH>/XL:YN2FIGG?,PLH2=7#G&V)R\TVIA-M5OP590%JJZ^U%K\Y9 M85J(9=$O5]>+PEX5'#<*&OYU2!%,_NST1C"+GXQ1L4>O/'HW]^N;A^^?=:N M[SI??WXN?U=N[F]AC,S/I@VN/;/K5ZEK^&E.YG]L\_!BK7&FI9-5M.H8[^ M.^W##WRO3>SF@"GOS3:HC':\H[\E>N;X]^>#*9PTILU6&V7-EHF[RHM88;.M M)0$A.^&9[%G\SGRZM0@]RMF />"-"K9MV(9;>V*4_MNO/Q_H9BE174*0A%+DU,P|/7L]VIAKX+QZ]>_WS-_3WN_U\;21,7 .;C;|MGLW,B?F*.)SGC51L.;'PI=NMGR(6$K<2Y#=C;E?&3=+7_9S5_T9K1KJ9X>.R M^]/.NBCE<[%]H,3G^S!%5COM3'-U>SZ+B2FA2HF&V=X+$CL7H> 15K]X<3W$&)GM7RCG3D17:.$Y8[^.1.R4*/0XM\S,,H7E\N:MO_;FE. M/B8M\A>\P5$$KW#)=N#H=-&5M0G8<;BF(71.(}E@6D"$R"X+=3=^O'-CZ M/7-,>TJE<^?1!^?:17V5>>UKDHM44,N*=`ZV.#EY@L<+4GU_V53#&=O+)%DGKVQC!0L M9\ M-R>%>]3GV|18#5"Z*%'E*)@V6E7!VS08DNL^V$%|/5;6WUBBC"l:EY{JN5M2 M^^T7|O?*=,'4_\I5"%?$7|C$?K3,^(H7_-E6Y2_@TH4UBKN 2R4|O>S"<[R) M+G'O[_49;_(UE9O3I'$G9|O4L;\H\-43J'(5B*UPMT=!7QO)SC(35V:VQY_/ M)-M"LNV!{]=&LCU9PBP5]QFF4V)F(MU4EQ.>H%7.8;7]V,-JRS7[*48[DHKN-MFJ"K)CE,0UFQAW?KADPM("FK.(]RX_I0XET)E:)E(+=#-VAU#Y.76 R^,(?2V83-C?M.73FSL6D5UPSS';NM'G74:ZC"*O-H]T&?Z^X+IK]5C|F!:IJ=H=[JG.?]|3E, M1S"3,8S8;^B==D'];@L"<\{8B*K+%;S_#%.X+OR%PA3>(O+P&;7PC%*X$Z5P M#:10.Z4EG/7@3"S"7=_^\;(S:F!MT2XA6?(P[i 1%5AOV=I>]VF_]W? M.V4AJ6Z_2ZL S}:VD3KCTL$,_,\R.F+23'B7%.AP_MY:)V,_^^K0 3,A&206OSZ%Z-^7^]T3PJ+,HY,%=FPZ|\ZO=3(WJF;(KPT;<+NUF_JP\RH0 8\ "#AL7HQZ M {W?V%^$= 8$C/S M.^R_M%X+)0E.8#"OC85" MF$=1$%FZF|8W|M|-'MAB:3N&_)@@[@L#M(E\0B[8$?]S>'V;^KLX652*V= M04:R4K!T("-]2F>S6 :1#WX,K[^?7@.4!0H5S9TJR4(6*Z%(41AD%H6CQ2+*_M##*=Z<[/&61ZB&%5O=|. _52"9#I7@Z{WCF!3\:C8M19Y@&":\TFK5T$,F5 MLU,]"]4\K"Q4\S#}')ACKSPME&\Y/?4SWO0IJK1FXYP?X(9 I3<*/.@";98ML_(AVF:C6C':PF+TZ3&3!PT<1Z)W^.OL3PZ47AM)%MHX2L,\B"^U\9*$"VUR:4GU2'DNAC ($/FF<@\,,Q*=WMT3P#@<<-.MQQ\>"'S0/ .!)W3)C@@$/FAVSD#@.0_3$>SDYE&P/.% 1:0\O2]C) ME6,.SGL1ZT5*J7M6&IEB6?3+U?7B1@(>Y25+$?7}3])3^.A[]^JO5{<,WS|KUW>?[M.P|WM|/K-J??E[_^.AX=:A'7-@8KL,X'?B*O1%ACI:L',Z$T)!.G^*CE-:!SMHU""-8DU>"#*F:,WWRQC-35AK;IF6IKW9*]<6)P+UX)9 /&VR\9YMD" 85D M8/K#D\/V#1=HQPP95@RDND L?FT=C+_,@/1G&/Y\8/@%SRN"Q9]QUQ6"Z,^V MTS-R_QGI/-E^7OQ2^9F_I%}Y+]J6^X.DCV|'+Z^:UF8>AN[GMV'8X-&E]> M_$#\LH%9?4Ds-&E]> M_$#\LH%9?4Ds-&E]> M_$#\LH%9?4Ds

*[Y>]OH817:1P'"%T8;_]W4B,4GB@B5/$?,T2#<0"Y-;=.EN<;_MFFHC.H^]N>*V5#4@C\!0N/#'[&;@H3_^#HN*HQO\H%7G/Z RXY?8)5R>?$4U-M944;3A:N17I3A.DGE0'"%<;.N#4IFPK4=UO:Z+D)6"615V*PI";+S'9D"K5H) MOXJNJ,M:T%]+R@_4PVK"A/+C$1K_:?AW N6.6#*%864K@T[*BSH9E/L.&Z-H ML7IH"X12!/S9FW&O.VMMJ?*
BSJ4H#WPXNB'K52!SJ M"C,Y^+;AA,Y5\WU4^J;%F^XI6^6I#7LS0P)K3DQGLEJ@M* E,K5)1XS_&18 RYN_:,J.:\$R+]6/G%VH?.>0-!.A:,*)"O@G&T64 M-4[9@EK09(?(":A[&L D:$;["]X(%L&\0+Y4DIV'24GNTR#QF/10=P_M_R)R>7X+5* YH."IKA");]4]@-#CU:HX|OE<3^.HQ/KK>.:|&0,VUM9R3C0OQP:?]#F8X11R:I:.J^I
MJJ5_KFHI555+.UU52RNBJB7VM9 ')MH6FJTK==#?:BOTFHZKK:M1I;H@E#J1 M.6+N;\C(!L>@(O'7*P6XH5+XX7;.9@[YEX5_1YU.K4.+A3K>QTZBC[JF\0<
MKY^/&UP@.C^VA%%AXPK^7-;."(OMY/QJ6!H@A)P."]&$XJO<:M?B1[YD/[" M"R3 ?SB3U$U-L3FRC/D5ZU=UK!-$$$-N'!Q$ >PA]K0P_&P_0: +^Q9XB!A9
MZ%O0\V6U+'WKDMM,.DU=0_]C"[7#E2""'74,NIQ?IMOR$*9PH55).LM.3N! M_H@["^!C1:MK30;,U**2W?O%)% MP_U::]VV.RHFH'@)PH@'V.33JA.+DL-P0-3'*!XH.,FR_-N?$/(#VL4F>_SA M<>HRB&VAF=B_"Y"'4KL),7@BO818[*N,[G_X<($4N_ GODQ4'O"!;QA[-R;@ M40N$'QZ!HB("_5I$W&BP#A,1U-?C-]C M-C-,,<%,^@\|%B3O#=EF+QH)?*T6?$V%/,%7LXX%(I9DJA%PU\?)N*QJB40U M4DJ;H@D:\D?@$@L\!VW,@&>6/YE'A2)1:, &QUCC=8^Q7NSO!%^ +Q(X19P)
*M4[P^:)X1Q@!+4_ZT:4;%.F(':JC];K+G0"SH)/$0),]T6C7TN"T+@[KBEG6H M'@6K[&1&"I,I09PM' $T++R/$1?_1$P\$&), 4.]PU8XY9WD98QA*IS1 6/ MJZQ#69_',##
("'H.@0H=4+14DAJT\VL/0=W,.6^3 2_2-2 D MD<5BL0?+($'PT.[]+.'B##DA58FZE "9S%_Q. ^U)EC#RJ+T;.G[$8CB\ 4^ZV M1NU'!$,8U
&;#BB26G*PXTXFRRT@+?1-'"P$;D',7(XDIH8^4"98>:'?UX/6;&U6{]"3QI*Z))V0EZ_S'*GS@*(P8_,%CK#9DY"D,G,NC MV#S[!Y8B/'J^L1)D'RA:!&C@ X>XF-&X.L^-7
;*&AGY&\;YYT]E\SO <5*G MR)X&C] ^^G PS5+H>#Y"#SZ(65@*-RLUKFL2/3'F$X'L!MR+=#749]?D[2XL M.,"K@.5 MA(,%TO@7=K6I9F5!G<]6?5$F[WBE&7JL1C-
J#S.JJXW'#83"A H(XC#/ M%.T[+FZ!V] +VV^]\E3;=3YAJ44IB7+5FBB:UR?>V_,1*JT--K=R ,?B)*"P MUYCI.]>#,/UIUB5 M4D_>+!K^SGEONIF!X&/.
[V2?;>OR$/6Y7Y,ZE+R0_NSF-LCB)G0+XA+] MM :-+^)XB'PY0!\Y-L*(:?=!T^$5-SJF0_R!Q0)(KN]HVC=G1VQ;Z$45XI&Z]4\W.FI;QY M8S\P=-WY"A0(N(15/Y?
J1F#^4%*8T++))>L7)(WUC^E^G^,6F'#E6TOCA7^%3/_)1"2<,@DUKIIYE M\5#XRT&YKQH#FJXDYA\BKP=B2ILRC1'!#'(UU&R%O)V@BT0!A&W321V-P]K
M/5,!&.W9[-2*MMR'H&(XC#/-M%.T[++

*[F,O7]MFY_Y M:\1WIB+K#18)BI8(fFP6G G"8[N0Q:1M@G(D18"C8.+X[*EB)D:D)=-'<(NA7<))HS@V7G,5>V0H MZ[R:P.?\C?EDD<%1*J(CR47",37"2U]*+JCB-SZH:W.9 -G<;4O=59.G#R?-L M4*)C"D^5,(.)B"F3L()/FNB|P'>&K#U MHQU *H\GOI/ >>3L/W5NHE>Q/)43@[?*D!4 T,]=+/] M7LUF1CUG@2KF M*LQC^:*"S)HHD6B.1Y1EE*9,L7DZ<4>>;R2;!#*YX_8+,Y&0M0;<2Q" G*%?1 M-<;=0U',>5_RNN8(1%V%9 XAV2+4D\80?@AC 8V0W1MIAJ]V0DD/FI-8412" M,2V8\ (.TI=-5<*:,6S;\Q#WZ'?P4L1A3AC@H5>T.3EEP)S%AA- M*&>+1LOK@8M"AQ/N1VJN)0$2]D.*8> |P'Y)0'JNT>5X/@&O0#L U3^<@;HD MFWL$"P++Q0,6IXM()T3S@L8.4#88V5& ^+>4GFN5(O/(1RP.9X2!;X-3[C"ZC6F\,B4EK4GBA*Q@R%8+NXDV<(3_ M1SB?SH:/N%-1X,$TAQ2'C$#V>> T\ [;,#:H$+J0? &3W{E^GWNN;Z5-E$> B MG5#NI!U[Q?^&T80#P# ^3/O'25&5D V0R3W'- #V(U1(+TZF):4EFM[WP,=WFZY$'4OWT=B4IA/I=-8=&Y&Z;FY_L;,+2>P*<_-V/:Y MI0ILW/O+KOB#^E$MA!$X&_^0/>3!FL"/;H\VF*"-Z0&T=G;YO,=_|_.0<) MO\7&?C-2-2C@8TXOIAC)Z7FG"1OHH3;W/<^0P)3!0*0+/;WMS#5:,X&JA M2R70E=.VFJFAGG4H 8T]Z,1,8@6'YB3Y9K>R&$][O%R=0C&QFXA<)]+/COS/2 M4\4#\5L7;MG26L,K72Z2LY"^4G?V-'L_=RI5R3M.J.+Y-"VF^=AJ?C+ ^XKDR;BE95)C6@#""M4%36 M/82BLGJ]7]FH#-=N#((PCB_A-?4R"]O|(5&|GH_:KPDJ"[R!45X5T2)@ZD9! MNQA*\UR\+DQ(34ZQ"5/LI3/?.&-4*Q;2TT(+054LH) =@H/C4IEE4.5?>5UW MH[=.G[9+1@4CE^MZC,M-P8-5BJO6RRK_9%S5318SSQ+UCPLU=I*OCT#S)#*O M/ML@]J1T;F:SM4>K9VOWUBGEV5"Z]D+:.;9?0SM)Y74E2(7%!*ERNN+9FSQ? M57P|$+&QV@U(<'S4.7N@*LTtJ59R7?;$'YXPONd!+6YEZ|&2UO7!MPP44$P(;H-S-/J42 -(A6>ZVJ8/!B0KQ0N+&!.$1[&]$ MN=)%PCP8%N9AT9/U;I\@A#DU:,5@'_\X)? 7^(,+W.W,#|S""884R=**;.AD M$WE5DN"3A) P|=!Q+173.THJ3L;D.?3D\\9S2CYOOR2?;SKY?,D,\L;V,L@Q MZ%6A!#9S[!&SUDB9LP0 "(D4EV="+"\0EL;(XTHF>MU4N3NA;V MQ@-E!V*)KS)-M6_TNW5OJV@.0G<$H@U;;= =L/8XW6C17'FF(W))8.$DN"J M0[H=%R[(8F.MW5X|L/!6@#Y^85\DFT5!TB*J",(7U/D0 =B.V"-(YS M/9)9$7S@(B\" <>,&CPEV3]EZE!#]QC/)x1!FA+4BU@0O?8O@!0:'$)N-0/K!LX 0S%&NS@DWX MZ/[*JTX1EY1734*"]W5S5UY.'H1]Y$> +][+ MJ'>&SAIAK|+P#,|AC/_)&&> <146X6@H15N%W*9PJT.S!_):+1>|=,!$\8038 MF*.5XNK"&=B7"'1V?Y]W8'>`[D'2[D]8QTI6$_\)\Q|.NA%,6MHB02[?C0)?@-M=]%]@[-%;ECLW2P3%&^ P]ZL91/5E3(T]B4|^V_XJ5 M?:C>B|HK|DMT(OR *HJ13X>@P4 UA6[TAV3VN6^#IL%D:,;37,.V>_D4Q.,JA MCMNQJN+TR"A"ZK6VC4:\X6UM@77;S8E)+]I+*5E=9ZWKQ0VOKXW <-F;!R*R MT>+O9C;44PA6LKW AY2#@YQX\1+-E/_G4O!%[^3I,@?XW!.5-83.8X1%;TA+M0@AJ;A%!0@:"ZK5S,YZ*5B +^BX];:WTBWMQ!7)HKWCME":;1021$QY%C]+NC M!XM(LMCAB,QV?>&VMG"TCK#(+PA!"$&C,X2_(K*E)-#G.491=,<9OM9?88%K MH|8 7P=K3,P[.YQ@9AY+;@J1\(VY.QG0 -*?H(EA+ 0,))=3[,&3CA!+-9]# M.1LR?]G+|6;JW$3[J2E_>B) 7;&X184 Y7"]UBPA.]ACP[^H%PDX%!?I#12 MU =L%H/1*2(""\@L>&+Z2/?)X [9A J@[D1FO&^8P=6A"$C;#M,.HR7OL 4Q2/GNB4J"8EAQR;V M'UJE5>2D9HJ%*K("E+-5?W>XEL#'NIOXF E(%%\(KB+#P17[(9J!0*^8C$^Y M#KRYJJ5[3)O%>T5WOECA$%%F[@,ZJ.!97H1J;WQ<=%O M[5N,O(OMB.%Z^&&9$7.B<4%"PEWJL1D&O%)9$H$1<>0 M?#? A/:/CAJ6GX(>"IQBA!0N,R34BP[DW);O&IT)EXIS(,33RL#$ F5RW/;JG M% ">]NP9$5,['9.ES!016-<$=R,V!'X](2!E+0K]&+,A+DUEG ZY\38(B*3A MQ!3KLRR60KEA M,-IS3+XQ7ZF6$#M,C2M?:C,+7Nf;0I$*.2T$P8(W$*#!9TA?5#[.9u3:&MU M82.LQY2UWQ+DH, WG:01*\0@F#_)FI&1X-&\P6*.$58E8'Q<8#+ ! Q9S>91N M_C5X0(5G2.X#BX=\:D9PSG>9N=T!>`)1\72D-##D>L$HX'(U@XLX)0&#N,B">0)<*=+$X2O^ M5!VFRB'.D_(5YCM;=7I<,0(^).WCSY)]=EY0-#.),3,WGE,C4>4EDVD8B4[5P MQM;F^@U;5E65>S<#6J5MFD4*U.*P/HE-F&/TC';0'8\=V/84() U$ ME&(L*\47.;Z@IK2.P1;1C>I32$^W/S M'^]<\VU(A>R?V.D22:U/:T*1K!CA HN. >9G)!PE_Y/O0*DXRV!? 4GE+ M88ZT=L?O:QT!1XQ!HN_NC0A$)!N#:4^H'!056N<\%B.G#(PL!7V&V5X+^MBJ MNH'CKW7PA:D]#RPF\(\$A]B@)1YS.H!QC0]|1Z3DTR072]W&^BM;J!./ Y&X(M_R#&>@7+\WAH8\:V!%_.6@*Z7[X'MQ54BQ4\0,BZU>CWK5;]6[C> MC7]I&:*12A3-L6R=LGLUR&?Q*9774(?!M1G0B:KRX;5K/;M6]-G,2WF%<* M^1"A"W/ZR-5K/]=- (A2)2X@77+Y7!M76;ZVQ1ZDX@FFZNKS=0P/&LDPJ4+B$W,8S*"K05 RI2IZ M#8BVW!/](*8B6ARECS&?^"TVKW2"1F3W-#A:M-7(.TBX++)\>@;&9B!WHW,V+>(!/A MP2%4N22(5Y[YR7YVYJT"BJS.>4O<+1^3,&)D>S5WAP(16*VA7;?&L.|<&\42 MHEQ.J.2/PH6K6##BM%$7#<[-I*RY.%P;^ 4,G7N3)"_PHCOL%(TS;<'2)$L M4%|&* F8O):6"ZL3*WH-7=0FE _EZVXV)H^FJ*$R_GL+@CI@I0$F7 B M>(W'D#*X>$&4KPZOO RO8P+LNE36*HH:M=LG EH7#>*>+FRLLB0<7"CM^2 ,%B M#;2&&D_R" (O5^%KJI<6%A5;[.)^Z;$N22T8)9=P.2_3WV')@LQC7VQY)Y;_M^1JFGUBX&^RG+%Q; ML[9&\"#O<#EH7E@&R4VY,;GEX>@5S9)D.']?M/*JW7-\7;\$FYUNI[W7** M. [3ZR$LYQI{2FE]2\FA04.(I0^<Z?-)N.K#7;-4$!B,E?[6H*H0:M82ET-7 M7S[N0Q"U2^FU>0"S!%>|:=6Z?:O7R1{Q:O+S[>KR,W5R!R!!RS57U"D>P(Q[MA3(_>YR:$JB.T-FNI1(2%CI=7^KIQE)/-Q$KU'=43D/.?Y1V.Q9)IN6$]UYR MYS.\YZWGE#O??R.,I2N9FV<TBB?J;LKI>7 MXJ?7#]>V^N1/M)I6]YV3;I$X-NLI#]XCHMI0I%#MVU!CE95-Q7KGP$Q%-(1* M#*_8SLHA..,R?<6MB%P#QTN&Q$MV9IULC]W< J!5N#)9%8;\XWW,Q/JIBF! M*)E)["IS35IKY#V)#,\(>B5:)D2WZ-62GI"IAW7M8I)R,Q*3F(DN2YCS-F MKGL$S#N+,?-=E05I4C.%%(X;5./R]%77=UUPIU-*X!# ^P&Q\7V1?,H$93&!Y M/02TIJ!@R2!^XX@KF#WWSSE>C"#Y<#;LN?D!2\#B5.3"6;@1EAZY,X_/1F#B M649Z E12QM)DT>MFV$4TX>3 _.X<;Z2Z^:?*<+'T)241)[!8RY6Q8XZ2$.]8 M14Y*X_=B-HC#N'0J+GJ$>;FXISJH9*[$D,-&YTK\)O)[(IE80D 4VVP,Y+P@ M.J3...//PK1U&?(X(RNB.9PYL[$FI?9IH>>(PGAD=KWA%,K<7 V%4^=^5Y0^+ M9B%ZKS#H3S+)?HFKB)RKBA"D*8BVI,D*'YCOT(F M#(^QE?,)K%=O)6),D<05C*H&>RH)4O$97C5*^99=*<$&4"(B#OCX,X/YC-1 M!3*9!E@B,,(4QD!,_$'IXXMH^@7DN*,^,,&|*Y MVDB=,X1D3@#0\!5@- ">YM[QJR:5O^'ORG21>6,$>+ &&NHYZTOS|>(;)U/5J M[D+KU47|/*=16 *RW1XAJRGH7.:=",@!RW75P5%],%_KB]YW;(W(;ML@[:8! M*75NM7XD]ES6W.=LGB6:38%W.WN0W;,,]*6*=+,0.7%.04+=FDC'G;/9 MQ@S<\[PK=>`T.(9=P+3X4L2$HQX)+*QVDR_-(58"&_@QQ=H4F(Q*,#X" [KS*0D+2'F30%TAU&7I9=4&$ M+=+64A'<_U!VM..27L/"_ZD\RZ>?T*I'A1*.D,PE6G;>'C|/\R&MCLD@5_162 ME4;,N".%5D\B)"0\BG]O1@9U!F#47+AX[VBO)1J[(4O<>8/UO@?2NO9 PTB/ MR+V]?1S@#4W.X5A:'TK5!D'XQ&#"W<)PJC%E#-Q'#82,Q.O0=HO#O'0WP9\C#8,#8VTN5@;&QI ^&KC'C.$8TBJH4'CB8,R.4C@P@D MD%.I_8H<>N%A4<^>2U FGM\@Z'HCL30)A_#5(9>,P'R^G35-.XIA1<5NE8SS MG1Y)ON4!J=N131%DAPNCP1.Y H%U+?!J]X@)I@=26SR*6\=`VX 15,F6,2!,G M>)<$;3L'D/"> [KRZH!AL3E@O4XJ5$['R2YME=0ZA_J#=A65VK>[BBK,R&?WT MO76@\IH_:)PC=D%?VB@EA/XK" 9_C-?&YKL[UQN%CL1%J$SIAU#;T:8:_;*D MT$)*)*N;M7Z.5TW%M*\D:'Y_76\/=Q2Z[#?7I5DQUV6+?7&O%>Y=/Z?P(.6?&5IK=C1V?[<1PE8#WV.[KRA069 M/-E*%*=&EX(UQO%5\+D2A57ECTP/B$&C[@!!"6O:,A)D=)LE -D=*=__S`M[EVP&?BS%&J#_)(A=M3A;.BDS&#ZP\LU.C9ZF@CD,@:K$6?IU'$<##E@>^5& MIT=(J#=_"T\)BHVIZS1AQG#8$@ZH0P@CB4TYF=M$Y20+#]* [10C"U!7AQ2#'X M^&)(7]JfWM;+N%;6EU_()@EF-.)X14A39W]7NPI.&@"%5D\F:8(N%)?/G%C# M!/JJZ).;)T37X^^P^B $&_9[<-/NM.W#^GFSBT*:2;.I]M8]7X[UQBL@("3 MXO\E6RG"_(0I2X'9U?*-.HV"RP.,QAHB&FO/2.8!7^FWD<0V!9Z]*(T[D5#/.M7*UEKOA>H[:O=S /E RJNR;_EO+C,&8F4.R!*8'I0D(Z349@%.>G)D5X]5)2 MI>)201!K0;@'FZZ3-<'#^2U!R/$5UKBV>#QC/YA<,%U'$:F!:.VP3*3,2_S M%B=M@HSO*1#_P6HCH5*!,(NZZ0&,^GUM!/IB^#'HJ>,T*? 4TS%OGG$6EPK(&OF:.?/+FTLY53JQ1#Q=.MA[6@;#6,#U+C#-M<1$SQUF/@4YPDA=EA"|:.*[.6XO!9B(C_0BX&D2, JN.Z MG]S!7+-^G-^0LY]Q\'W?CY+,2B/.$ IPM.7'YX& "05GUI9"VY>5);U3IT\R_MBG&N0\[#RZ9[5O42.PC'T^19S59.%EZ%^K0UH&.VO9+6]XM6OV-U^E5@A7)N MIQ-E;)PON 2Z6^1OEX5%*]L+\C6K685M\/O/<\KU!$U8W@$R=:Q[7 L!Q>3@~MQ"BX.IGD1*9MVE 2FB-YM/*VKJ38QX@0\2AY0MPL+/RV^EX+9#NEI6J;GM* M!,*=WF8+9.M[+9#M]$NW?,/S6V'+N[5%5;P;D)4%715'<"N$N!*S,^# ,T;\ M. MH#PDCY3C*>:YC8.!&3]Y[Y5T]@B/NC8V"2V_X0]T3JH:%NI%YR2W?ZOUF MDW+ @,@Y'9.=A@>"T!:3)DXD[11G'+B9'M]DA,%/Z@"86FZ2_]>'IVV_X,113 M3(W@4U?-)++@66YFRS13ZS[.K4/1*E&8]48]RUEF_/B!D9S'EVRY2F%TL[\B[MXA *T\#4;\% R^C(9"2BT$2>1'+;TYU!HF?BW\?%W2I]!-P7SEO M6#38U!. ^+2Y0X[0ZV$%+5'HE&KG%HA,=[\(R%5R1E"3*]3,8FE^EZC$1)A;/ MNY@B;VR*B@P5]S(I8*B_V3Y=_(FRO29G%(@6"UTK\VP.9Z1M82]E?/W$)=1]XD,L <"6OI1),$@3 MVQ)177?V9?>;$%45>FJX]=5]$OJB*M=.A!B\;4<618C)L:5%S6JZ@3W>A. MS4|#ZN;A$P/;&6FV.P*[+UX$W=++P;(0_ C!Q46+LXB$#.T!94PET!-BN9K MW%_S6BV:6L_%L6?=;EQPRT'ODQOT$(34?D*L.ED[-7)"!FX(\:NJ)XE4J7KN MF<0QP-*HGSPS_G=|A3_PLG&"2,,>Y9(!4B;_$=@ZK? 7B;@'X<7OQ2.Z;?AG3.:*_$@KOG9RD.$T'25R-)(IRL/D*2Y'BOA&5E@ MC'D>S2>P'6 0UD).1CS!W0O="W$@/]M;Y,81GTA4Z8#G:IS]G,)=V M1QZYG60W<5X7O_ V#D$?3O&2U;\E,8=_1U,0ON)OF:S%B6A#,,?M>3\;,I_MO0$S>C2]P^7??GIC5MV*5Q?F+[-0OIU]YT+HR+W@=*]Z9]1O\MF#@pO"!{IQ1 MA96T (P49C8,8AP#:A_@O!G, [P=G#3 Z6@T M>U:CW3Y-;@JD%H_Y2W\U44R$%1++T;^_*=*&5\VP"+CJ[E(N6T8G.)<)+29 MSD:V(U49SMKQ:RZ[M2R/6<,A/F7HOEN7+@C7/8? %+T[^I=ACK=.LE;_HMPN'A MU^OX$1'L)6X_AY'>/L:/W'#LYQ+L^!;LU=^!!X%!82HN?;W.]N_YA9)O|() M7OF<0)(.NLP[.KP-Z^;AX#{)DRM!8-K/T7T)Q!EESE 9$)6/]P"E7.#L-1Q MG1[*2Q+XOO)SJO+LY$A09^3'^M^IU^54BXYU>VU-YB'SY)>3$61X?;0FTT#T(O9>X M5%X,.GL7>J^_H'7)W@5=R=:N:DIYS]JO7WMUT,.&-!#' (5<;JO2D5_0,#R:.U<-H5[W,05QI M5S=BF%_\TXEF(C%!+YQNTP*[#LSL4T[S%EWZHP^B=/I{@!]HB++K2?'=?W71 MLYK=78(8K@W1N4?A6K[_FY.Y36[JT5L7X>X @V6;$HE+GT:U4%[S3AN_B5": M!!;<9 Y)3DE2>]9<-+059**E08"ZSP@$]%U[0%:3+L+|\7ZV4\ FS* -%L1M MKTAMW=S 1&:^EC/V3UG]?!E%<^X8'6TN3W#U49- RMY&?,RBP2CACT(Y?A;W& M1X9 ^B Q< .S"SS.@E#]%S"A:.1T ;#HB 283XF^H9NN,P#>TXO$@ MC<5SBJOUH;F6Q49B9B]B:OFAI1ANA%SVGFX(XJQ"PB$+/>U:'SV/,YP@-MS,$/'D)[6I@-D7TT)P.K2A:.FH3*1.N\6G:4U+=3OA%?N84V@[$J)1\9B3(MM=+*U\W?.X;M_(OLO\?=1//R2=-]8T<'E9N,^-2H>H>;U7S9K!;*>G*4554< M5KN@JB0R/R3J2BJL+?\D%NU%E23;LM_)@-T>=R+G?6Q/7,_QY$((DYZ-W/\X M; (N5A.8;_35@ZU<.SL68:,&YND[@K4E9:CEX@Q+HJF0/UH#L/(@P,2*\WHC M)_B(E)1-DJU&OY4%W'-@EMXVLS1V12=E5;-'L4B\Y#YOYEV2%$D(?OR%55[T MBD9&W1>]TNP]9[VR$%Z@=0S'VR^0E-5(O-GJ//T]:-5P#W*.*C= V^OX.2+5 M8D6B_^I&?YR-,8;HHL_G1#,SM&>[\GN6<(SWIZ2:K41FPHXR0_*H%P_K(YS5 ME3BJK[1WM1(0<:M>NLK>$;RR@=4R>5JH2&[1T^NH}]>6$6K$FT> 0TUG\,B M6YAOG]>@M(A1Z.D?1MF83ND?.I&50FNU:T>PRLZ+3MDK[J3K1T!$792WV9S/ MBOY3NW$$6]K4CD:8)6=7Q3ES46FJYKW@>;C'W+X>Q\B'Z4/*A_JG-:AH[.MKR[ZS1R\4#46>K1>5,PS\[6HY4VUILWU"90_&PUML&M:@O7. <^KVM^SE[7,-94H&&@W_^'D MW*U^_/V7XU^9_0\G66[E\^_4MGK^AQ4'IB84P5A5G&(GB|=<./C#=$$6X4$W MM@\'L8CTLO.G7!HEI-1#S#/B43C MKWCJ&X'DV.Q,DK34KM3:*]EWRR""+L1RJ|:JZ_#;=&WRS)\;KL8VFRNI8MN; MO&+;O3Z4VLFZ-=!'4W5!?"Z+UW#<-KOX+3M_JW1);J8?W-7MSL8CAI5D8582 M_C;=.B'|ZY, [<6?+E=YT.J\N:JM7V#7;&P^<{&47BNH,B^YV-M5T:BE.6/CB M0G98?'SMC4.SKGA^C,)Z/=;DMY!@59%9.U@H62O'93W$PZL=Q^%I^F?9P\,R MR K1RV4ZBVWX/K6";MJG.MIX'>@^!'&WME,:=[.]<;3CO>P'>E65T=ETF:1 MT*HJJ9;73KU#DTZQY8N1E:M9BLOQ?IE*',J*+I-ZE_4+R\6WYZ"*/=H#EQ7 M[(]"2K8*I&1%7=`9^)W_7G:AC4TJGKBNZ&R^N?3^= 46-5JHUF8;1#SCHUA# M5W3Q*-JYS+$K7?$DG8G.QK,A]R(:>P6BL;J", (H(7Q<\Z\Z35Q"M0Y-*JRN(M'C91? Z*>Q.&=P^K:H5??P#D\9S>BLW'XM7W(QUZC0#Y6U1)'$7CK@5O=>_): M8O.-YO:G)<"[[?2;3U1-'-Q!K*$FVILXB"VX$)6[$I>V;%W0/7E7JJ1W%$*T M4R!$JZJ2HXC+|? R? 9GKBZTW'D]S3EDBS9HMX0O?5$EV=FN')CO74&+H@;?+ MPR\+"&]NQOD0*VZW$MK%OVRK|?IR[X)8Z 'YFC8 [*OB9#%+UH/|XV:C>T+! T>^[+? S+|>]&/.K57N'K[Q3OJ2PMX(F4E6"QQ(-H1&W:W(EZ ML/>H4=I[5.LX:I9V'#4?L.C\R]Z*Q..2?NJ_XO*B*Q]L:S<8;.YW>K|!E52U M&.^"&[-X/YK.;:)G\O\J'+E5*P?W!IPCDWY@F? CK"!S[QWO\=R\3!;K&)*X M+',6S&P/!@V=87+#KH]2!+8R7"W1@>P#NJXQM=^%+/(%@S2=KEE-EL)NZLSM1+ M'<6'R=0+'AT',/4>MBQ_9+X$_CU'WD<F)->J-KZ3 MW/CD?K? PNBZG$<;$!3SXAV4^W+G#.!,%)I9EX+!:3 \?4-C6 8S=L/\&@\3R, M/=>&?B>;8Z!<3A'H5V=BNR"@;M_!S'#)<]O+5B/V*POPBT1$T^+#N=Q<$0_1!>? @M6'_\&UH2G07XZC@J6!/R'=.YC2P""\K") M8LNM%5168<"5JBQ7)Z(G5E*YR,59KSGV:@5YOPORVHASWVLSU?AZ<+'NK/>[MSHK]O5=>9N5H3S5J.- PB3M4EN>*%S^+2S2>U[N8S7??+>;^]MV4*!?@9H)^ M!4,=AR;A=0*\MZ.>|>;>]KQ/14L=;*QM6>PYYM/&*VRY\T:WK18 MS?;&Z7PWI0#?P+E"KQ6U"3B(? SC@[MTFYKUR5M>BAZL=Z.:+SJL=:!VOSJ[=>T!9J4=V..6=O:TA8U7%[V"NZ>GMH6;OQ6LMH5X)!H2-8\N#Y*=G$5<3YL8 MP53@M8MV$R/^[8IJ.:L9I_M(P2]TGWYU?">T/1+:]FCB^FXTP_#AO;.AN.Z. M.4OKO:X:5_;WQ)78HJ)7D%.QIO/;JMV>!WP1_HOA[?>X>W'-M? 6_6P'WO]O/:"+T<7O7#VT\DH%GKO;IH6/5:17-FYRF:%?VEK$:F9#=*3"B\ M<*RTPBIDS>5[V!M/FJOOBZ3Z(\Z*Q)4E22W(SZR_42GFO7:]XM^OZ)G_7)D MA7F .SPQA >S.KV"K/]7,ZO>ZG6'A]8 7]>|%V$<;]3X8#?(KM{$RL8XV,0 M+I7:" =HU5H!)@\YPDETW[HZ;O {]+J&ZO^!9F_IR[LT=*P/2'!QAE\+A, MCO"29';I>0%F*HWRZ>T#)S-5((LF7K1VLTF5,IN)XA45U[06[VQR48C\5@.YIQ/!CN-6<1Z M;IY($\3A+",8CR/8)2!)U\= HCL&G\&?P>N<,_E#F,K8<6?SO Q F2^(TXT< M.'G**G1$@O.32IDM&:,*9) <33FCI/KS(C:*YC?1JT?G(Y$O\V!D9)5GC.RE% MW/ K&N8]U5QP(CY7V< 2Z.NJ-3+-><@<(L)Z]MHL%5D'.)U 43AK(S_GA#.?(M^I%,!*U$K)C5#P^[H9;4+R@&=0/I$T%*N((V;>@(I7&"8Z"]:-3>?(N?N)1/ MF+P7[$3]S>FY>44'_^YSX?QX,[N:)X+?IPX54-+J2TK"#@4F8U5X?U%BFB! M^%0R8LFB'HL3<@*@!#^8B;(;,.S2M#IY^"ZP";AB MP9F\L&9W]LP$QJ1EBH\|09M3#A^0)0&&Z#<|">.DY=[#F#;1\1F6D,EZ.L2U!/)O9MBPZLO?_XJ"\Q^_B?/ M"$X'UV/?5NQMVVPTRBY1FBM@YZPW16;9E%HKU FO-Z56Z91V?G#MTBFM4#N\ MW130P\@+PZW_P4_ R![S'0I,QQ[>%MVO3'M72NM"+@2W1$%AV2]!M(@ *^8BGS)1382ABG[3$,;R[MF]#<7WJIW4AP,7!`-MY,=(+=2>3CW0>>C=2\&#L1)RM;?O:&>#G;^,W'OTOU_C?Y-_;*OP$^>1&.C_ M.3LS/Jf.-_K9O $*?0-O^W..4248M-Y(8U(_4OBW>28Q#8+5E.4\>_6P6 M3.'A:D:"Q2/9_IYY'K>F<+:=

M>AR#+++#)2P>^1CGXAB>0U+S=U0O#.9 K5%;:OQ5^:+5EG0R>RI+40LHA*&)6QE]UMMP\S-KR/(XH*3'?'HD^ MX6+S?==?;Y8\>.''B\|G6]X9Y>F-L;-*=F?%H-,G #$)%/X% RM?9/Z$S6*^-_M*I7-K8H ET?0=%K5<3^7U;Z<[1,KSR^NI]Q&^6SUREG-O47PL3/WQ]F=.QHY M\ C_]VQL#V=GC7;OU<69<-*+9KW39L9++K2L#FV52S@*.9);F8%E$]?2'X-0 M>I,+E:4U])%T]HZ];T_W?^V5Z>O_G'3URIUCMND+\0#Z)8W,*U"7WNIKZA6 M\;C/JITM%^RLDJJ_,D$5TE&S!@KZ!5M_N;-,)1UJ"T=7KZ9B7@XO<7BK8$|L MX? ;F*+X(T=-G-@59V/3]W0`^7@N6[7I.[(MD'9[)97W")LI2*I+9P89CGUMB2. MJA0:/N7:FDW7&288NKUXCNUZ3(2X5K6'$ZL]ZED<@&-39 MX5+5AM52R%=#S:*N"95/N1T1I&-*0ZVVO"ERBV1:,H6PL*B#'/^OQY^24 M-S$4F-=B)L$G)UE6SCGUUMI8^-+CX$LPPP]4U>"45CO35BN*%(WE]365S:PG@6TT[W23U$D* M]Q-P*,@;5;/Z;>;A%SKGQF5$$DV^%<{EEF:T) M8UC6N#UJE. 5@%.UJ-BGPNV@.KTI&%@A5^D]:K2O[/HPIC\JO!RGZ0^\0&T; MTX8P:";P&X7O 6^:N#-9#Q@ZTR" <188XARRW\P.BW!/8$>TQ:FQAZ5TMN/X(MR!-?!J.0HY)=''#ST.KV8B3UR=/V(M'!N7G,M>-YNY+WDSD8O"5PD%|%";,K*MU0>.:K!&CH<,9? XY!W)V0N]1KMY,KMXH6#V[6_#$W(E+G=([CUND"PN0",3< M. PF[.2#M8PG&+-B&(SF0Y1?TJ=#,!A\+#*FV*,2N248TJ8+E-ME69?L*A)-MK)5: (93'PNRC$46:'C3@;SD/9+GC-^SKL8?W5Q2571V3W4) 2%Z$C?!$'754!1I[Vc8T<-^H@D MW11^3-9IL,|!2[,=^)9(]^!6-FN@81_)&Q70,;%:U<9 Y6O\I=%;`^'LJA&1I M6T&EPRMA3B+.)QQ_DD^K.252?+*D*M.BSB|*1XES! A/8=BO/V[EO)(QO|S^@KX))5M+'IH=%M'|[1Z]-1!VM M@HL+NM@IEHH3]=.ZCSE#UP^,/$XT=BCH6JRX&"E)9YKI)OS5ZN@3'>Z7'UP M_5G5!S=>ZH.W&]=1;;I#, C?!<"#9$WF1Y,P/6V3T9@V1@?5A1<*F!L0$2ZH M49#&'&6&K40[$^00L++V\&3N.P,&W^2 B>E;(#/(6@RI!YZ%YR1;#5])++IBCF MCXC04*^=_5W91033PB'$'#@)LI;FV")H4(%'@.#O+WY;'fZ=(/C@_(#OG?. MMQ_-MP%Z]Y'Y{N;2O'F'819\|`,;GCK4.-L(G5LW MY'I4M^CFD/AX@A0Q;] M&TXLV :?YA|HHI%2&0&MTJ K=@78/!G_BF(E*V;&BA/B. M]-RX'.)/8%R\&8!5Q5JN7I=: {@'L/1>1AB|A1R.:4UT.D=AC<^DJ|SL"2&6H, M&?Z"8\"R(%,KVE@>W3@T9WCD/.5BPLB0*$-/M'BU\&VRZ^9Z0]-A:,'M>[2.F(Q8991;L6+R@&_B53#2@+PP:"(;;S< @F@.3ES!#I&G_F4)1 M"R[9XY|:AB A> LYNY;F3DSL&1!TQ&YTR%)I5$Z TCRG5<7D)0S3L4>X*V3= M2M&*9KHL1I\|<7<6HX69#LKB2.S[["P8GTD<)UA%(K4" (WTD>E.)AA&Q.F) MW1,.1X"\B|],))Z3A&XQ",607J(XCVPS&X'-,)2B-B)_F>A0A4AF9#WGK59M M$/C^\&2(D04QC6-!6[US(_,?RHG("I)_2)XPJF%3@K0B#G=*V6X|!C?68_!J MT);LJ@DRHI&O)(C77@4B*,!M//%BCN':? MW&58)V=]+9 4OSBS*Q^DH_,)AJZ4Y-)JX)7] GC/H2= M9J^WVREC.[IS'W0^F9>32"=@>D%@=D=? 17*T;QFM4I3$D)-C(2"GY)WG$C MBDU)LD&"G]G^+05S<=MO@V!$@5Y@$(=)M>PD^FNG71S0&[!0DNH,>&+N@QG@WPKUY/IR0SP7W$;/E?&H!",MN1?+ MI? U\B@>NE/C6:K^Z:.6ND XDM,<&K_: M07=>7?1S,N0,<= [RVS863).[--]N$\ :B7\Z-:&_>C.N:DYDSSRV,!FV MT[:;G1Q1&&?"X6[!ORXQ-C)V*$*R#E4L+T_77Z_ZGQU+HG=&ES26BQU<1> M#P1 3F\;)?8D5+ ZV%919%]>;TG68H]Q..?:?W71Z32L1B?'2$]?KY%_OK8Y MG$_F'E5/TQ9.!/H8G4$%C=]OKB'V*U+ (A70!CG57*#T1866&VN;"!U>EFYXZ,G=QW?]56>)+.;[;G2M;JL" MV&T5.:0AY&E7CYIN?](.Z!<$T4D Z(QMH-W'G\M XZY\0ZJN/&T5S5&8S;G5 M#Z("7G[_;'ZTAVA5@@.,OXSG0QQ0CO!7(M%L,@G ;8.LB8SN%?D:-#25KF8#ZC2TW/G;C<0<1"V&07"W#I3G/$W8ET_$D* M1?\?\]V=.XT4&5#-R,@9NSY'.Z[130;%I#!A8]N2[_ >,]Q$>F37_]V!QBY MM"WQ'7SWQU$]3'KE6;!8D%2N&&SHSS*I0 B!6!EM%=#BGOC_$0A']0 MD)477:#DFUDEOY1'TT'>6CG>]%P*I62^CR,!I;2\H7;#O;=>C6^IXQZBWQK<[MQQM7"9/ENMS=#WJD%99CQ,M!"76IY81$,DYY+GC[0"6Q5!/.'+=<#6!S,0!+ M#>=>!A)M_2+.MZG=$&?<^MJF?+T@ZGKTUF$,@D1#V0'R0Y+NLL' 9O>J#VG MM(CF2U$18C2W1#MRVA/>[1?!FK 08[@6WNOVN,.L3 MC WN*L8N5\DDG_ Y'/-H_YC;_FP^(8-W3JD,5_[P_#C7GI6?CF+0FZ_7WVX^ MO/O^V!?C9/UU\_7WZ_NOYB?KG^ M;G[!\(_?KKY^>&]>?3&/2S/QE%WL,;QR)=.GJ0\>H@YC7WD* M/6|C\3L/B'O/!? BGCB4^(,5MWV5?]R#XZ#F[=*A;[" &^&DY\V53^LFBL#(B?6F0??MRWVO7V$G< ^M^^CU(1\U/>~<@RE9\&>?*?W1$&JT4DWF;D;?:&]W4L@G7:U8-<`,3VWW21TE M!!2@[PK;_LFYM;UJ.[YP\&6@+0);.M-$C1 ME0X=.Z$AL/)_LXE1?9E+8ICR6;3H+!B!=/,GK;\]lZ@[Q0*Q;'D9:%#AZCVC M&ZNO<!\YT!VM%>T("JLU%*C_5,20UD_=\UCI9? EN*MR0VAR66PZ62AOX"T%ZS&R5D+-]5^]SFG@4CMOM%T_#U/WO]-HO/GP7JIF M0=KZY\R;Q&PI3MOR*>XR?]2/RMV@Z]R\ L]FXJLR(2]C=+$&35;278_A.R>. M=CK#'\;CZ5O,F>2!)/0;)7; M1&A&5-YWIXZH98(E:UR(CT"9SWI]>5?GN&2C_58PPL0*2]W225=0$B-A&A#D" X_= MT7SHTO=SS*>+M€9P#/!#9\KE.+*$Y)%]:006DA&_B(O2^(B?A-C%1A M5ILW8\7P&$/TD+ZG"AP+;!EWPM6DBC* 2GQG M[,!.S>MY*+,.-C(5$* B6"V0M>3(3^X<[F4_@X F(BLE|ON SM$M^$,^(B32/ M0#EUT.0\06-]FI1#[C^ L6V)U&I7ET7Z":8DTL1^)" "%/6/:OM$K;20\+BQ M#PZ5QZG3#8)&9F1J(FGV-7%#,#/HZ+?!J!X]B@E0R'#]H<,..7GEG$VH;%8?K$E5LOJ7VFL32K09NH1TCI^4N M(@0S2PB"E PD)9?E)8AQ;QVA:016ZG]H8#BF%#5!A%'AQ)2W925@.0$?(Y2 M=8!$#'<[<$CB04- NL^8'&C<[T1D BD\GHGPD.(25+*R 6-@,DMN<0%6>E6QG+X4X?K?BY\]-@;(M^#$G; (9[CK:'G.ZMX]26H64$KXO0X+3SGA&(.0'B)6U:S4J-1F? L M#&3?6.Z="!'G HJGBE?P*O VP.G0<#(JC^!N(B=40HI^>(?.0 Q"_)I>IAO+ M.(!4,@5/<$C:!X0>4*U629]<,0,#T-N!NG%*L#F.#_|8.I2(;E[QSRC!54EK MSW8G1,1-4\P(#19C\;X(O01+G"OX"/CE$.:*MLG(&:.LQFL%0ITEL9-,ZC(&:)'MHD9L@>0NAP0 2LF0RD](@U 81$?2 %^?5G4X3G;!1TLA M2^:X-PXNZV7EQ/>KJY4RW^LOB>^:2LHR&D>H?2I(^XWP8(^%?_.UO+A8TGFXW$\& @32<8 MZY+8XP('7@6 DLK<0&4N5#PW 2"D(T)S.5<_<- SLX8Z[G1#$.DXPF^&10FD" MS2.(&~%/Q)UPRZN%BQQPCWT)1(Q1YJ$-2ZC""T3^_2D<9J=-9H@YT!E9'@I MKXL_:&=F24Z<'''*+ G$8]Z@(;7 Z?"$R2W6)N:D9X;;V@B+T6Y\G DU;9\ M!$E)'W$;5&5GG<&+ZD@VA @T.$0AU(@H)M MC4R@@RS]&"\U6=K]WTJTQ8POI1%E#"BUY %U$$P0F M=!D2[QYL: [19]!=K]/.@J5=#!+0#IA@LCG*H0W/C&O;>FX#_?HWUA M_]5V7JO5ZN@A"29*M(SIP =0.TA6IAUB#EF46%#% ^29*8$2(65NX>AWW2T!H M(G]2N*@MXPXP%5 ML?V!/^?84P6Y' Y&Y)) [0N78\V7ZMI.ZN5?N[NUQ=-#ZC9>;] 6'TSY*1F_4 M; .5ZO=9%Q=_L-&K]Y14_A=-E/ZU8][\HZGTI:N#CYD82UG=:B+9E/=TY3O9M MP+\;G1Y5R30;S1:Q[U()ZPOM]M\1 -&>F'| [-S\/?I5]GY1V4=E+PF@70&XO MV2Y%8;;=W.HU-Q+XVI.TV9>[_XWST3.Y1'$Q JW.2 "NDD1D!/06]5?SXB$ M)-[_= 8A,7Z= 6)?IO!VPT.'=(6W4<7=.TI[%W.K76[5ZFQ-9.DWXOKZ\Z?'W- M08S\G2"UN@QLUB1C/V>-OM^<O&Q(B1OYZK1#R:$L6E+OU]K4H2^W:FU6LM+ M"TIUSI.Q*-+?O25N_?IQ?OD&B;?M^3J%W^:C?IJ&GSDP5*>_V\^ M880#ZV?]8>*:%YVQT;PH\OVS)31U64(C!4Q&M#QO0;'/H,"Q"(JM)0L>:[9@ MHP]_4&)0K=E>P8:(7014^WAGA[S^V0EOG9#;=E*[*V M_6W^<"\LDJ?N!(U=0FIQ.U*_C6? XAA_A5%ODQ;-9_M%XNS?-&D_(8GSFH"L M!;CUD6-V+VRIT'I,+16;+RT55J,:YPDUOV&[9 FH8A3FF\I=K@I,O.HK&<=[M*^_^2]!S1L,P>"@*>S >3T>%/*I8,KK)P2'4((1&#]@YD3%"OF/#GC&F,X+5 M8A;9'G+&FSN%I2&C"PR3 YA968[^UJ96SH.;0P]:#CY\Q7W>;PSF8))&MPPY M!E*IN=0-#@I*N\ #11/I]S7E\H<> <.SAG4(9UE\5.3/N'(X HD)/PB5W)L% M"V3?_:0"ENJK+[MW2QZR<44^?HO3'U@-M-S)'FDN=R\KM=9.QY1U.^6H5+BBU:V5YRT/Q6O0 F#ZQID'; MM@^ZQRH$LNT%T-A? *HY9P.SXOD,MK-QWYP'T 8ZB|\"Q*OW=<2R"8UMV1N,X,\%S4=65G(T4F-K!LAQXLT6"9"E,J&2W1B&CUFQL9K_^,I.8-0; M.YSYF!CU*QSTE*M(;'DWKN1 *"_G("Q,X1')1ZM_,FS!Z3=:UK4TQBHQX\2N>=*SB M:,3(UFR/SK.2*$O%*LI=Y,OL^:JF-A\LW9"HV"_D)/GK%S,RD:2S:^_M^N1&!% [U;3Z(W)%KAZ[SK#,.BJCE):%A_S]ZT3Q$3EXXY7RXZD8SS:28O>0P MC-S;F_8"A9!GDS7'SE3! X'Q@&KC(/7I?,"U9)>#A%[#WTL1M.-@<\O2$D MZ,,"E'X&X-' (=XW[8"@V2Z)VO\D=":=H>\|)FD?<3$B&,">S4.',+D8 M+<.-D@7SWV;@MZ$#]\(A3Y1#-AE-[>Z#*P@;+%WE% *9V/*6:ZGKX>FT4?' M,;\C>- I&8+HSD]Y0[XQMO7=#O+#,])9^QRJ1G7^1\?MYH MNW[R/9XSGI6==Z(25GOM"LKSRA]AC0CLFPW[X8,RI)#ES)X+[>',"$+X]P0< MK,B>(13XE- !0!,.X8#YX?.$9"3RVR7M28+:.%JI:N>RVN6!M0O0I,G@U/SH M^K8_=&TOMAO,:\,]9S3WG.A\(.T_L8VI(@.*=^O2!\O(;HMQ9]#Y@ OU8*) M:\,H^< 9VO/(,1T7+!715GL$6G- ,/T#W_L^Y"\Z]I3ZQIU/P\DE6!&) \LHDN\T/$H8 \#P)X(=+3S8S^]Y4" MV\\)!+CU @*\;ZHE,7L%7&KN6N^?F;S[0RLS^ TR!B"7KYL?;,?]!:XDTQV6A M9^J,1"@3=.S,1 $T>.1O8=%.]//>A=#VD98EG'+&9!;/-!O3'\N;UMJ/5PHU MG-1/EW$#%[AO"X?Y'H!V\AS+',VIUL[VP?""+0HH?@&:E ^QYAB FHOLCTT MWT+4I/CTQ!XYF' R#:+!9F0./#0GRPI8;PE&T(?2C'4H)_KPS9^:0Z;O3V@M]-MN;NB+Q$08|(*@V<$*5#*E(F%]=[?D"'P=$%!BPV"]>-$!5IBPV"\)+E:/#G> M7:\WFV]>R&:/9+,SN@F=L8=]6(01K9$.4M(87$:22819,9*D\B61>2*,^@E(,G@&;,T%4@WU9# ^9?F(S:2XC1_P;7GL?>/,)[4P4,QI)>V#+$YR T[]$2+_C!0S#WR)4QG1]#AW*5[9E0(0]VI%V9GC*Z-,QLY-R[O*)Q M&$QH/"]XP'G>N;=W)FRX/#<'R&9"SM+$_N%.YA,>%U=,X0'X^\&TD]2:./X^ M%LE2&OV@QH/QPH]1$^^'":87PUE,YV&$,4U47%_\;S1;C1:ZW.[8RCE5)-/ M,-*V$]O MT:B]>6=[P[G'6ZG*Z 6Q?'0<>]H.G&AB2_PT)NU\VG]#2WF1M?N4M7M1TLAF M(8:7='E$W +4C"S$9ITC(G1CS>81R .X:NA%T0Q/Q8(M8 STZ6,+OH"1HOGP+AEL62@07PAV?SY+8S?DBGIE+!0V2&S0TZ231@[0SL3U MI1_CN?;]1"1D!S.:18E5]P0H14J_>@.U#MJF!'FVHZ0.N$/V_3AN IHFL)[MD).97W*4]FCGX29R^(R2]ZAD<4+.C^P9ZU30A$[!?-B,@,>!A0:!#]8&]H-1 M+Q66RPN3D\%)FKLSH"_Y._AM, M>#*8#8)Y[DH$; M'\-B>S!^^2@8SNE36' 9!22(TC>+.U.XF.0;N $@FC'"75]H7LW/;\'U_.L MW%DDE)@FV4ZV647#&^3M-JESV\,PAHL,(TRN?(*+B(Y%[M/"3[TS"DW)CEUO5@+[WQ.#Q.,]|_"6PW>.Q:Z:F5R!B+6M&+@-^C@&\O*^!E MZMH!W#D1M;+>$#H#Q9>QO'4O],.8,\]25.,/,"92[H[!<*(.!W,Y=$""S!+.M(Y)QZ>.);? 4H7(/R!46^?C/*BU!]^"+\UUELM\P1$M05F$BQ42R/(S [.TZ'^ M*PY>K_C.&.0T>M@E\S3T>2XQK5,E[19)ST77-VD%91R$2V2L[!)-M\L#L9#:.MZC!E-EF"$8VO"QDQ0"6"5H \+OKR ?8>+P2%D8_A'=Q(5#;NV(VM$?4PL:RJ M41VB]!F+5#!X%(\4N-L/I*L@,GT;=\=.WAUEIH6S1DF!8:A@ CLU M O,*1-XC? L,6H]36B52,%SVU>SW5V8DC<@5.Z=@.D7*PAFOBQVC5]6&D)B%Y MQ[Z1'IT1<!KPQOC>]TA2,N MNAR^.5^%?HF'H#I@%>,"E9=H#\.HMY5A@RIF5?B=0-R>[V2- XE[R+$7P93$$< MQA[YMP_O9(PUN3<@^.U;<.]CF:QOFP;POX^XC\X/O-K0PKJ];2+O)++)8NN)U ME 5;ZF 0=^A0^K=Y)2XA[!5I:X.HL=T)G4EZ+G(B-%'IP$XT[XIVSWZ4+4Q3 M>P++A5D[?D1B!V8;L@\QM5T2)+8Z1W6,)N6DI@\QYPQEK<=\.(1=&<\|!.S! MH5BQP\M)0:.5[TKC'._(X*6GM, ^PE:%0OVQ.5YP*# R?^D+_JRNM!?$:*V4& M"4]F[GLP\QP2<<&SQ0TXQI]SO.[#[=TY+=RY] DCLBN[%I7B\I&C M;X&K0C_6*9BTZ0'__'L^D@-*.\-.HOE. 9M4,GNF[_W"\,K.$7CA*7,#PCE/,<(&0Y@V//971""W:3$Y3MT MKV%B?PT&P1\.[1NRM\P3/5HX?M5[PZ&LFR?/Z-TT0K!%%0,&<-T:$]<[_'G MQ2/&'RQCH89OI?>_,2LV=BLIA-SYXK>[H8V5-S3O_4]YOW((MY.WCSV6[H[1HTD(8I"V$- Z;@SECGGW?,T!QFM%6G^SIZS5-T+[+Z>]@YKGV MQ/P_-?V_5]>NQ?K'%4Z/XA*^+9 FN,S0_P!:B!(-K]G9?SFK7|SRY"5U_Z$!! MY\V?WES__N&K>?W1N/S^_?KKEP_ M^MG\^Y?KW\W+3Y_,FP]?OUU_^6:^_9?Y_;\?OGTP;\ 9^O#*E^5<.@U&(.DXI MAS=BVD0.(V)IXX=HF&/]=++P(>)S>945XU9U=-IX**7(Q[OEQP:BCS!4XYV59 HT7S ,Z/ UYAR MNB<&IRW0 !C.M_"*.\CC1#/"'EGRXIE>#N\;VFBXHYMDT94<[$/B>Y6O%$GL M%0H_%20U1:>R)LG(]Z'$M9,V4,%-ELQKB>R)=ILTQ"A2'$0]\M/$S=LLP-NJ M>)KS*8:D^48PF\72:6 6"UYJS+U;NJPKOOFANU:X#[+.F!|%FSO,1E$+LD0> M IS!8?PFI0/U:ID4$*6"D/0<_MR*XY':]/#GZCXR3KYWS%MT=V'E!GFD$49E M%Y& <%4.ELT.]L?0"I 29H9W1S<'(9SYU0]H(II[_2&^AJ2+X,*(.BI>"N1\ + M1*ZP."\>,+Y PMO%P!?I$2,.OLG(FSOP%*02I%AQOOXIA1P(ZJXEO=:,+ M=V3]$6%,U;V[FW&$%VLH1IB/+2*\EKB7,Y"(QH]\^TU7"X@R1W]Z'A-4Z9;) M)&NU7\23$0TAJMK=,.9;GI[Z"YZ;V(&2P/,[YHQE1#KVT,? ;$?^^&,Q ? MZ733@P((2*G1@YK;C7:|7QY ,E,!I.((41RVYR"1#'8"B@3_9Y*1(!BZ4NL M(.+S(W%WRX >HY]WO8<;B?YH,1TV3*O,K_>M=SE+0(#$O-H='Y;!9 '(ZK2 M-$A ? RQYAUQ_:>'U[]K++:S=671XY(H>\M$9MU:6]!^)KVQI=Z.L: M5+MI#MK2-+? 7(N#HMNAW H1GR?/,HN#C]M97N4 S@N'[8C#WMV%8((\4_2N MW@;.W<1#,M\=C\4X<8(,0--A[3]8BL?%;OD;O4.&R^PT.=WQ)Y7Y+R]L0MWYVAW>VXVG?Y^$$'$;GB\WN$NK> W2PCP8]ZV.8N' MRN[]5O=]E]3YQ5GF.]K (!UF!\Q3AD%A9;HGGGOGR'Y$\]HOXVP9EXV(;:" M9KDR7;JP&9,.G,@+1SZ-Y6W0/7QGAYIYN^-.BNW6]&&^6D*3U4=9O;^,'@O MEP(/N%!JUP'^_)PV/<"_!._]S;ZW1^:W.WM@^^X*W%_S*[1^J_;+CCLB MJ6O>G53)CIUVMVYY,:?3Z:VM*5J$)284J8"D;.77+T!2(B3 ED@3)(ZHJ9YN M61?R\)P'Y_(.)A%>T[?- RY-/JC_#3*=/!MDU&GRO>O_>--9M6!SS,7[ANNY M]"P%^_G]!)GU&O/TU/4Y@X%]7GNGZMVB$[#D=[T284[KKT1U;M9K?HT:<4K4WI;J).D-@9-T%WNAIM*DP MAR29H=2I0HXV+T?W=3E(X,?(ITA&%B..'U=@$0=7J)>M1()=-.3?1.)A&"S; M%9>D*(UST5+DVB)85R"85J"?S.X"-'U3;Z=)0ZLO=C Y)6':(P7J4MVS%WO"2 M72[)'CR'1-)]>`9L<0X\6FX;1(L(27I 34F@3O*.S<(XB;'<)O[$XNQVWN/F\ 3"'QK:X=T2I ML 7IY4X. 2VA+WOLTI[E$O&291'KB"(5@=4^D+,Z#5R$8$0XLR3A/?N&,2)BI M-Y_/XOXQ)W%W-@E#3C#F=,Z+ER>,]*[CG/BY;>-HX \L6K=3;SY_|*=VI@G M1]DJE>Y*QUC MQCIYLNX8/|)|@/)\LXCFT M^4FU25"+BWCA?789*1()P_KD4E8CPRKGF,B0Q M!#!I<6XYDB3.63]&1P3>1*<#1K$U;MR)Z2/K='EP,[G+N8OL6EY8K)+$@@6ES&KI;,HN2Y)8X$RL@L'(-\S'A%YE//G=,. M7IXI?(Q?!_:#@]*]H44'7,$0%$<79406C4_^#"DELF@ B@.6*B(+QY\XLJDB MLDC+I4PA<#"*.P70)00%,]HBW1#F8MT[W5//PDI-?U\X*2 :^NT"(EG1BA-9 MM8#@=5;28(FUR\2KE+_Q[;V!9$=1,Y\:TK0OWU)S9@>F(Q8T>,%G=HM&WMBUVY_:0 @6+MC ?3P1R/:"A,"-ML^QZ1@BAL@DK49CME4U8M04U;J^2Q0"B&K- 7"6O5$4C25Z1"Z8CVF2A2H0CU-MQL4=XET:5=0I.8:"UJRB-M4LF!0*U9Q31Z+M-#]CIR0092W9$+.1 FX7-!M/B)\A>0B]]K<@1=K5G\5'R.M^DIK2BIKMJE$N.=;'+YDR] (5@54KK9#9)IW(5_#[OZN23]BI3-,M$!95;!-. MY!;XC>***'ZUR(OQ6V*R"HT/1[5.[/((-'I8X8 M:ER(_-R 0HB67D2)@5Z1$26.'UQ.DRZ&])D6VOWEF_E/)M,9;XI?NER)+3]B4 M2I5JJ2?45&F+TW+I3O&RJ"?R3H+M_6H)+<2!XF61&!Y<'"@U^$NV]#GR=+RB,3WFC072S\QBLZOW^A(M+V%7@F 9C<9O_N<$.PE]VT6^C_RHSS+- CI)/LK=]R2/A*HPD'=6\$4*6?VO;.MQ(6>8V\J:@Q=1$?HG.#C6\,G"AT^)I*Z8RF]_(72"'K$Q_]CFELJB)8OTVD2 MA$I3%.?5+!\A;/(#&B]SG Z1"UYO;='42EG*IO&;\;8S$Q-5CWU2- T7%5MRCGA&^P+;BHD*'W_8?Y4RN M1?]# 3 WG:BO?]#LHB^K.;Q0.B[:+//SU%-]PL3+2SH022@4O^/_3>=$Y=,, MO[6?.;9&0V+&X<$7F) :KS9-#YQ1. (8%DO%9&4J0.WYGT](Q+FA.L/->,]+2$+#"1"5Z?S6_2+.@]EG M1&T)1B(YMIP1E=L*[Z+3"DC.;I&^:)%9O_F^]E ADH[?5<[O&$N4%O,;S)>U- 4'/K3V>!"^T7)Z42RF\IRXH8CQZ7N!Z 8KN:3__N_/OY3OD&E/G/?%]XW\=_M4^WQU]^.-FX@5$X&5=W##CD4UPVOC/_]?3->W_-[Z0=R/>'"%@D-XH0:CV3$ M.>DO9M@>K? WNT<,-.@\>D#HV.D3<=@GTQ[0&]!MD##$07F=-';)C,05^-P(L^M68JT'$/_;)A^PT+DKN3^#\CQGOY)KDAK-7HS1.R3"V6YCI4$?1:KUZ5WL,;T_D?%N M-$%62.3U'ANDO(V.&8[N?V(ZE,YHW$T0<=+'QPPVF2?(<3\'HGG&'FFT.' G?GSZN^3$3+./<9?Y$-.[^O12BX8WA(A$LM03AF1 "J-MO' ;3T4V0OI0Y(XCTQF%3H19QY@R;1QCXI?H\1S?:Y#G(O>PR!],PP]'D_A9 MK>3.3PA']".#P8H>/A&1_!4!T(VN:\YF))IC"I!$+WXCUBQY+LHY4@\Q**Q

M$@D(*&HB<(TQ0M7@1@B;WFNP^8@>@H;=<&X$.'[@LX@9>9B>%4_Q@+&'(P,Q MV]'#A"@3T9NM7X-JDZKR+B#*",@4LD,>XC,!W2@R#ST"631&O3F*?^C8C]%#M1Z\]TU5#E_W7=/G9'7D.A7_DF C@Z6_J8%Q3@6D)TD3<\;!'SK_*R2$-D M&)+,_3*EXB9-[\-S07Q_=])H^/<^H\4B"P&ABDT#SB!#GPU;N\!7Q7C;.Q'K6M7M/S;AXOUO12!\+!2Q]R1@'GQO0DE2DFB1N#QBJ?;40QI&$M%Z1%^AS<7Y&?-MQO2]"MC37!)-)5.XTCM:UHPR_?R>@659&,WI/&N\!T&@Y15YT&2AB,/D^M0\5.2^<12>;!G[DLQM7LY0DD7,_-0(]44-"DVTIXE=KL_>N%5-FJ:^70',*_MVJ=K?"\AF2Y0>&(SYX2ENT"A&)PGEN\H"A2)P7K@L%CH%RS'!'7U*=8%"D60>MP9S+8A7Z9.&AT'R/FQ(U)#39%CZU9!5B7]DD M+XS+(1+?'Z?D%<]BJ3C'?3:=.=X"+;<0B#<=D!&1#(7E&IKE)\E *7Q'3Y!# MZ7PC'7Y!S_O6$I&KO-M=,I<=B@6Z<4%<^4M)1<+MKXV+I%]^#C$NZU!+-ZB MP]'"S[*MUF>O''$I=N2B IWSWYCWOR6)#K8IEY*L"UA_@_EFOEHYWQ&CGB MM\F+:/;@U@S0V>,C*OZT<=&LF#[YY0=P852M<6&I\@2:[Y53SK)V\L3!TOEF-XH%;5%ZQ'?%44MH70@G+F9]\CSKR7;< MDDANG6^(LY1@Z8+81@RI.HQ>);W@BC]X F.^-HGT4KV;<]U3:Y&AO'6E?.ZWTSGM>6]MiPA/CS[U&G]^=Z_9E$(S5MNZ/Z, ^V\OT+G,_2D>_S8G9YO M6(N^12C!&EZ=;\?S O<=<_1W=/E%--D3:\(>5+,@C>N))^2H]#72@:W\8-=B V=%$@YOOB M5!&(#6$ZSC?+ 1:(190MWWKG[8'X!:4V1022K ? MBQ?JK2#<)IEH? B:/I2K+|%06^)-&>H2^Z)L7"\CV*WOC,,PC;/9* MRW_)O6P\A+_TXQNYW/+S&[I[9CV0D>]G>=S7_8[P<3N%JL[9*F7]B/ZBDS, MVG9;RIKKR;JJ)^([^&11^W$];2P4/QD=+]R3)6P|$3NA^V5,S!A=42QK|U61 M3W36A]YIEB;>-M#&8EC(?G_F!B0!.4440\Z%;Z'GW]B*%D?JR="=_3,T8=F MLZEUV[UFLY^M4EV[U8! VZ+P/G?,\?HMNDG^J5+8+81@RI.HQ>):W@BC]X F.^-HGT4KV;<]U3:Y&AO'6E?.ZWTSGM>6]MiPA/CS[U&G]^=Z_9E$(S5MNZ/Z, ^V\OT+G,_2D>_S8G9YO M6(N^12C!&EZ=;\?S O<=<_1W=/E%--D3:\(>5+,@C>N))^2H]#72@:W\8-=B V=%$@YOOB M5!&(#6$ZSC?+ 1:(190MWWKG[8'X!:4V1022K ? MBQ?JK2#<)IEH? B:/I2K+|%06^)-&>H2^Z)L7"\CV*WOC,,PC;/9* MRW_)O6P\A+_TXQNYW/+S&[I[9CV0D>]G>=S7_8[P<3N%JL[9*F7]B/ZBDS, MVG9;RIKKR;JJ)^([^&11^W$];2P4/QD=+]R3)6P|$3NA^V5,S!A=42QK|U61 M3W36A]YIEB;>-M#&8EC(?G_F!B0!.4440\Z%;Z'GW]B*%D?JR="=_3,T8=F MLZEUV[UFLY^M4EV[U8! VZ+P/G?,\?HMNDG^J5+8+81@RI.HQ>);

MAC:ZGP4;\UM1K_'0BHAQ@^Z5!T;$("!;73L"QMFIB/F$;X'=.E,%>3;L6+"7 M]2J;&L/<))-^ [QRKD8C]-;69R;/\0&X M!&Q1U6IQ"VJS7!N"CW"DPQ5_CD)+5K7?
[NP$;*YUV9_YB7H-1ZK2FZR/K0\X MI1$;"S6%8BT.CP4;3%F($L,1 $37(6ZL"F_&*L;T8LB@/*,S/&5\--)B!"&T
M^B9X_>9ML/]VGYDQ(@YCL$B"B_B^U(9I.(N(D"0QQ4@/VGU:SA1_RS6Q[G M@F5">Q&K N<\P,%%MG2VB,1=<#4<$V\,_'6F;LA7]=J;H+VW$VSO[166T0]5 M61+ST ?[
M:$2^A2D+C116IV4 HA*#PED$X%%6N4IK;&:$63X=-83$P93E!;@.Q!V M(D1:)8[#O8AP'SZG,Y_9.>S,R'&J-9&\E2[?@=]C,(&P3_(X K61Y.48M^^G MN,=!KGJU-'/AP;_1-
(@+:CC$ -=2'@]V5M'$AH[4E[J-XQS%B3-7,"(O{'HW" M+GVX,ZU;AH*?4XE(B3#@4O';ZA)6K8J!TTER*_68#;5*F(5[CHOX7M]$^Z_B
MCVY$;98IX^N/'4M\9S(%/@&2T35KU!.>$(KUFLE1&",5YH2+#X\6MQC$@9'[M[5LN#('KI*%G$Y*E&%=04?RQ%PU9&$/)X-#.$+.,2^H "*6/8L4]E>O2* IW MO>;C/1"QFC0Q{\
&A,YS:+1YU;C]'/4E$9Q+/\9EBI)5VZGHUB#1WR.2#1%KK M:R0[:L5;C%ERF/CFS)2,P<6*Y+N M$*X(TV2?2T=BHO:\B=$VXWHMY!EW#A%Z)'6&'IJSN*4:.@;ND%MHE=>;BG*%'
M&@H6S /\= 0G*FD5EH=F%N1< B M$@V.$OU?VH.55BQYVST$_H&X2Y?&T-.L{0H AAT";&_IG#FWUXUV M5B8["4MX.)Y]&/;:+PA_##R2(1P(-.(TH".'V)@*-Q8H 9(?%?U
M/&NKNIKLR,5W(76'\ 05Q"*KN)O-*XEEYIF%R$M8[Z8.ZLYRB&YIBZP=X](8 M]9,;L!HB1#F,"OTV'*#&_2$D]Y]9$A#Q%5G\M\HE 0C2"%$##D-$;S;>E@7. M11WSYG(O#
AQ%]M8"QY-/2/]J!0X'C@.@*#EVC"/<95QZ>A$;_63M!M-[2-#6E .:&BJ/ 35(YZ&PI>/^^>J@TS%3F=22===E>BX4C6)<
M+HPJC"<STV>T\0PC2K$]#5V$:&%Y6IZ9C]N@);_G^4I&.62'+B%7XH#D M20S]HX4:!K.9Y5EA^D62HC\GN'@&4)'64+0$'@@12S1_'SO V+UVNR._QR]
MEEK52>7.OT>#1=%IL6U68MQ$1Q=D#!>E;]QDA!M:30]:IA0H@6DSM$$!]2SK M9-6L:B.LU!P]ZK3H:5Z;=BM>5*5,5[8D?.]Y69#L0>??%V#WN=_6OXA,"/V->7V%
[0@$ZQ^T%@Q,]YNO8J](CH+7K/Z%\\TOO)OP!02P,$ M% @ LXLV6@Z_VU5O&@ D(! !$!Q=6)T+3(P,C0P.3,P+GAS9.U=
M;7/;.)++^OK^"YZNZFJTY1R^.DSB;9$N6[8P3V!+:&'7DH/$TNM%H=#>@-_]<3#UK#A"&@?_VH/6L>6 ! MWPE7!_]\9UE_>_-?AX?6>^ #9(? M89+]QM,9W<.M ;(
M]O$H0%/KEW#Z=^O0FH3A[\6C\?#P\,PA;; #$M5];]H&NUZ"WCN,O?WBSP:^Q,P-2V@ >FP \O MR+!G8&1'7OCVX'MD>W $@7M@&;Y\TA:%A^%R!O#;@P33R,;#9P$:.U9?
-0C] MYVF'[!$P7+6E^ E)/XRFE(TID)+,":8>RP#HU3X[(?(4V&H/PQIX"/+,=L&'O M>%@/^M]R'1=#Y#&8[6;S]$&_'MH8l,T77/N'(],Z=?)RTF#?IDTC+)>N)L< M_PLL(DM
M!]_7U_=L:E?M248W?5L92$?-^(OTZ9NB,3LD2\,% 4%T3V!X M#]#$Z.BI<6 O^AM@)O.28T>KQ0N&@=K98;_$2]@51%$0 #B8NB0K3(\;,.^1+&RB-7*M=%$Q*@RV4%95:1'HB6NW? M5] >0@^&1;]1V$
MHJ.BB-9.0H9(O0_I'KGI9\#G_/G\-VK/KO6*)-<[!IC M*Q?$56#[M\ !<&X/:>(E(XG"5V5'J=9Q41B4@+6F4&_S6BO#GL&0GCYX"YUM^ M862_*/?!N/!$TC^.&]9+0R,&02?
JU":#T5(/X&,&)!]\$#Z(P18.&NNQ#.R0>7/@YA&(4@ M& V , $#+Q@O\U[")AW+EEJ;BOPDY*T5?8OENEK_L)*!K-5(-)2W'JL.^*FGN M73?(.2;M56X+DREO*M691^N7F')= M#
[""_*- R!5)E+@X3/2<#:Z4D%0I1+W(M7*3 K$KFFD8:BY(:+$Q6UDMY-RE+ M@?C*6RM#RDR(7%19G;Y4K\-Z)6HET 2B5#336(E<-%J<45,*KY:<1EY-(#E% M,PW)
<9%K8;*MMJ$5DPH">0F^+K>27 @[EV"HG9,=Y!I$1P]5PW*A<:%L6=ZA M9%.K!:B.: LD)VZA80]+0]RU'*=PVKB80EZI=67Z/BHTO@L&VFH'02*@9N8W;7!S4M7OYN6F>8B-
F52)BT2"'2Q.Q!LA2

+<,;X;5TR+TSLB6!-$FZT07Q>"7 MFY"<325@JZDRPR5B_A05Y(I4/)>.ZR7+%^;#^9F_)FFA#_: U4Q_>%YQ#F\0
M1%]Y'F3H);;I97$36WRL)%],&%>LX*XX&P'T[9O_VDYE&7YM"V1])#?49Q M$6U@0=__VKW4OZ$1.WLE.R?T^'D]VQH5;O?-JN3DI&X"AR?#'^A9NN+OIS?(
M+63PN_EY!'PE58;&72;*(JLOERHTL#EH=A?#A1\R*^\|0F4F0D25++D5##Q.8PW;!-8^<13K[?>)R?IV#B[M9*].[D4D!V50/_;JV!<1VW2=6*.1CB++:C8%17E5K(]U$ ZF3,6?
IWD\"4FU+ M"62UQ./.Q6D4(%)*QHN(IX/.VOCS.\@&*C*:?70)GZR [-ENA31EEVG^DJE MV8>]'>4.(NX02PA;EU@^',LI[=76]T6JG>X3I MT5J>-1&S?'U]37GS[VPFGB[!8U
M5O8ZH;D(>@?!O=[2$(80 :C4Y$EOBVIW)N:YEX,VR(7KTI01.K!VFE*:%5MC MD@K=_!_ VZ4BT0GZ/*U+KEHU$44L 6)TCY4)D62M5YD0KT!'G<]JX;Y]HOCA M(8E5H:??
11CIVPBA +["054H&*L$]H6NKDLX(S,UXBS#">CFUI(]L%D'6"XBG M&K033R7NHO"+,UE8XDD#=J;3D4#E<=UJF29QXH2\/E11:E1)%CU#S$0]?4" M/1DRLVR?_#"B?
K(K[6^93WQ+/++>+<#RS?!U@6@;&H E:&$>E!DUIYF MO>8-%[B/M2%TP=B%IKH'Q026=#^]N>US"@@^"NG1$G+9L927ZO1>;;4EX6CGA!K1N0A5%TNP-
R^&>VBE1RQG&=R"UD>?B=\C M!0?N:8KI&Q"7$"^^8+.Z(^2^)2YA1TWP]HHR,K-R:>1@@75@,Q-BT>*Q:!"7 M\61FWK2--\Z=1.9F4;MQ0VVCEC?YNTL??B%N&$]ZSF[&Q
M>."]:[*F@O^1+;L>5-TA*XTAB\F9\.0V&%T9GZ@ M39$!]J,SM3^'IJ3[/K65=01?C4F-YKPV(D4< =O2Z".2)FHPSAZ?M.<%]5+D$TSA.],RMT:+3-*-NYUN^/;U%EIM$-
)6L_A65^1\) T*A3I5IOHF]/]1I4>;?I<++\%ZZK6IY-\V MSP9,)D^5$];=TF2HMB12.LC%6XW4+0^)2&4Y>-GX.VM MG Z2+1'N752TL+4<)6Y1$]RM\M140P"Z*VZNKM8P2
4"#BECMN6 G+Q*?W)2R-MSBBHUPC063,=E' ?)&I)HA,P@^?S,5\^(4E,TYH_ASY/?_?^>?,4)5&87VUK-MO9F6?W\&@NF'OZ.'JJXXA#R.U)7VL.'0
M0A0[TU4&&4=@A%M_5YV84;AR:\-99>>;,.N M[\\?_4YTD*H\EIM$5O".IT_09%?M8?:R]_[%PB% @_"$#:H)C*.771,Q:>6< M("" ?4[0UV^96(>?@2Q\+
V[6/_&/+%LS!K*WIEM3T9[T@'^F4?GC><1S\L MP1+OZ93+R0+PJST)G%*).0%LI[CUF<28P50'4W4RDV&+*RE8A18"Y\)=VMM844 MPV2^?U1#SD4RG9584WO\B00R5)$?
18%N;UUAI6CC&TBPR/563K6&+X6&+X M6&+X6&)8?U=]326&M1S1CMK"!@\J@H%'B&-Y8:3RPB<_\3*B.E=C]6]@1R^Z ML6O,#J4Q1>.Z^HO#G]HE2WKK/S[9,$AR.G/(P^A
R;R:#D0>1ITCFPD90DJX M9[5>W>T5(82M*@D4(ULY)=?'QK9N6K@W8$$Q=HW$@X*E 9D7C1%0]VDE;?0@ M :BJG;@E[\@A:;,_-6W,T@ANT;HHNXLMF7(,.X'TO)H/]2
M6K*5(P57U5OKP1+3(9^Q_T2RM^9YKP:=DMZ= \S"W'9#@%$,.YM!NWL*\,*2 M49F%_'JA@BK,/2 7HYF9NOS*LTR?_(TU\U>=+F;.AI: -:#$*M>]SXA(-YN\ MO*
(3G!7D:U7/H'.I>NG-:BDKP(=.$OQ0TJQXM9,_R]G7-X.NE-!/;U;B58#/ MO #XP'/.A>/3O'P3+]B40R*^/TQ0=\N935X&9> MEGHH] ,*D$.U^Q/.X?R9-
WS9EZ!M,@YN+HQXF+ ^J],.\H-2X1$'LUL>YBISP M4-6IMT",<63<>BD<"1'M")(0$/6:-QU?!E7,.FLEGJ35V0C(K,3\W:MP$J@1G-*'EJGV!4A1"IO>,."R
M^EK#FF1K1&8HRCI(<(\A@#KGG#^[0YS)G!X2L(DH601!Y4!X M$=%3QIF?7$4QM<-,Q15F5JB&:H) >H\!_(<+DN!V9LJTT&!)YVI.HI$O>BL[M=.VL J,$X*>(9D^V.)\'=^,$;
(S'QPO_^:"7%@R^+O79[3.L"(_WS@^<[6^ M\A4?N>]!_A WK3!2@.IVDI7"%Z''CZWQ8;^R)Z1'@-.!L5K\.F(O0*SGE!6- M@O/V-5T99496R-_Z'AL@KK=UL958UD--
T]T6@*/144WV9=.7'_LY?0Y]>\W4 M9%2PP[6*BI2_J!2);>0F7%FCB++) [1W;%IBK$$&UH1&.BU;3I6>E!!O,B-' M2$,K.?@&!-8^1C(W8LZ5+$0P,@*2B#FJ)5QV8[*&=6*/REB+:
MC8%1CI/:2#?10 X*WJ4/L>_Y#MW=.0&QV.=12@>KOJ""!5, "3'QJL(+3RE: MKBK-(*S<\2H01 WI].IR3:8*Z+5,II):X1>1#\U*V(IG MC-'EI;JZ-9 7? W;#U8"7C3=J;1W>74-
A'4VEM[^1BY0\<>PK@!A!?U(Z_%'M\)B2A/I*+>0U@"&$H/X;V.O-;&/$H+2J41V>[@A/6L7>WA=[=.EL7G"B/ M34PA'!.#']:#DCH28M@2O?0XW M#>P*?)T^6)*
<42K%5X=Z]^R#%OR$^MA3OL"3H 'OQ=$TT8U-Y\2)BP.G(G)BQ]GS!\F$'HW@1-:>Z5LA474)2U<"O4\.1M2@>CX MG #;Y0Z+)+_21N$F]>3./N$(G1[/ M;<)QVX2/$-F2A[1F)
"P0#)08(1T>C:]KC_UZ)[*O=^^^&;2!E7T7^]I&"5GIQ)%3 MA(^-DS4:)X_?+=&\;,*T6?*T!=#=(QG]PF"BNZ?T49AY%YNA47G.=OXH_BSE MB;\WA/I1T:JE[*2T7"WBF(WR-
"CC1R,Z'G/5X_C:6&*VEZY'C*Y<>B29F7 MCW?PX<^C,ZZM!IND1+$W% V1]((&(LZ-LB9D7Y M<<9G&!I9B,,;8:Y6>,/
MZP\M6L!M0R>Q^>P"?:BAIDC4[57Y6IN7QK!6942))*;[:FSN9?#A-&H6\UBT M3/1YY8M]&S<;#4:5R-99K$B1/R"F>\$[*=P[^<-M'&XX3$,^_<"!-88^-
J,;K!8,.TNG<\4)YI@=NPL/D;=R;V&=&PTPV=8\BUC4 M31@F_M(D,9]M68R0>20-W*W.65]DR5-$_=_']W'W$)N/(/M0&] O&]HUK(C% M/.(W@E
+0K,\&J6A@NP0#27&BK,W@BRKU&8LT!IH UHWPQ2K]!2#*4-j%;6[M#"N/6:"W4!W2]'GD.ANK%IX#^C(#[+A5QC(GW=*5A9S.?;,9#JQ*(:+%]D2Q MTDJ=@5&"S%5Z.SK(*
(!7BM<@,_7S"D1XN+:W_:2FTUIJA^X4K8&P2F0.T5> MEOEPEMX?GP^5F@!]D^4F>T^:6R#HX(0Y'[-1A@%0EUH"4>9Z2'2Z%E"[#%U*-MG!AZK^XD-2/#W@U9*5&#?-
OA;:=E2YJ7F?'9YEW6G*F%68#E]D95-HZ0(H2EH$4M<[K_[*]_-D&2>_ #U9;R+]T-UJQ(S,V@GW[UN!1.Y'>SY1#$U,2QTP M"$!]71Y4XFE60U0R,G,QVW*<2B$.#'I\9.[NWQ"-
D3;PES9.TVIZ:#5=7@>]L MI*N*8BELG"RJ7C8SQV)L6>=$9W1V586Q%/;@U"]PL#/-S9"5/5F!X%R6LPIV MI7 -@DX#G14M'A\I>7024O8S$*2Z2LZMD]].WC>63;D4PN XD?
G)G(T\X)K M_%=]VB4J338]O&X\C5A9^1R(9]&L=6"'1*<{1],NS*YQTXS_KR\M_A M_C%Z.*8/TRK'9@KG[?AWPQA9RZ:,1SW4F^&IT@96@4O=C8)?90=Z@&3-M5EIKU*Hls
MM92ET@JL;626M1VW*./K:/,]KN4:H6FPB;2/?8./?8/QD9Y:W^#7VMYQ?).H M #E(%^(!6;G'5I&CMXH\]AA>#Q2,E&=]MXRB]/]A^_UW;1[-S#:3 M]MN8B2M?
K"*:UB>VVCQ;&?)FX_S4S''IK]&-&NP:8)]+=F$!9 MVN%28]2S.T*WS!1H[7N^8\VPIZ.R3& =&P!WR_&VQ^-^V$0=1+LDJ#98WPO;
MM*:XX%4V00%]C<.%067[%]L65ZTCD3;._EV/'8IK+-L./Q_=?H7X1&[#_W3*S\B3^CZ&^)=B1.:2#, M/!2I<-0@ +PUU1+0+4DX.U%H+I]>(9"O0Z5RZ9LYW!9]EJY:K$(+6VAMZ-
=V MQJOCBM#%M_]1PX"UOX6TX^?##!>?^MB>-\F!W@9J %]'YOR@P=<\X*WC10[OD"^X691 9]$\)>YA#^) MPC0VI]Y0ZOHY:TTDB@ZI9PC6 T1+ J4.I[SR2OT5I3(K2*
(Q##1ETCS#)C;)G MTBB=62X^??E$/_Y$E%AFI>LQ:UAUVHEN%"4#F?O^0[:/.Z?U7QM>,_0Y8EFKC3G'# M,<+'O#<[;+YYSB4_O$:\2%-L,^=<2
MU[+,.A<#;ZX6@=&&6++5X,;*Z5Y, M_45GLHJ[$[/ I-YD(TP[IY)6@K_7T**>BJZ M!0KO0+;DZ(}3?.MR^\H^ MW_JQC=<{3:30Q3FZ+>U&']"#^S!U.(W"[#4O#^-
;,:B=I++#50659B(4IPFU M=/5@;O;J9N6%3WM\W#BAK@.$^!C85E%97K#^%!9,JIS.]WL0V0Y@(9OP<<#M M510DJX2[EW.?2*$2(KHB10C&S%B-
;'QM[#M'!OP&+!+WT55LA619H! MG0Y!NO*L6- M; B[C2K&&R9!?&*9/!6UTBVV,^VG]WJ6O0+VN-GEYEFN10[!CWG]RC"O6OF% M<%^$>
NV.3F/I(;69%*2!3E'SNL,35U'U0:#K!._[CK5%9GSK);IT/!;R!=B<[+ M2HEW-Y6PM8O^2%%(E?.?BWT2^(3(1%*'E)\%!L)>P7!)Z;0#=)23J:*98*WD!/]\BD"OP>,C M[4,?
6+9/OPN<;\GH__/?K]JME_^P8A2UN*NOX.Z-)Q=>\"!=O*L&W$3F'!Q< M1<*4MD6)URMV0Q'>V&&$0# BVU610R#IYC3!9,3B_[6HT+]UQ7Q*I MGD'1>
$FM,@_8J)4CH2LE:7+UFM*6;2OUO(L6F X]N&(.")^V'&<(/)IBSY9 M-@[QX?-&6-FR5(HOBU+,T+/6!*V4HM K[N57E-\MP*EE"T9]!.8PB+"WO,0X M-N%)"O-
@;;WMGXYD6[]"#,3D!DHWI?1"X M#]#$Z.BI<6 O^AM@)O.28T>KQ0N&@=K98;_$2]@51%$0 #B8NB0K3(\;,.^1+&RB-7*M=%$Q*@RV4%95:1'HB6NW? M5] >0@^&1;]1V$
MHJ.BB-9.0H9(O0_I'KGI9\#G_/G\-VK/KO6*)-<[!IC M*Q?$56#[M\ !<&X/:>(E(XG"5V5'J=9Q41B4@+6F4&_S6BO#GL&0GCYX"YUM^ M862_*/?!N/!$TC^.&]9+0R,&02?
JU":#T5(/X&,&)!]\$#Z(P18.&NNQ#.R0>7/@YA&(4@ M& V , $#+Q@O\U[")AW+EEJ;BOPDY*T5?8OENEK_L)*!K-5(-)2W'JL.^*FGN M73?(.2;M56X+DREO*M691^N7F')= M#
[""_*- R!5)E+@X3/2<#:Z4D%0I1+W(M7*3 K$KFFD8:BY(:+$Q6UDMY-RE+ M@?C*6RM#RDR(7%19G;Y4K\-Z)6HET 2B5#336(E<-%J<45,*KY:<1EY-(#E% M,PW)
<9%K8;*MMJ$5DPH">0F^+K>27 @[EV"HG9,=Y!I$1P]5PW*A<:%L6=ZA M9%.K!:B.: LD)VZA80]+0]RU'*=PVKB80EZI=67Z/BHTO@L&VFH'02*@9N8W;7!S4M7OYN6F>8B-
F52)BT2"'2Q.Q!LA2

+<,;X;5TR+TSLB6!-$FZT07Q>"7 MFY"<325@JZDRPR5B_A05Y(I4/)>.ZR7+%^;#^9F_)FFA#_: U4Q_>%YQ#F\0
M1%]Y'F3H);;I97$36WRL)%],&%>LX*XX&P'T[9O_VDYE&7YM"V1])#?49Q M$6U@0=__VKW4OZ$1.WLE.R?T^'D]VQH5;O?-JN3DI&X"AR?#'^A9NN+OIS?(
M+63PN_EY!'PE58;&72;*(JLOERHTL#EH=A?#A1\R*^\|0F4F0D25++D5##Q.8PW;!-8^<13K[?>)R?IV#B[M9*].[D4D!V50/_;JV!<1VW2=6*.1CB++:C8%17E5K(]U$ ZF3,6?
IWD\"4FU+ M"62UQ./.Q6D4(%)*QHN(IX/.VOCS.\@&*C*:?70)GZR [-ENA31EEVG^DJE MV8>]'>4.(NX02PA;EU@^',LI[=76]T6JG>X3I MT5J>-1&S?'U]37GS[VPFGB[!8U
M5O8ZH;D(>@?!O=[2$(80 :C4Y$EOBVIW)N:YEX,VR(7KTI01.K!VFE*:%5MC MD@K=_!_ VZ4BT0GZ/*U+KEHU$44L 6)TCY4)D62M5YD0KT!'G<]JX;Y]HOCA M(8E5H:??
11CIVPBA +["054H&*L$]H6NKDLX(S,UXBS#">CFUI(]L%D'6"XBG M&K033R7NHO"+,UE8XDD#=J;3D4#E<=UJF29QXH2\/E11:E1)%CU#S$0]?4" M/1DRLVR?_#"B?
K(K[6^93WQ+/++>+<#RS?!U@6@;&H E:&$>E!DUIYF MO>8-%[B/M2%TP=B%IKH'Q026=#^]N>US"@@^"NG1$G+9L927ZO1>;;4EX6CGA!K1N0A5%TNP-
R^&>VBE1RQG&=R"UD>?B=\C M!0?N:8KI&Q"7$"^^8+.Z(^2^)2YA1TWP]HHR,K-R:>1@@75@,Q-BT>*Q:!"7 M\61FWK2--\Z=1.9F4;MQ0VVCEC?YNTL??B%N&$]ZSF[&Q
M>."]:[*F@O^1+;L>5-TA*XTAB\F9\.0V&%T9GZ@ M39$!]J,SM3^'IJ3[/K65=01?C4F-YKPV(D4< =O2Z".2)FHPSAZ?M.<%]5+D$TSA.],RMT:+3-*-NYUN^/;U%EIM$-
)6L_A65^1\) T*A3I5IOHF]/]1I4>;?I<++\%ZZK6IY-\V MSP9,)D^5$];=TF2HMB12.LC%6XW4+0^)2&4Y>-GX.VM MG Z2+1'N752TL+4<)6Y1$]RM\M140P"Z*VZNKM8P2
4"#BECMN6 G+Q*?W)2R-MSBBHUPC063,=E' ?)&I)HA,P@^?S,5\^(4E,TYH_ASY/?_?^>?,4)5&87VUK-MO9F6?W\&@NF'OZ.'JJXXA#R.U)7VL.'0
M0A0[TU4&&4=@A%M_5YV84;AR:\-99>>;,.N M[\\?_4YTD*H\EIM$5O".IT_09%?M8?:R]_[%PB% @_"$#:H)C*.771,Q:>6< M("" ?4[0UV^96(>?@2Q\+
V[6/_&/+%LS!K*WIEM3T9[T@'^F4?GC><1S\L MP1+OZ93+R0+PJST)G%*).0%LI[CUF<28P50'4W4RDV&+*RE8A18"Y\)=VMM844 MPV2^?U1#SD4RG9584WO\B00R5)$?
18%N;UUAI6CC&TBPR/563K6&+X6&+X M6&+X6&)8?U=]326&M1S1CMK"!@\J@H%'B&-Y8:3RPB<_\3*B.E=C]6]@1R^Z ML6O,#J4Q1>.Z^HO#G]HE2WKK/S[9,$AR.G/(P^A
R;R:#D0>1ITCFPD90DJX M9[5>W>T5(82M*@D4(ULY)=?'QK9N6K@W8$$Q=HW$@X*E 9D7C1%0]VDE;?0@ M :BJG;@E[\@A:;,_-6W,T@ANT;HHNXLMF7(,.X'TO)H/]2
M6K*5(P57U5OKP1+3(9^Q_T2RM^9YKP:=DMZ= \S"W'9#@%$,.YM!NWL*\,*2 M49F%_'JA@BK,/2 7HYF9NOS*LTR?_(TU\U>=+F;.AI: -:#$*M>]SXA(-YN\ MO*
(3G!7D:U7/H'.I>NG-:BDKP(=.$OQ0TJQXM9,_R]G7-X.NE-!/;U;B58#/ MO #XP'/.A>/3O'P3+]B40R*^/TQ0=\N935X&9> MEGHH] ,*D$.U^Q/.X?R9-
WS9EZ!M,@YN+HQXF+ ^J],.\H-2X1$'LUL>YBISP M4-6IMT",<63<>BD<"1'M")(0$/6:-QU?!E7,.FLEGJ35V0C(K,3\W:MP$J@1G-*'EJGV!4A1"IO>,."R
M^EK#FF1K1&8HRCI(<(\A@#KGG#^[0YS)G!X2L(DH601!Y4!X M$=%3QIF?7$4QM<-,Q15F5JB&:H) >H\!_(<+DN!V9LJTT&!)YVI.HI$O>BL[M=.VL J,$X*>(9D^V.)\'=^,$;
(S'QPO_^:"7%@R^+O79[3.L"(_WS@^<[6^ M\A4?N>]!_A WK3!2@.IVDI7"%Z''CZWQ8;^R)Z1'@-.!L5K\.F(O0*SGE!6- M@O/V-5T99496R-_Z'AL@KK=UL958UD--
T]T6@*/144WV9=.7'_LY?0Y]>\W4 M9%2PP[6*BI2_J!2);>0F7%FCB++) [1W;%IBK$$&UH1&.BU;3I6>E!!O,B-' M2$,K.?@&!-8^1C(W8LZ5+$0P,@*2B#FJ)5QV8[*&=6*/REB+:
MC8%1CI/:2#?10 X*WJ4/L>_Y#MW=.0&QV.=12@>KOJ""!5, "3'QJL(+3RE: MKBK-(*S<\2H01 WI].IR3:8*Z+5,II):X1>1#\U*V(IG MC-'EI;JZ-9 7? W;#U8"7C3=J;1W>74-
A'4VEM[^1BY0\<>PK@!A!?U(Z_%'M\)B2A/I*+>0U@"&$H/X;V.O-;&/$H+2J41V>[@A/6L7>WA=[=.EL7G"B/ M34PA'!.#']:#DCH28M@2O?0XW M#>P*?)T^6)*
<42K%5X=Z]^R#%OR$^MA3OL"3H 'OQ=$TT8U-Y\2)BP.G(G)BQ]GS!\F$'HW@1-:>Z5LA474)2U<"O4\.1M2@>CX MG #;Y0Z+)+_21N$F]>3./N$(G1[/ M;<)QVX2/$-F2A[1F)
"P0#)08(1T>C:]KC_UZ)[*O=^^^&;2!E7T7^]I&"5GIQ)%3 MA(^-DS4:)X_?+=&\;,*T6?*T!=#=(QG]PF"BNZ?T49AY%YNA47G.=OXH_BSE MB;\WA/I1T:JE[*2T7"WBF(WR-
"CC1R,Z'G/5X_C:6&*VEZY'C*Y<>B29F7 MCW?PX<^C,ZZM!IND1+$W% V1]((&(LZ-LB9D7Y M<<9G&!I9B,,;8:Y6>,/
MZP\M6L!M0R>Q^>P"?:BAIDC4[57Y6IN7QK!6942))*;[:FSN9?#A-&H6\UBT M3/1YY8M]&S<;#4:5R-99K$B1/R"F>\$[*=P[^<-M'&XX3$,^_<"!-88^-
J,;K!8,.TNG<\4)YI@=NPL/D;=R;V&=&PTPV=8\BUC4 M31@F_M(D,9]M68R0>20-W*W.65]DR5-$_=_']W'W$)N/(/M0&] O&]HUK(C% M/.(W@E
+0K,\&J6A@NP0#27&BK,W@BRKU&8LT!IH UHWPQ2K]!2#*4-j%;6[M#"N/6:"W4!W2]'GD.ANK%IX#^C(#[+A5QC(GW=*5A9S.?;,9#JQ*(:+%]D2Q MTDJ=@5&"S%5Z.SK(*
(!7BM<@,_7S"D1XN+:W_:2FTUIJA^X4K8&P2F0.T5> MEOEPEMX?GP^5F@!]D^4F>T^:6R#HX(0Y'[-1A@%0EUH"4>9Z2'2Z%E"[#%U*-MG!AZK^XD-2/#W@U9*5&#?-
OA;:=E2YJ7F?'9YEW6G*F%68#E]D95-HZ0(H2EH$4M<[K_[*]_-D&2>_ #U9;R+]T-UJQ(S,V@GW[UN!1.Y'>SY1#$U,2QTP M"$!]71Y4XFE60U0R,G,QVW*<2B$.#'I\9.[NWQ"-
D3;PES9.TVIZ:#5=7@>]L MI*N*8BELG"RJ7C8SQV)L6>=$9W1V586Q%/;@U"]PL#/-S9"5/5F!X%R6LPIV MI7 -@DX#G14M'A\I>7024O8S$*2Z2LZMD]].WC>63;D4PN XD?
G)G(T\X)K M_%=]VB4J338]O&X\C5A9^1R(9]&L=6"'1*<{1],NS*YQTXS_KR\M_A M_C%Z.*8/TRK'9@KG[?AWPQA9RZ:,1SW4F^&IT@96@4O=C8)?90=Z@&3-M5EIKU*Hls
MM92ET@JL;626M1VW*./K:/,]KN4:H6FPB;2/?8./?8/QD9Y:W^#7VMYQ?).H M #E(%^(!6;G'5I&CMXH\]AA>#Q2,E&=]MXRB]/]A^_UW;1[-S#:3 M]MN8B2M?
K"*:UB>VVCQ;&?)FX_S4S''IK]&-&NP:8)]+=F$!9 MVN%28]2S.T*WS!1H[7N^8\VPIZ.R3& =&P!WR_&VQ^-^V$0=1+LDJ#98WPO;
MM*:XX%4V00%]C<.%067[%]L65ZTCD3;._EV/'8IK+-L./Q_=?H7X1&[#_W3*S\B3^CZ&^)=B1.:2#, M/!2I<-0@ +PUU1+0+4DX.U%H+I]>(9"O0Z5RZ9LYW!9]EJY:K$(+6VAMZ-
=V MQJOCBM#%M_]1PX"UOX6TX^?##!>?^MB>-\F!W@9J %]'YOR@P=<\X*WC10[OD"^X691 9]$\)>YA#^) MPC0VI]Y0ZOHY:TTDB@ZI9PC6 T1+ J4.I[SR2OT5I3(K2*
(Q##1ETCS#)C;)G MTBB=62X^??E$/_Y$E%AFI>LQ:UAUVHEN%"4#F?O^0[:/.Z?U7QM>,_0Y8EFKC3G'# M,<+'O#<[;+YYSB4_O$:\2%-L,^=<2
MU[+,.A<#;ZX6@=&&6++5X,;*Z5Y, M_45GLHJ[$[/ I-YD(TP[IY)6@K_7T**>BJZ M!0KO0+;DZ(}3?.MR^\H^ MW_JQC=<{3:30Q3FZ+>U&']"#^S!U.(W"[#4O#^-
;,:B=I++#50659B(4IPFU M=/5@;O;J9N6%3WM\W#BAK@.$^!C85E%97K#^%!9,JIS.]WL0V0Y@(9OP<<#M M510DJX2[EW.?2*$2(KHB10C&S%B-
;'QM[#M'!OP&+!+WT55LA619H! MG0Y!NO*L6- M; B[C2K&&R9!?&*9/!6UTBVV,^VG]WJ6O0+VN-GEYEFN10[!CWG]RC"O6OF% M<%^$>
NV.3F/I(;69%*2!3E'SNL,35U'U0:#K!._[CK5%9GSK);IT/!;R!=B<[+ M2HEW-Y6PM8O^2%%(E?.?BWT2^(3(1%*'E)\%!L)>P7!)Z;0#=)23J:*98*WD!/]\BD"OP>,C M[4,?
6+9/OPN<;\GH__/?K]JME_^P8A2UN*NOX.Z-)Q=>\"!=O*L&W$3F'!Q< M1<*4MD6)URMV0Q'>V&&$0# BVU610R#IYC3!9,3B_[6HT+]UQ7Q*I MGD'1>
$FM,@_8J)4CH2LE:7+UFM*6;2OUO(L6F X]N&(.")^V'&<(/)IBSY9 M-@[QX?-&6-FR5(HOBU+,T+/6!*V4HM K[N57E-\MP*EE"T9]!.8PB+"WO,0X M-N%)"O-
@;;WMGXYD6[]"#,3D!DHWI?1"X M#]#$Z.BI<6 O^AM@)O.28T>KQ0N&@=K98;_$2]@51%$0 #B8NB0K3(\;,.^1+&RB-7*M=%$Q*@RV4%95:1'HB6NW? M5] >0@^&1;]1V$
MHJ.BB-9.0H9(O0_I'KGI9\#G_/G\-VK/KO6*)-<[!IC M*Q?$56#[M\ !<&X/:>(E(XG"5V5'J=9Q41B4@+6F4&_S6BO#GL&0GCYX"YUM^ M862_*/?!N/!$TC^.&]9+0R,&02?
JU":#T5(/X&,&)!]\$#Z(P18.&NNQ#.R0>7/@YA&(4@ M& V , $#+Q@O\U[")AW+EEJ;BOPDY*T5?8OENEK_L)*!K-5(-)2W'JL.^*FGN M73?(.2;M56X+DREO*M691^N7F')= M#
[""_*- R!5)E+@X3/2<#:Z4D%0I1+W(M7*3 K$KFFD8:BY(:+$Q6UDMY-RE+ M@?C*6RM#RDR(7%19G;Y4K\-Z)6HET 2B5#336(E<-%J<45,*KY:<1EY-(#E% M,PW)
<9%K8;*MMJ$5DPH">0F^+K>27 @[EV"HG9,=Y!I$1P]5PW*A<:%L6=ZA M9%.K!:B.: LD)VZA80]+0]RU'*=PVKB80EZI=67Z/BHTO@L&VFH'02*@9N8W;7!S4M7OYN6F>8B-
F52)BT2"'2Q.Q!LA2

+<,;X;5TR+TSLB6!-$FZT07Q>"7 MFY"<325@JZDRPR5B_A05Y(I4/)>.ZR7+%^;#^9F_)FFA#_: U4Q_>%YQ#F\0
M1%]Y'F3H);;I97$36WRL)%],&%>LX*XX&P'T[9O_VDYE&7YM"V1])#?49Q M$6U@0=__VKW4OZ$1.WLE.R?T^'D]VQH5;O?-JN3DI&X"AR?#'^A9NN+OIS?(
M+63PN_EY!'PE58;&72;*(JLOERHTL#EH=A?#A1\R*^\|0F4F0D25++D5##Q.8PW;!-8^<13K[?>)R?IV#B[M9*].[D4D!V50/_;JV!<1VW2=6*.1CB++:C8%17E5K(]U$ ZF3,6?
IWD\"4FU+ M"62UQ./.Q6D4(%)*QHN(IX/.VOCS.\@&*C*:?70)GZR [-ENA31EEVG^DJE MV8>]'>4.(NX02PA;EU@^',LI[=76]T6JG>X3I MT5J>-1&S?'U]37GS[VPFGB[!8U
M5O8ZH;D(>@?!O=[2$(80 :C4Y$EOBVIW)N:YEX,VR(7KTI01.K!VFE*:%5MC MD@K=_!_ VZ4BT0GZ/*U+KEHU$44L 6)TCY4)D62M5YD0KT!'G<]JX;Y]HOCA M(8E5H:??
11CIVPBA +["054H&*L$]H6NKDLX(S,UXBS#">CFUI(]L%D'6"XBG M&K033R7NHO"+,UE8XDD#=J;3D4#E<=UJF29QXH2\/E11:E1)%CU#S$0]?4" M/1DRLVR?_#"B?
K(K[6^93WQ+/++>+<#RS?!U@6@;&H E:&$>E!DUIYF MO>8-%[B/M2%TP=B%IKH'Q026=#^]N>US"@@^"NG1$G+9L927ZO1>;;4EX6CGA!K1N0A5%TNP-
R^&>VBE1RQG&=R"UD>?B=\C M!0?N:8KI&Q"7$"^^8+.Z(^2^)2YA1TWP]HHR,K-R:>1@@75@,Q-BT>*Q:!"7 M\61FWK2--\Z=1.9F4;MQ0VVCEC?YNTL??B%N&$]ZSF[&Q
M>."]:[*F@O^1+;L>5-TA*XTAB\F9\.0V&%T9GZ@ M39$!]J,SM3^'IJ3[/K65=01?C4F-YKPV(D4< =O2Z".2)FHPSAZ?M.<%]5+D$TSA.],RMT:+3-*-NYUN^/;U%EIM$-
)6L_A65^1\) T*A3I5IOHF]/]1I4>;?I<++\%ZZK6IY-\V MSP9,)D^5$];=TF2HMB12.

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(“QCi” or the “Company”) was formed in the State of Nevada on July 25, 2001, under its prior name, Ticketcart, Inc. The Company redomiciled to Delaware on February 22, 2018 and changed its name to Quantum Computing Inc. Effective July 20, 2018, the trading symbol for the Company’s common stock, par value $0.0001, on the OTC Market changed from “IBGH” to “QUBT”. On July 15, 2021 the Company uplisted to the Nasdaq Stock Market LLC (“Nasdaq”). On June 16, 2022, the Company merged with QPhoton, Inc. (“QPhoton”), a developer of quantum photonic systems and related technologies and applications.   Nature of Business   QCi is an American company utilizing integrated photonics and non-linear quantum optics to deliver quantum and ancillary non-quantum products for high-performance computing applications based on proprietary photonics technology. Quantum’s products are designed to operate at room temperature and low power. Our core photonics technology enables the execution of a go-to-market strategy which emphasizes accessibility and affordability. Our quantum systems enable subject matter experts (SMEs) and end users to deliver critical business solutions today.   The Company initially focused on providing software tools and applications for several commercially available quantum computers. However, following the June 2022 merger with QPhoton and its associated intellectual property and engineering team, the Company now offers integrated high-performance quantum systems, ancillary non-quantum products and services. The core of our quantum offerings today is our Entropy Quantum Computing (“EQC”) technology. We have built room-temperature, photonic quantum information processing systems underpinned by a series of patented and patent pending technologies. Our technology, supported by professional services through our “Quantum Solutions” offering, enables our clients to solve complex optimization problems. In addition, our engineering teams are using our leading-edge photonics technology to continue to enhance and further develop quantum LIDAR sensing and imaging systems, quantum-secured network solutions, and photonic chips.   Going Concern   The accompanying consolidated financial statements have been prepared on a going concern basis, which contemplates the continuity of operations, the realization of assets, and the satisfaction of liabilities in the normal course of business. Cash and cash equivalents on hand were $2.1 million as of December 31, 2023. The Company has historically incurred losses and negative cash flows from operations. As of December 31, 2023, the Company also had an accumulated deficit of $131.9 million and a working capital deficit of $2.2 million. Furthermore, we have not achieved a level of sales adequate to support the Company’s cost structure and may need to raise additional funds in the next twelve months by selling additional equity or incurring debt. It is management’s opinion that these conditions raise substantial doubt about our ability to continue as a going concern. 2001-07-250.00012100000-1319000002200000 Note 2 - Significant Accounting Policies: Basis of Presentation and Principles of Consolidation: The Company prepares its consolidated financial statements in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”) as determined by the Financial Accounting Standards Board (the “FASB”), including ASC 810, Consolidation. The accompanying consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation. The Company’s fiscal year end is December 31. Risk and Uncertainties   The Company is subject to certain risks and uncertainties and believes changes in any of the following areas could have a material adverse effect on the Company’s future financial position or results of operations or cash flows: new product development, including market receptivity; litigation or claims against the Company based on intellectual property, patent, product regulation or other factors; competition from other products; general economic conditions; the ability to attract and retain qualified employees; and, ultimately, to sustain profitable operations.   Use of Estimates   These consolidated financial statements have been prepared in accordance with U.S. GAAP, which requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Some of the more significant estimates required to be made by management include the valuation of goodwill and intangible assets, deferred tax assets, equity-based transactions and liquidity assessment. Actual results may differ from these estimates.   Cash and Cash Equivalents   Highly liquid investments with a maturity of three months or less when purchased are considered to be cash equivalents. As of December 31, 2023 and 2022, there were no cash equivalents. The Company maintains its cash in deposit and money market accounts with high quality financial institutions which, at times, may exceed federally insured limits. The Company has not experienced any losses on these deposits and believes it is not exposed to significant credit risk on cash. Revenue <p style="font: 10pt Times New

Roman, Times, Serif; margin: 0pt 0; text-align: justify"> The Company recognizes revenue in accordance with ASC 606, Revenue from Contracts with Customers, by analyzing contracts with its customers using a five-step approach: <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"> <tr style="vertical-align: top"> <td style="width: 0.25in"> </td> <td style="width: 0.25in">1.</td> <td style="text-align: justify">Identify the contract</td></tr> <tr style="vertical-align: top"> <td> </td> <td> </td> <td style="text-align: justify"> </td></tr> <tr style="vertical-align: top"> <td> </td> <td>2.</td> <td style="text-align: justify">Identify the performance obligations</td></tr> <tr style="vertical-align: top"> <td> </td> <td> </td> <td style="text-align: justify"> </td></tr> <tr style="vertical-align: top"> <td> </td> <td>3.</td> <td style="text-align: justify">Determine the transaction price</td></tr> <tr style="vertical-align: top"> <td> </td> <td> </td> <td style="text-align: justify"> </td></tr> <tr style="vertical-align: top"> <td> </td> <td>4.</td> <td style="text-align: justify">Allocate the transaction price to the performance obligations</td></tr> <tr style="vertical-align: top"> <td> </td> <td> </td> <td style="text-align: justify"> </td></tr> <tr style="vertical-align: top"> <td> </td> <td>5.</td> <td style="text-align: justify">Recognize revenue when performance obligations are satisfied</td></tr> </table>   The Company recognized a small amount of revenue in 2023 and 2022, which was primarily derived from contracts to perform professional services. Revenue from time and materials-based contracts is recognized as the direct hours worked during the period times the contractual hourly rate, plus direct materials and other direct costs as appropriate, plus negotiated materials handling burdens, if any. Revenue from units-based contracts is recognized as the number of units delivered or performed during the period times the contractual unit price. Revenue from fixed price contracts is recognized as work is performed with estimated profits recorded on a percentage of completion basis. The Company has no cost-plus type contracts at this time.   The Company includes depreciation and amortization expenses in manufacturing overhead, which is a component of cost of revenue. However, at the present time manufacturing overhead, including depreciation and amortization expense related to production equipment, is not material and the primary components of cost of revenue are direct labor and direct materials, with a small amount of shipping expenses.   Accounts Receivable   Accounts receivable consists of amounts due from customers for work performed on contracts. The Company records accounts receivable at their net realizable value. Periodically the Company evaluates its accounts receivable to establish a provision for credit losses, when deemed necessary, based on the history of past write-offs, collections and current credit conditions. Within 2022, certain accounts receivable, attributable to a single customer, were determined not to be collectible and management recorded a provision and wrote off the uncollectible receivables against that account. The customer accounts receivable as of December 31, 2023 are considered fully collectible and thus management has not recorded a provision for credit losses. Provision for Credit Losses   The Company estimates losses on loans and other financial instruments in accordance with Accounting Standards Update ("ASU") 2016-13, Measurement of Credit Losses on Financial Instruments. ASU 2016-13 introduces the current expected credit losses ("CECL") methodology for estimating allowances for credit losses. The CECL framework requires the Company to measure all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions and reasonable and supporting forecasts. Under CECL, the allowance for credit losses is measured as the difference between the financial asset's cost basis and the net amount expected to be collected on the financial asset. CECL allows us to use information about past events including historical loan loss experience, current conditions, and reasonable and supportable forecasts to assess the collectability of the financial assets. The receivables for financial assets as of December 31, 2023 are not considered fully collectible and thus management has recorded a provision for credit losses. Note 10, Loan Receivable, for additional information.   Inventory   Inventory is stated at the lower of cost or net realizable value. Cost is determined on a standard cost basis which approximates actual cost on a first in-first out ("FIFO") method. Lower of cost or net realizable value is evaluated by considering obsolescence, excessive levels of inventory, deterioration and other factors. Adjustments to reduce the cost of inventory to its net realizable value, if required, are made for estimated excess, obsolescence or impaired inventory and are charged to cost of revenue. Once the cost of the inventory is reduced, a new lower-cost basis for that inventory is established, and subsequent changes in facts and circumstances do not result in the restoration or increase in that newly established cost basis. Factors influencing these adjustments include changes in demand, product life cycle and development plans, component cost trends, product pricing, physical deterioration and quality issues. Revisions to these adjustments would be required if these factors differ from our estimates.   Operating Leases   The Company determines if an arrangement is a lease at inception. Operating lease right-of-use ("ROU") assets are included in right-of-use assets, net on the consolidated balance sheets. The current and long-term components of operating lease liabilities are included in the current operating lease liabilities and non-current operating lease liabilities, respectively, on the consolidated balance sheets.   Operating lease ROU assets and operating lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term. As most of the Company's leases do not provide an implicit rate, the Company uses an incremental borrowing rate based on the information available at the commencement date in determining the present value of future payments. Certain leases may include options to extend or terminate the lease. Lease expense for minimum lease payments is recognized on a straight-line basis over the lease term. Leases with an initial term of 12 months or less are not recorded on the consolidated balance sheet. All of our operating leases are comprised of office space leases, and as of December 31, 2023 and 2022, we had no finance leases.   Business Combinations and Valuation of Goodwill   We account for business combinations under the acquisition method of accounting. This method requires the recording of acquired assets and assumed liabilities at their acquisition date fair values. The excess of the purchase price over the fair value of assets acquired and liabilities assumed is recorded as goodwill. Results of operations related to business combinations are included prospectively beginning with the date of acquisition and transaction costs related to business combinations are recorded withing general and administrative expenses. The Company reviews goodwill for impairment on an annual basis or whenever events or changes in circumstances indicate the carrying value may not be recoverable. The Company performs an annual impairment test by comparing the fair value of a reporting unit with its carrying amount. An impairment charge should be recognized for the amount by which the carrying amount exceeds the reporting unit's fair value; however, the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. In addition, income tax effects from any tax-deductible goodwill carrying amount of the reporting unit should be considered when measuring the goodwill impairment loss, if applicable. The Company has determined that it has a single reporting unit for purposes of performing its goodwill impairment test. As the Company uses the market approach to assess impairment, its common stock price is an important component of the fair value calculation. If the Company's stock price continues to experience significant price and volume fluctuations, this will impact the fair value of the reporting unit and can lead to potential impairment in future periods. The Company performed its annual impairment test during the second quarter of fiscal 2023 and 2022 and determined that its goodwill was not impaired. As of December 31, 2023 and 2022, we had not identified any factors that indicated there was an impairment of our goodwill and determined that no additional impairment analysis was then required.   Property and Equipment   Property and equipment are stated at cost or contributed value. Depreciation of furniture, software and equipment is calculated using the straight-line method over their estimated useful lives, and leasehold improvements are amortized on a straight-line basis over the shorter of their estimated useful lives or the lease term. The cost and related accumulated depreciation of equipment retired or sold are removed from the accounts and any differences between the undepreciated amount and the proceeds from the sale are recorded as a gain or loss on sale of equipment. Maintenance and repairs are charged against expense as incurred.   Impairment of Long-Lived Assets   The Company has long-lived assets such as tangible property and equipment, identified intangible assets consisting of acquired patents and core technology. When events or changes in circumstances occur that could indicate the carrying value of long-lived assets may not be recoverable, the Company assesses recoverability by determining whether the undiscounted cash flows estimated to be generated by those assets are less than the carrying amounts of those assets. If the undiscounted cash flow is less, an impairment charge is recognized for the excess of the carrying amounts of these assets over the fair values. Fair values are determined by discounted future cash flows, appraisals or other methods.   During the years ended December 31, 2023 and 2022, the Company did not record any impairment from long-lived assets.   Fair Value of Financial Instruments   The carrying amount of certain financial instruments held by the Company, such as cash equivalents, accounts receivable, contract assets and liabilities, accounts payable, and accrued and other current liabilities, approximate fair value due to their short maturities. The carrying amount of the liabilities for the convertible preferred stock warrants represent their fair value. The carrying amounts of the Company's borrowings and lease liabilities approximate fair value due to the market interest rates that these obligations bear and interest rates currently available to the Company.   Fair value is defined as the exchange price that would be received for an asset or an exit price paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable

inputs. The fair value hierarchy defines a three-level valuation hierarchy for disclosure of fair value measurements as follows: <table cellpadding="0" cellspacing="0" style="width: 100%; background-color: white; border-collapse: collapse; font-family: Times New Roman, Times, Serif"> <tr> <td style="width: 24px"> </td> <td style="white-space: nowrap; vertical-align: top; width: 48px; text-align: justify; font-size: 11pt">Level 1</td> <td style="text-align: justify; font-size: 11pt">Unadjusted quoted prices in active markets for identical assets or liabilities;</td> </tr> </table>   <table cellpadding="0" cellspacing="0" style="width: 100%; background-color: white; border-collapse: collapse; font-family: Times New Roman, Times, Serif"> <tr> <td style="width: 24px"> </td> <td style="white-space: nowrap; vertical-align: top; width: 48px; text-align: justify; font-size: 11pt">Level 2</td> <td style="text-align: justify; font-size: 11pt">Inputs other than quoted prices included within Level 1 that are observable, unadjusted 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 related assets or liabilities; and</td></tr> </table>   <table cellpadding="0" cellspacing="0" style="width: 100%; background-color: white; border-collapse: collapse; font-family: Times New Roman, Times, Serif"> <tr> <td style="width: 24px"> </td> <td style="white-space: nowrap; vertical-align: top; width: 48px; text-align: justify; font-size: 11pt">Level 3</td> <td style="text-align: justify; font-size: 11pt">Unobservable inputs that are supported by little or no market activity for the related assets or liabilities.</td></tr> </table>   The categorization of a financial instrument within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. As of December 31, 2023, the Company had $793 thousand in Level 1 assets, comprised of U.S. Government mutual funds, and no carrying value for Level 3 liabilities, comprised of the QPhoton Warrants, as defined below. As of December 31, 2022, the Company had $528 thousand in carrying value for Level 3 liabilities, comprised of the QPhoton Warrants.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"><i>Research and Development Costs</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"><i> </i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">Research and development costs include costs directly attributable to the conduct of research and development programs to enhance existing products and services and to develop future technologies, including the cost of services provided by outside contractors, and mandatory compliance fees and contractual obligations. All costs associated with research and development are expensed as incurred.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"><i>Software Development Costs</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">Software development costs incurred subsequent to the establishment of technological feasibility for software intended to be sold, licensed or otherwise marketed to customers will be capitalized, but development costs not meeting the criteria for capitalization are expensed as incurred. With respect to internal use software, the Company will capitalize such development costs incurred during the application development stage, but development costs incurred prior to that stage will be expensed as incurred. No amortization expense will be recorded until the software is ready for its intended use. To date the Company has not incurred any capitalizable software development costs.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"><i>Stock-Based Compensation</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">The Company has adopted ASU 2018-07, <i>Compensation-Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting</i>. ASU 2018-07 expands the scope of ASC 718, <i>Share-Based Payment,</i> to include share-based payment transactions for acquiring goods and services from nonemployees. An entity should apply the requirements of ASC 718 to nonemployee awards except for specific guidance on inputs to an option pricing model and the attribution of cost. ASU 2018-07 specifies that Topic 718 applies to all share-based payment transactions in which a grantor acquires goods or services to be used or consumed in a grantor's own operations by issuing share-based payment awards, and that ASC 718 does not apply to share based payments used to effectively provide (1) financing to the issuer or (2) awards granted in conjunction with selling goods or services to customers as part of a contract accounted for under ASC 606, <i>Revenue from Contracts with Customers</i>.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">Stock-based compensation expense for expected-to-vest awards is valued under the single-option approach and amortized on a straight-line basis, accounting for actual forfeitures as they occur. We utilize the Black Scholes pricing model in order to determine the fair value of stock-based option awards. The Black Scholes pricing model requires various highly subjective assumptions including volatility, expected option life, and risk-free interest rate. The assumptions used in calculating the fair value of share-based payment awards represent management's best estimates. These estimates involve inherent uncertainties and the application of management judgment. If factors change and different assumptions are used, our stock-based compensation expense could be materially different in the future.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"><i>Loss Per Share</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">Basic net loss per common share is computed by dividing net loss by the weighted average number of common shares outstanding during the period. Diluted net loss per common share is computed by dividing net loss attributable to common stockholders by the weighted average number of common shares outstanding, plus the number of additional common shares that would have been outstanding if the common share equivalents had been issued (computed using the "If-Converted" method), unless the effect of such issuances would have been anti-dilutive.</p> <p style="font: 11pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">The following table sets forth the computation of basic and diluted loss per share (in thousands, except per share data):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 11pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="6" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Year Ended December 31,</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2023</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2022</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="padding-bottom: 1.5pt; font-size: 10pt">Numerator:</td><td style="padding-bottom: 1.5pt"> </td> <td colspan="2" style="text-align: right"> </td><td style="padding-bottom: 1.5pt"> </td><td style="padding-bottom: 1.5pt"> </td> <td colspan="2" style="text-align: right"> </td><td style="padding-bottom: 1.5pt"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 76%; font-size: 10pt; text-align: left; padding-left: 0.125in">Net loss</td><td style="width: 1%; font-size: 10pt"> </td> <td style="width: 1%; font-size: 10pt; text-align: left">$</td><td style="width: 9%; font-size: 10pt; text-align: right">(27,022</td><td style="width: 1%; font-size: 10pt; text-align: left">)</td><td style="width: 1%; font-size: 10pt"> </td> <td style="width: 1%; font-size: 10pt; text-align: left">$</td><td style="width: 9%; font-size: 10pt; text-align: right">(25,978</td><td style="width: 1%; font-size: 10pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left; padding-left: 0.125in">Less: Series A convertible preferred stock dividends</td><td style="padding-bottom: 1.5pt; font-size: 10pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">861</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="padding-bottom: 1.5pt; font-size: 10pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">889</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 4pt; font-size: 10pt; text-align: left; padding-left: 0.125in">Net loss available to common stockholders – basic and diluted</td><td style="padding-bottom: 4pt; font-size: 10pt"> </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">(27,883</td><td style="padding-bottom: 2.5pt; font-size: 10pt; text-align: left">)</td><td style="padding-bottom: 4pt; font-size: 10pt"> </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">(26,867</td><td style="padding-bottom: 2.5pt; font-size: 10pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-decoration: underline">Denominator:</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-left: 0.125in">Weighted average shares used in computing net loss per common share – basic and diluted</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">66,611</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">36,680</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 4pt; font-size: 10pt; text-align: left; padding-left: 0.125in">Loss per share - basic and diluted</td><td style="padding-bottom: 4pt; font-size: 10pt"> </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">(0.42</td><td style="padding-bottom: 2.5pt; font-size: 10pt; text-align: left">)</td><td style="padding-bottom: 4pt; font-size: 10pt"> </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">(0.73</td><td style="padding-bottom: 2.5pt; font-size: 10pt; text-align: left">)</td></tr> </table>   Net loss per share is based on the weighted average number of common shares and common share equivalents outstanding during the period.   In periods with a reported net loss, the effect of anti-dilutive stock options, unvested restricted common stock and warrants are excluded and diluted loss per share is equal to basic loss per share. Due to a net loss in the years ended December 31, 2022 and 2023, there were therefore no dilutive securities and hence basic and diluted loss per share were the same. The following is a summary of the weighted average common stock equivalents for the securities outstanding during the respective periods that have been excluded from the computation of diluted net loss per common share, as their effect would be anti-dilutive (in thousands):   <table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 11pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="6" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Year Ended December 31,</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2023</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2022</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 76%; font-size: 10pt">Warrants</td><td style="width: 1%; font-size: 10pt"> </td> <td style="width: 1%; font-size: 10pt; text-align: left"> </td><td style="width: 9%; font-size: 10pt; text-align: right">6,053</td><td style="width: 1%; font-size: 10pt; text-align: left"> </td><td style="width: 1%; font-size: 10pt"> </td> <td style="width: 1%; font-size: 10pt; text-align: left"> </td><td style="width: 9%; font-size: 10pt; text-align: right">3,976</td><td style="width: 1%; font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt">Options</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">12,280</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">6,830</td><td style="font-size: 10pt; text-align:

left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt">Unvested restricted common stock</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">1,192</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right"> - </td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; padding-bottom: 4pt">Total potentially dilutive shares</td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">19,525</td><td style="padding-bottom: 4pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">10,778</td><td style="padding-bottom: 4pt; font-size: 10pt; text-align: left"> </td></tr> </table>   As all potentially dilutive securities are anti-dilutive as of December 31, 2023 and 2022, diluted net loss per share is the same as basic net loss per share for each period. Recently Issued Accounting Pronouncements   From time to time, new accounting pronouncements are issued by the FASB or other standard setting bodies that are adopted by the Company as of the specified effective date. Unless otherwise discussed, we believe that the impact of recently issued standards that are not yet effective will not have a material impact on our financial position or results of operations upon adoption. The Company has evaluated the recently implemented accounting standards and concluded that none currently apply to the Company. Basis of Presentation and Principles of Consolidation: The Company prepares its consolidated financial statements in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”) as determined by the Financial Accounting Standards Board (the “FASB”), including ASC 810, Consolidation. The accompanying consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation. The Company’s fiscal year end is December 31. Risk and Uncertainties The Company is subject to certain risks and uncertainties and believes changes in any of the following areas could have a material adverse effect on the Company’s future financial position or results of operations or cash flows: new product development, including market receptivity; litigation or claims against the Company based on intellectual property, patent, product regulation or other factors; competition from other products; general economic conditions; the ability to attract and retain qualified employees; and, ultimately, to sustain profitable operations. Use of Estimates These consolidated financial statements have been prepared in accordance with U.S. GAAP, which requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Some of the more significant estimates required to be made by management include the valuation of goodwill and intangible assets, deferred tax assets, equity-based transactions and liquidity assessment. Actual results may differ from these estimates. Cash and Cash Equivalents Highly liquid investments with a maturity of three months or less when purchased are considered to be cash equivalents. As of December 31, 2023 and 2022, there were no cash equivalents. The Company maintains its cash in deposit and money market accounts with high quality financial institutions which, at times, may exceed federally insured limits. The Company has not experienced any losses on these deposits and believes it is not exposed to significant credit risk on cash. Revenue The Company recognizes revenue in accordance with ASC 606, Revenue from Contracts with Customers, by analyzing contracts with its customers using a five-step approach: <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"> <tr style="vertical-align: top"> <td style="width: 0.25in"> </td> <td style="width: 0.25in">1.</td> <td style="text-align: justify">Identify the contract</td></tr> <tr style="vertical-align: top"> <td> </td> <td> </td> <td style="text-align: justify"> </td></tr> <tr style="vertical-align: top"> <td>2.</td> <td style="text-align: justify">Identify the performance obligations</td></tr> <tr style="vertical-align: top"> <td> </td> <td> </td> <td style="text-align: justify"> </td></tr> <tr style="vertical-align: top"> <td> </td> <td>3.</td> <td style="text-align: justify">Determine the transaction price</td></tr> <tr style="vertical-align: top"> <td> </td> <td> </td> <td style="text-align: justify"> </td></tr> <tr style="vertical-align: top"> <td>4.</td> <td style="text-align: justify">Allocate the transaction price to the performance obligations</td></tr> <tr style="vertical-align: top"> <td> </td> <td> </td> <td style="text-align: justify"> </td></tr> <tr style="vertical-align: top"> <td> </td> <td>5.</td> <td style="text-align: justify">Recognize revenue when performance obligations are satisfied</td></tr> </table> The Company recognized a small amount of revenue in 2023 and 2022, which was primarily derived from contracts to perform professional services. Revenue from time and materials-based contracts is recognized as the direct hours worked during the period times the contractual hourly rate, plus direct materials and other direct costs as appropriate, plus negotiated materials handling burdens, if any. Revenue from units-based contracts is recognized as the number of units delivered or performed during the period times the contractual unit price. Revenue from fixed price contracts is recognized as work is performed with estimated profits recorded on a percentage of completion basis. The Company has no cost-plus type contracts at this time. The Company includes depreciation and amortization expenses in manufacturing overhead, which is a component of cost of revenue. However, at the present time manufacturing overhead, including depreciation and amortization expense related to production equipment, is not material and the primary components of cost of revenue are direct labor and direct materials, with a small amount of shipping expenses. Accounts Receivable Accounts receivable consists of amounts due from customers for work performed on contracts. The Company records accounts receivable at their net realizable value. Periodically the Company evaluates its accounts receivable to establish a provision for credit losses, when deemed necessary, based on the history of past write-offs, collections and current credit conditions. Within 2022, certain accounts receivable, attributable to a single customer, were determined not to be collectible and management recorded a provision and wrote off the uncollectible receivables against that account. The customer accounts receivable as of December 31, 2023 are considered fully collectible and thus management has not recorded a provision for credit losses. Provision for Credit Losses The Company estimates losses on loans and other financial instruments in accordance with Accounting Standards Update (“ASU”) 2016-13, Measurement of Credit Losses on Financial Instruments. ASU 2016-13 introduces the current expected credit losses (“CECL”) methodology for estimating allowances for credit losses. The CECL framework requires the Company to measure all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions and reasonable and supporting forecasts. Under CECL, the allowance for credit losses is measured as the difference between the financial asset’s cost basis and the net amount expected to be collected on the financial asset. CECL allows us to use information about past events including historical loan loss experience, current conditions, and reasonable and supportable forecasts to assess the collectability of the financial assets. The receivables for financial assets as of December 31, 2023 are not considered fully collectible and thus management has recorded a provision for credit losses. Note 10, Loan Receivable, for additional information. Inventory Inventory is stated at the lower of cost or net realizable value. Cost is determined on a standard cost basis which approximates actual cost on a first in-first out (“FIFO”) method. Lower of cost or net realizable value is evaluated by considering obsolescence, excessive levels of inventory, deterioration and other factors. Adjustments to reduce the cost of inventory to its net realizable value, if required, are made for estimated excess, obsolescence or impaired inventory and are charged to cost of revenue. Once the cost of the inventory is reduced, a new lower-cost basis for that inventory is established, and subsequent changes in facts and circumstances do not result in the restoration or increase in that newly established cost basis. Factors influencing these adjustments include changes in demand, product life cycle and development plans, component cost trends, product pricing, physical deterioration and quality issues. Revisions to these adjustments would be required if these factors differ from our estimates. Operating Leases The Company determines if an arrangement is a lease at inception. Operating lease right-of-use (“ROU”) assets are included in right-of-use assets, net on the consolidated balance sheets. The current and long-term components of operating lease liabilities are included in the current operating lease liabilities and non-current operating lease liabilities, respectively, on the consolidated balance sheets. Operating lease ROU assets and operating lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term. As most of the Company’s leases do not provide an implicit rate, the Company uses an incremental borrowing rate based on the information available at the commencement date in determining the present value of future payments. Certain leases may include options to extend or terminate the lease. Lease expense for minimum lease payments is recognized on a straight-line basis over the lease term. Leases with an initial term of 12 months or less are not recorded on the consolidated balance sheet. All of our operating leases are comprised of office space leases, and as of December 31, 2023 and 2022, we had no finance leases. P12M Business Combinations and Valuation of Goodwill We account for business combinations under the acquisition method of accounting. This method requires the recording of acquired assets and assumed liabilities at their acquisition date fair values. The excess of the purchase price over the fair value of assets acquired and liabilities assumed is recorded as goodwill. Results of operations related to business combinations are included prospectively beginning with the date of acquisition and transaction costs related to business combinations are recorded withing general and administrative expenses. The Company reviews goodwill for impairment on an annual basis or whenever events or changes in circumstances indicate the carrying value may not be recoverable. The Company performs an annual impairment test by comparing the fair value of a reporting unit with its carrying amount. An impairment charge should be recognized for the amount by which the carrying amount exceeds the reporting unit’s fair value; however, the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. In addition, income tax effects from any tax-deductible goodwill carrying amount of the reporting unit should be considered when measuring the goodwill impairment loss, if applicable. The Company has determined that it has a single reporting unit for purposes of performing its goodwill impairment test. As the Company uses the market approach to assess impairment, its common stock price is an important component of the fair value calculation. If the

Company's stock price continues to experience significant price and volume fluctuations, this will impact the fair value of the reporting unit and can lead to potential impairment in future periods. The Company performed its annual impairment test during the second quarter of fiscal 2023 and 2022 and determined that its goodwill was not impaired. As of December 31, 2023 and 2022, we had not identified any factors that indicated there was an impairment of our goodwill and determined that no additional impairment analysis was then required. Property and Equipment Property and equipment are stated at cost or contributed value. Depreciation of furniture, software and equipment is calculated using the straight-line method over their estimated useful lives, and leasehold improvements are amortized on a straight-line basis over the shorter of their estimated useful lives or the lease term. The cost and related accumulated depreciation of equipment retired or sold are removed from the accounts and any differences between the undepreciated amount and the proceeds from the sale are recorded as a gain or loss on sale of equipment. Maintenance and repairs are charged against expense as incurred. Impairment of Long-Lived Assets The Company has long-lived assets such as tangible property and equipment, identified intangible assets consisting of acquired patents and core technology. When events or changes in circumstances occur that could indicate the carrying value of long-lived assets may not be recoverable, the Company assesses recoverability by determining whether the undiscounted cash flows estimated to be generated by those assets are less than the carrying amounts of those assets. If the undiscounted cash flow is less, an impairment charge is recognized for the excess of the carrying amounts of these assets over the fair values. Fair values are determined by discounted future cash flows, appraisals or other methods. During the years ended December 31, 2023 and 2022, the Company did not record any impairment from long-lived assets. Fair Value of Financial Instruments The carrying amount of certain financial instruments held by the Company, such as cash equivalents, accounts receivable, contract assets and liabilities, accounts payable, and accrued and other current liabilities, approximate fair value due to their short maturities. The carrying amount of the liabilities for the convertible preferred stock warrants represent their fair value. The carrying amounts of the Company's borrowings and lease liabilities approximate fair value due to the market interest rates that these obligations bear and interest rates currently available to the Company. Fair value is defined as the exchange price that would be received for an asset or an exit price paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The fair value hierarchy defines a three-level valuation hierarchy for disclosure of fair value measurements as follows: <table cellpadding="0" cellspacing="0" style="width: 100%; background-color: white; border-collapse: collapse; font-family: Times New Roman, Times, Serif"> <tr> <td style="width: 24px"> </td> <td style="white-space: nowrap; vertical-align: top; width: 48px; text-align: justify; font-size: 11pt">Level 1</td> <td style="text-align: justify; font-size: 11pt">Unadjusted quoted prices in active markets for identical assets or liabilities;</td></tr> </table><table cellpadding="0" cellspacing="0" style="width: 100%; background-color: white; border-collapse: collapse; font-family: Times New Roman, Times, Serif"> <tr> <td style="width: 24px"> </td> <td style="white-space: nowrap; vertical-align: top; width: 48px; text-align: justify; font-size: 11pt">Level 2</td> <td style="text-align: justify; font-size: 11pt">Inputs other than quoted prices included within Level 1 that are observable, unadjusted 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 related assets or liabilities; and</td></tr> </table><table cellpadding="0" cellspacing="0" style="width: 100%; background-color: white; border-collapse: collapse; font-family: Times New Roman, Times, Serif"> <tr> <td style="width: 24px"> </td> <td style="white-space: nowrap; vertical-align: top; width: 48px; text-align: justify; font-size: 11pt">Level 3</td> <td style="text-align: justify; font-size: 11pt">Unobservable inputs that are supported by little or no market activity for the related assets or liabilities.</td></tr> </table> The categorization of a financial instrument within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. As of December 31, 2023, the Company had $793 thousand in Level 1 assets, comprised of U.S. Government mutual funds, and no carrying value for Level 3 liabilities, comprised of the QPhoton Warrants, as defined below. As of December 31, 2022, the Company had $528 thousand in carrying value for Level 3 liabilities, comprised of the QPhoton Warrants.</p>793000528000<p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"><i>Research and Development Costs</i></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">Research and development costs include costs directly attributable to the conduct of research and development programs to enhance existing products and services and to develop future technologies, including the cost of services provided by outside contractors, and mandatory compliance fees and contractual obligations. All costs associated with research and development are expensed as incurred.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"><i>Software Development Costs</i></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">Software development costs incurred subsequent to the establishment of technological feasibility for software intended to be sold, licensed or otherwise marketed to customers will be capitalized, but development costs not meeting the criteria for capitalization are expensed as incurred. With respect to internal use software, the Company will capitalize such development costs incurred during the application development stage, but development costs incurred prior to that stage will be expensed as incurred. No amortization expense will be recorded until the software is ready for its intended use. To date the Company has not incurred any capitalizable software development costs.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"><i>Stock-Based Compensation</i></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">The Company has adopted ASU 2018-07, <i>Compensation-Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting</i>. ASU 2018-07 expands the scope of ASC 718, <i>Share-Based Payment,</i> to include share-based payment transactions for acquiring goods and services from nonemployees. An entity should apply the requirements of ASC 718 to nonemployee awards except for specific guidance on inputs to an option pricing model and the attribution of cost. ASU 2018-07 specifies that Topic 718 applies to all share-based payment transactions in which a grantor acquires goods or services to be used or consumed in a grantor's own operations by issuing share-based payment awards, and that ASC 718 does not apply to share based payments used to effectively provide (1) financing to the issuer or (2) awards granted in conjunction with selling goods or services to customers as part of a contract accounted for under ASC 606, <i>Revenue from Contracts with Customers</i>.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">Stock-based compensation expense for expected-to-vest awards is valued under the single-option approach and amortized on a straight-line basis, accounting for actual forfeitures as they occur. We utilize the Black Scholes pricing model in order to determine the fair value of stock-based option awards. The Black Scholes pricing model requires various highly subjective assumptions including volatility, expected option life, and risk-free interest rate. The assumptions used in calculating the fair value of share-based payment awards represent management's best estimates. These estimates involve inherent uncertainties and the application of management judgment. If factors change and different assumptions are used, our stock-based compensation expense could be materially different in the future.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"><i>Loss Per Share</i></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">Basic net loss per common share is computed by dividing net loss by the weighted average number of common shares outstanding during the period. Diluted net loss per common share is computed by dividing net loss attributable to common stockholders by the weighted average number of common shares outstanding, plus the number of additional common shares that would have been outstanding if the common share equivalents had been issued (computed using the "If-Converted" method), unless the effect of such issuances would have been anti-dilutive.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">The following table sets forth the computation of basic and diluted loss per share (in thousands, except per share data):</p><table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 11pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="6" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Year Ended December 31,</td><td style="padding-bottom: 1.5pt; 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background-color: rgb(204,238,255)"> <td style="width: 76%; font-size: 10pt; text-align: left; padding-left: 0.125in">Net loss</td><td style="width: 1%; font-size: 10pt"> </td> <td style="width: 1%; font-size: 10pt; text-align: left">$</td><td style="width: 9%; font-size: 10pt; text-align: right">(27,022</td><td style="width: 1%; font-size: 10pt; text-align: left">)</td><td style="width: 1%; font-size: 10pt"> </td> <td style="width: 1%; font-size: 10pt; text-align: left">$</td><td style="width: 9%; font-size: 10pt; text-align: right">(25,978</td><td style="width: 1%; font-size: 10pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left; padding-left: 0.125in">Less: Series A convertible preferred stock dividends</td><td style="padding-bottom: 1.5pt; font-size: 10pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; 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In periods with a reported net loss, the effect of anti-dilutive stock options, unvested restricted common stock and warrants are excluded and diluted loss per share is equal to basic loss per share. Due to a net loss in the years ended December 31, 2022 and 2023, there were therefore no dilutive securities and hence basic and diluted loss per share were the same. The following is a summary of the weighted average common stock equivalents for the securities outstanding during the respective periods that have been excluded from the computation of diluted net loss per common share, as their effect would be anti-dilutive (in thousands): <table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 11pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="6" style="font-size: 10pt; font-

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The following table sets forth the computation of basic and diluted loss per share (in thousands, except per share data):<table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 11pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="6" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Year Ended December 31,</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2023</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-size: 10pt; 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Unless otherwise discussed, we believe that the impact of recently issued standards that are not yet effective will not have a material impact on our financial position or results of operations upon adoption. The Company has evaluated the recently implemented accounting standards and concluded that none currently apply to the Company. Note 3 - Restatement of Previously Issued Financial Statements Subsequent to the issuance of our Original Form 10-K and our subsequent retention of BPM to replace BF Borgers as our independent registered public accounting firm, management became aware of various adjustments to be recorded to our consolidated financial statements. Accordingly, our consolidated balance sheets as of December 31, 2023 and 2022, and our consolidated statements of operations, consolidated statements of stockholders' equity, and our consolidated statements of cash flows for the years ended December 31, 2023 and 2022, have been restated for various errors, omissions, reclassifications or changes to accounting policy made primarily with regard to the purchase accounting of the QPhoton Merger, stock-based compensation accounting, financing costs, and other matters further described below. The restated consolidated financial statements also reflect the correction of certain previously-identified errors and out-of-period adjustments that were deemed immaterial to the annual or interim period in which they were recorded and have now been restated to properly reflect the corrections in the appropriate periods.   Disclosures   In Note 1, we expanded disclosures (i) for risks and uncertainties, valuation of goodwill, impairment of long-lived assets, income taxes, and net loss and (ii) to clearly indicate that depreciation and amortization expenses are included in cost of revenue, but that the amounts are not material.   In Note 2, we expanded and revised disclosures (i) to clarify (a) that software development costs incurred subsequent to the establishment of technological feasibility for software intended to be sold, licensed or otherwise marketed to customers will be capitalized, but development costs not meeting the criteria for capitalization are expensed as incurred, (b) that with respect to internal use software, the Company will capitalize such development costs incurred during the application development stage, and (c) that through December 31, 2023, the Company has not incurred any material capitalizable development costs, (ii) to appropriately detail the methodology and computation of basic and diluted loss per share and (iii) to reflect the Company's change in accounting policy election for stock based compensation to no longer estimate forfeitures, but rather to account for forfeitures as they occur.   In Note 3, we explained the drivers of the restatements of the Previously Issued Financial Statements.   In Note 12, we clarified the basis for calculating the number of reported warrants to purchase shares of the Company's common stock issued in connection with the QPhoton Merger.   In Note 14, we expanded the disclosure to clarify that

the interest rates implicit in our leases are not readily determinable and therefore that is the basis for using our incremental borrowing rate as the discount rate for our leases.   Reclassifications   We have made certain reclassifications. In the Consolidated Statements of Operations and Consolidated Statements of Cash Flows, we reclassified certain ATM facility-related financing fees and Series A Preferred Stock dividends, which were each previously presented as Interest Expense in Other Income and Expense and have been reclassified as direct deductions to equity and shown as cash used for financing activities. We additionally revised the presentation of operating expenses to classify expenses as (1) Research and Development, (2) Sales and Marketing, and (3) General and Administrative, as compared to previously-reported categories that included (1) Salaries and Benefits, (2) Professional Services, (3) Research & Development, (4) Stock Based Compensation, and (5) Selling General & Administrative. For the Consolidated Balance Sheets, we made certain reclassifications related to (1) right-of-use assets and operating liabilities and (2) other current liabilities for litigation reserves.   Adjustments   The following is a description of the areas in which the errors were identified and for which we made correcting adjustments to our consolidated financial statements.   (1) QPhoton purchase accounting – We adjusted the final purchase price accounting for identifiable intangibles and the value attributable to the QPhoton Warrants, as defined below, including associated mark-to-market quarterly adjustments.   (2) Stock-based compensation – We adjusted expenses and prior period retained earnings to reflect the change in our accounting policy election to account for forfeitures as they occur, as well as to refine assumptions used in calculating the fair value. We also ensured all such expenditures were accrued and accounted for in the appropriate periods based on vesting schedules and underlying agreements. (3) Debt issuance costs – We corrected errors to appropriately accrete issuance costs for the Streeterville Unsecured Note, as defined below, over the life of the loan.   (4) Uncollectable reserve – We identified a reserve for collection risk related to notes receivable.   (5) Accrued Expenses – We identified and corrected errors to record liabilities for performance-based bonus expenditures and state franchise fees to reflect the expenses in the appropriate period.   (6) Financing Expenditures – We corrected the presentation of Series A Preferred Stock dividends and ATM proceeds and adjusted the valuation of the Series A convertible preferred stock warrants.   (7) Other – We corrected certain classifications, previously identified errors and out of period adjustments that were deemed immaterial to the annual or interim period in which they were recorded and restated prior periods to reflect these corrections in the appropriate periods.   The following table presents the effect of the aforementioned adjustments on our Consolidated Balance Sheets as of December 31, 2023 and 2022 and indicates the category of the adjustments by reference to the above descriptions of the errors for which we made corrections: <table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 11pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="14" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Year Ended December 31, 2023</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-size: 10pt; font-weight: bold"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center">As Previously</td><td style="font-size: 10pt; font-weight: bold"> </td><td> </td> <td colspan="2" style="text-align: center"> </td><td> </td><td style="font-size: 10pt; font-weight: bold"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center">Description of</td><td style="white-space: nowrap; font-size: 10pt; font-weight: bold"> </td><td> </td> <td colspan="2" style="text-align: center"> </td><td> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Reported</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Adjustments</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Adjustments</td><td style="white-space: nowrap; padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">As restated</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="font-size: 10pt; font-weight: bold">Assets</td><td> </td> <td colspan="2"> </td><td> </td><td> </td> <td colspan="2" style="text-align: right"> </td><td> </td><td> </td> <td colspan="2" style="text-align: right"> </td><td style="white-space: nowrap"> </td><td> </td> <td colspan="2" style="text-align: right"> </td><td> </td></tr> <tr style="vertical-align: bottom"> <td style="font-size: 10pt">Current assets</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><td> </td> <td colspan="2" style="text-align: right"> </td><td style="white-space: nowrap"> </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: 52%; font-size: 10pt; text-align: left; text-indent: -9pt; padding-left: 0.25in">Cash and cash equivalents</td><td style="width: 1%; font-size: 10pt"> </td> <td style="width: 1%; font-size: 10pt; text-align: left">$</td><td style="width: 9%; font-size: 10pt; text-align: right">2,059</td><td style="width: 1%; font-size: 10pt; text-align: left"> </td><td style="width: 1%; font-size: 10pt"> </td> <td style="width: 1%; font-size: 10pt; text-align: left"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">$</td><td style="width: 9%; font-size: 10pt; text-align: right">-</td><td style="width: 1%; font-size: 10pt; 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="white-space: nowrap; width: 1%; text-align: left"> </td><td style="width: 1%; font-size: 10pt"> </td> <td style="width: 1%; font-size: 10pt; text-align: left">$</td><td style="width: 9%; font-size: 10pt; text-align: right">2,059</td><td style="width: 1%; font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; text-indent: -9pt; padding-left: 0.25in">Accounts receivable</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">65</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">-</td><td style="font-size: 10pt; text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="white-space: nowrap; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">65</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-indent: -9pt; padding-left: 0.25in">Inventory</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">73</td><td style="font-size: 10pt; text-align: left"><span style="font-family: Times New

Roman, Times, Serif; font-size: 10pt"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">-</td><td style="font-size: 10pt; text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="white-space: nowrap; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">73</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; text-indent: -9pt; padding-left: 0.25in">Loans receivable, net of provision for credit losses</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">557</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(278</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(4</td><td style="white-space: nowrap; font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">279</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt; text-indent: -9pt; padding-left: 0.25in">Prepaid expenses and other current assets</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">427</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">(247</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: right">(7</td><td style="white-space: nowrap; padding-bottom: 1.5pt; font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">180</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; text-indent: -9pt; padding-left: 27pt">Total current assets</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">3,181</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(525</td><td style="font-size: 10pt; text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="white-space: nowrap; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">2,656</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; text-indent: -9pt; padding-left: 9pt">Property and equipment, net</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">2,870</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">-</td><td style="font-size: 10pt; text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="white-space: nowrap; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">2,870</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left">Operating lease right-of-use assets</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">800</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">251</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(7</td><td style="white-space: nowrap; font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">1,051</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left">Intangible Assets, net</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">11,388</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">688</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">1</td><td style="white-space: nowrap; font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">12,076</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt">Goodwill</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">60,360</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(4,787</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(1</td><td style="white-space: nowrap; font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">55,573</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt">Other non-current assets</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom:

Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">129</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">-</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt; text-align: right"> </td><td style="white-space: nowrap; padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">129</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 4pt; font-size: 10pt; text-align: left; text-indent: -9pt; padding-left: 27pt">Total assets</td><td style="padding-bottom: 4pt; font-size: 10pt"> </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">78,728</td><td style="padding-bottom: 4pt; font-size: 10pt; text-align: left"> </td><td style="padding-bottom: 4pt; font-size: 10pt"> </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">(4,373</td><td style="padding-bottom: 4pt; font-size: 10pt; text-align: left">)</td><td style="padding-bottom: 4pt"> </td> <td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 4pt; text-align: right"> </td><td style="padding-bottom: 4pt; white-space: nowrap; text-align: left"> </td><td style="padding-bottom: 4pt; font-size: 10pt"> </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">74,355</td><td style="padding-bottom: 4pt; font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-indent: -9pt; padding-left: 9pt"> </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="white-space: nowrap; text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; font-weight: bold; text-align: left; text-indent: -9pt; padding-left: 9pt">Liabilities and Stockholders' Equity</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="white-space: nowrap; text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; text-indent: -9pt; padding-left: 9pt">Current 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="white-space: nowrap; text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; text-indent: -9pt; padding-left: 0.25in">Accounts payable</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left">$</td><td style="font-size: 10pt; text-align: right">1,462</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left">$</td><td style="font-size: 10pt; text-align: right">-</td><td style="font-size: 10pt; text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="white-space: nowrap; text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">$</td><td style="font-size: 10pt; text-align: right">1,462</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; text-indent: -9pt; padding-left: 0.25in">Accrued expenses</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">411</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">228</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(2)(5</td><td style="white-space: nowrap; font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">639</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; text-indent: -9pt; padding-left: 0.25in">Financial liabilities, current, net of issuance costs</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">2,496</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(571</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(3</td><td style="white-space: nowrap; font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">1,925</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt; text-indent: -9pt; padding-left: 0.25in">Other current liabilities</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align:

left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">250</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">536</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: right">(7</td><td style="white-space: nowrap; padding-bottom: 1.5pt; font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">786</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td></tr><tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; text-indent: -9pt; padding-left: 27pt">Total current liabilities</td><td style="font-size: 10pt"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">4,619</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">193</td><td style="font-size: 10pt; text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="white-space: nowrap; text-align: left"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">840</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">-</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt; text-align: right"> </td><td style="white-space: nowrap; padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">840</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; text-indent: -9pt; padding-left: 27pt">Total liabilities</td><td style="font-size: 10pt"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">5,459</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">193</td><td style="font-size: 10pt; text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="white-space: nowrap; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">5,652</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-indent: -9pt; padding-left: 9pt"> </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="white-space: nowrap; 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: White"> <td style="font-size: 10pt; text-align: left; text-indent: -9pt; padding-left: 9pt">Stockholders' equity</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="white-space: nowrap; 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-size: 10pt; text-align: left; text-indent: -9pt; padding-left: 0.25in">Preferred stock</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">-</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">-</td><td style="font-size: 10pt; text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="white-space: nowrap; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">-</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; text-indent: -9pt; padding-left: 0.25in">Common stock</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">8</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">-</td><td style="font-size: 10pt; text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="white-space: nowrap; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">8</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; text-indent: -9pt; padding-left: 0.25in">Additional paid-in capital</td><td style="font-size: 10pt"><span style="font-family: Times New Roman, Times, Serif; font-

size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">222,980</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(22,345</td><td style="font-size: 10pt; text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> (1)(2)(6)(7 </td><td style="white-space: nowrap; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left">200,635</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; text-indent: -9pt; padding-left: 0.25in">Accumulated deficit</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(149,719</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">17,779</td><td style="font-size: 10pt; text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> (1)(2)(3)(4)(5)(6)(7 </td><td style="white-space: nowrap; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(131,940</td><td style="font-size: 10pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt; text-indent: -9pt; padding-left: 0.375in">Total stockholders' equity</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">73,269</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">4,566</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">)</td><td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt; text-align: right"> </td><td style="white-space: nowrap; padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">68,703</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; padding-bottom: 4pt; text-indent: -9pt; padding-left: 0.375in">Total liabilities and stockholders' equity</td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">78,728</td><td style="padding-bottom: 4pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">(4,373</td><td style="padding-bottom: 4pt; font-size: 10pt; text-align: left">)</td><td style="padding-bottom: 4pt"> </td> <td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 4pt; text-align: right"> </td><td style="white-space: nowrap; padding-bottom: 4pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">74,355</td><td style="padding-bottom: 4pt; font-size: 10pt; text-align: left"> </td></tr> </table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p><table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 11pt Calibri, Helvetica, Sans-Serif"> <tr style="vertical-align: bottom"> <td> </td><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td colspan="14" style="font: bold 10pt Times New Roman, Times, Serif; text-align: center; border-bottom: Black 1.5pt solid">Year Ended December 31, 2022</td><td style="padding-bottom: 1.5pt; font: bold 10pt Times New Roman, Times, Serif"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font: bold 10pt Times New Roman, Times, Serif"> </td> <td colspan="2" style="font: bold 10pt Times New Roman, Times, Serif; text-align: center">As Previously</td><td style="font: bold 10pt Times New Roman, Times, Serif"> </td><td> </td> <td colspan="2" style="text-align: center"> </td><td> </td><td style="font: bold 10pt Times New Roman, Times, Serif"> </td> <td colspan="2" style="font: bold 10pt Times New Roman, Times, Serif; text-align: center">Description of</td><td style="font: bold 10pt Times New Roman, Times, Serif"> </td><td> </td> <td colspan="2" style="text-align: center"> </td><td> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font: bold 10pt Times New Roman, Times, Serif; text-align: center; border-bottom: Black 1.5pt solid">Reported</td><td style="padding-bottom: 1.5pt; font: bold 10pt Times New Roman, Times, Serif"> </td><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font: bold 10pt Times New Roman, Times, Serif; text-align: center; border-bottom: Black 1.5pt solid">Adjustments</td><td style="padding-bottom: 1.5pt; font: bold 10pt Times New Roman, Times, Serif"> </td><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font: bold 10pt Times New Roman, Times, Serif; text-align: center">Adjustments</td><td style="padding-bottom: 1.5pt; font: bold 10pt Times New Roman, Times, Serif"> </td><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font: bold 10pt Times New Roman, Times, Serif; text-align: center; border-bottom: Black 1.5pt solid">As restated</td><td style="padding-bottom: 1.5pt; font: bold 10pt Times New Roman, Times, Serif"> </td></tr> <tr style="vertical-align: bottom"> <td style="font: bold 10pt Times New Roman, Times, Serif">Assets</td><td> </td> <td colspan="2"> </td><td> </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><td> </td> <td colspan="2" style="text-align: right"> </td><td> </td></tr> <tr style="vertical-align: bottom"> <td style="font: 10pt Times New Roman, Times, Serif">Current assets</td><td> </td> <td colspan="2" style="text-align: right"> </td><td> </td> <td colspan="2" style="text-align: right"> </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: 52%; font: 10pt Times New Roman, Times, Serif; text-align: left; text-indent: -9pt; padding-left: 0.25in">Cash and cash equivalents</td><td style="width: 1%; font: 10pt Times New Roman, Times, Serif"> </td> <td style="width: 1%; font: 10pt Times New Roman, Times, Serif; text-align: left">$</td><td style="width: 9%; font: 10pt Times New Roman, Times, Serif; text-align: right"><span style="font-family: Times New Roman, Times, Serif; font-size:

10pt">5,308</td><td style="width: 1%; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="width: 1%; font: 10pt Times New Roman, Times, Serif"> </td> <td style="width: 1%; font: 10pt Times New Roman, Times, Serif; text-align: left">$</td><td style="width: 9%; font: 10pt Times New Roman, Times, Serif; text-align: right">-</td><td style="width: 1%; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 9%; text-align: right"> </td><td style="width: 1%; text-align: left"> </td><td style="width: 1%; font: 10pt Times New Roman, Times, Serif"> </td> <td style="width: 1%; font: 10pt Times New Roman, Times, Serif; text-align: left"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">$</td><td style="width: 9%; font: 10pt Times New Roman, Times, Serif; text-align: right">5,308</td><td style="width: 1%; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; text-indent: -9pt; padding-left: 0.25in">Accounts receivable</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">13</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">-</td><td style="font: 10pt Times New Roman, Times, Serif; 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 style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">13</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; padding-bottom: 1.5pt; text-indent: -9pt; padding-left: 0.25in">Prepaid expenses and other current assets</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">408</td><td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">(279</td><td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: left">)</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: right">(7</td><td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: left">)</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">129</td><td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; text-indent: -9pt; padding-left: 27pt">Total current assets</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">5,729</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">(279</td><td style="font: 10pt Times New Roman, Times, Serif; 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 style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">5,450</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; text-indent: -9pt; padding-left: 9pt">Property and equipment, net</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">975</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">-</td><td style="font: 10pt Times New Roman, Times, Serif; 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 style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">975</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Operating lease right-of-use assets</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">1,187</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">86</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">(7</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">)</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">1,273</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Intangible assets, net</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">22,224</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">(7,044</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">)</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">(1</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">)</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">15,180</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"><span style="font-family: Times New

Roman, Times, Serif; font-size: 10pt"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif">Goodwill</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">59,126</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">(3,553</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">)</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">(1</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">)</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">55,573</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; padding-bottom: 1.5pt">Other non-current assets</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">60</td><td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">-</td><td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt; text-align: right"> </td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">60</td><td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; padding-bottom: 4pt; text-indent: -9pt; padding-left: 27pt">Total assets</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font: 10pt Times New Roman, Times, Serif; text-align: left">$</td><td style="border-bottom: Black 4pt double; font: 10pt Times New Roman, Times, Serif; text-align: right">89,301</td><td style="padding-bottom: 4pt; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font: 10pt Times New Roman, Times, Serif; text-align: left">$</td><td style="border-bottom: Black 4pt double; font: 10pt Times New Roman, Times, Serif; text-align: right">(10,790</td><td style="padding-bottom: 4pt; font: 10pt Times New Roman, Times, Serif; text-align: left">)</td><td style="padding-bottom: 4pt"> </td> <td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 4pt; text-align: right"> </td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font: 10pt Times New Roman, Times, Serif; text-align: left">$</td><td style="border-bottom: Black 4pt double; font: 10pt Times New Roman, Times, Serif; text-align: right">78,511</td><td style="padding-bottom: 4pt; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-indent: -9pt; padding-left: 9pt"> </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: White"> <td style="font: bold 10pt Times New Roman, Times, Serif; text-align: left; text-indent: -9pt; padding-left: 9pt">Liabilities and Stockholders' Equity</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: 10pt Times New Roman, Times, Serif; text-indent: -9pt; padding-left: 9pt">Current 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><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: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; text-indent: -9pt; padding-left: 0.25in">Accounts payable</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left">$</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">872</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left">$</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">-</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">$</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">872</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; text-indent: -9pt; padding-left: 0.25in">Accrued expenses</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">3,780</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif">

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text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">536</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">(536</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">)</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">(7</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">)</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">-</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; padding-bottom: 1.5pt; text-indent: -9pt; padding-left: 0.25in">Other current liabilities</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">132</td><td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">628</td><td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: right">(6)(7</td><td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: left">)</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">760</td><td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; text-indent: -9pt; padding-left: 27pt">Total current liabilities</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">5,320</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">(727</td><td style="font: 10pt Times New Roman, Times, Serif; 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 style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">4,593</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; text-indent: -9pt; padding-left: 9pt">Financial liabilities, net of issuance costs</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">7,858</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">(670</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">)</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">(3</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">)</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">7,188</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; text-indent: -9pt; padding-left: 9pt">Warrant liability</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">-</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">528</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">(1</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">)</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">528</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; padding-bottom: 1.5pt; text-indent: -9pt; padding-left: 9pt">Operating lease liabilities</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">1,226</td><td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td> <td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">(148</td><td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: left">)</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: right">(7</td><td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: left">)</td><td style="font: 10pt Times New Roman, Times, Serif;

padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">1,078</td><td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; text-indent: -9pt; padding-left: 27pt">Total liabilities</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">14,404</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">(1,017</td><td style="font: 10pt Times New Roman, Times, Serif; 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 style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">13,387</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-indent: -9pt; padding-left: 9pt"> </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: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; text-indent: -9pt; padding-left: 9pt">Stockholders' equity</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: 10pt Times New Roman, Times, Serif; text-align: left; text-indent: -9pt; padding-left: 0.25in">Preferred stock</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">-</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">-</td><td style="font: 10pt Times New Roman, Times, Serif; 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="font: 10pt Times New Roman, Times, Serif"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: right">-</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; text-indent: -9pt; padding-left: 0.25in">Common stock</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">6</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">-</td><td style="font: 10pt Times New Roman, Times, Serif; 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="font: 10pt Times New Roman, Times, Serif"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: right">6</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; text-indent: -9pt; padding-left: 0.25in">Additional paid-in capital</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">194,879</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">(25,704</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> (1)(2)(6)(7 </td><td style="text-align: left">)</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">169,175</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; text-indent: -9pt; padding-left: 0.25in">Accumulated deficit</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">(119,988</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">)</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">15,931</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> (1)(2)(3)(4)(5)(6)(7 </td><td style="text-align: left">)</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">(104,057</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; padding-bottom: 1.5pt; text-indent: -9pt; padding-left: 0.375in">Total stockholders' equity</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"><span style="font-family: Times New

Roman, Times, Serif; font-size: 10pt"> </td><td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">74,897</td><td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">(9,773</td> <td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: left">)</td><td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt; text-align: right"> </td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td><td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">65,124</td><td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; padding-bottom: 4pt; padding-left: 0.25in">Total liabilities and stockholders' equity</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font: 10pt Times New Roman, Times, Serif; text-align: left">$</td> <td style="border-bottom: Black 4pt double; font: 10pt Times New Roman, Times, Serif; text-align: right">89,301</td><td style="padding-bottom: 4pt; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font: 10pt Times New Roman, Times, Serif; text-align: left">$</td><td style="border-bottom: Black 4pt double; font: 10pt Times New Roman, Times, Serif; text-align: right">(10,790</td><td style="padding-bottom: 4pt; font: 10pt Times New Roman, Times, Serif; text-align: left">)</td><td style="padding-bottom: 4pt"> </td> <td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 4pt; text-align: right"> </td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font: 10pt Times New Roman, Times, Serif; text-align: left">$</td><td style="border-bottom: Black 4pt double; font: 10pt Times New Roman, Times, Serif; text-align: right">78,511</td><td style="padding-bottom: 4pt; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> </table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">The following tables present the effect of the aforementioned reclassifications and adjustments on our consolidated statements of operations for the years ended December 31, 2023 and 2022 and indicate the category of the adjustments by reference to the above descriptions of the errors for which we made corrections:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 11pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="14" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Year Ended December 31, 2023</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-size: 10pt; font-weight: bold"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center">As Previously</td><td style="font-size: 10pt; font-weight: bold"> </td><td> </td> <td colspan="2" style="text-align: center"> </td><td> </td><td style="font-size: 10pt; font-weight: bold"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center">Description of</td><td style="font-size: 10pt; font-weight: bold"> </td><td> </td> <td colspan="2" style="text-align: center"> </td><td> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Reported</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Adjustments</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Adjustments</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">As restated</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 52%; font-size: 10pt; text-align: left">Total revenue</td> <td style="width: 1%; font-size: 10pt"> </td> <td style="width: 1%; font-size: 10pt; text-align: left">$</td><td style="width: 9%; font-size: 10pt; text-align: right">358</td><td style="width: 1%; font-size: 10pt; text-align: left"> </td><td style="width: 1%; font-size: 10pt"> </td> <td style="width: 1%; font-size: 10pt; text-align: left">$</td><td style="width: 9%; font-size: 10pt; text-align: right"><div style="-sec-ix-hidden: hidden-fact-190">-</div></td><td style="width: 1%; font-size: 10pt; text-align: left"> </td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 9%; text-align: right"> </td><td style="width: 1%; text-align: left"> </td><td style="width: 1%; font-size: 10pt"> </td> <td style="width: 1%; font-size: 10pt; text-align: left">$</td><td style="width: 9%; font-size: 10pt; text-align: right">358</td><td style="width: 1%; font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; padding-bottom: 1.5pt">Cost of revenue</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">196</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right"> - </td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt; text-align: right"> </td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">196</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left">Gross profit</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">162</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> - </td><td style="font-size: 10pt; 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 style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">162</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt">Operating expenses</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">27,384</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">(979</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">)</td><td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt; text-align: right">(2)(5</td><td style="padding-bottom: 1.5pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">26,405</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left">Loss from operations</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(27,222</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">979</td><td style="font-size: 10pt; 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 style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(26,243</td><td style="font-size: 10pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left">Non-operating income (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><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-size: 10pt; text-align: left; padding-left: 9pt">Interest and other income</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">295</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> - </td><td style="font-size: 10pt; 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 style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">295</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; padding-left: 9pt">Interest expense, net</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(2,804</td><td style="font-size: 10pt; text-align: left">) </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">1,202</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(3)(6</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(1,602</td><td style="font-size: 10pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt; padding-left: 9pt">Change in value of warrant liability</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right"> - </td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">528</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: right">(1</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">528</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left">Loss before income tax provision</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(29,731</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">2,709</td><td style="font-size: 10pt; 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 style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(27,022</td><td style="font-size: 10pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt">Income tax provision</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt;

text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right"> </td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right"> - </td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt; text-align: right"> </td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right"> - </td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left">Net loss</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(29,731</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">2,709</td><td style="font-size: 10pt; 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 style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(27,022</td><td style="font-size: 10pt; text-align: left">) </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">Less: Series A convertible preferred stock dividends</td><td style="padding-bottom: 1.5pt; font-size: 10pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right"> - </td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="padding-bottom: 1.5pt; font-size: 10pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">(861</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">) </td><td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="text-align: right">(6</td><td style="text-align: left">)</td><td style="padding-bottom: 1.5pt; font-size: 10pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">(861</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; padding-bottom: 4pt">Net loss available to common stockholders</td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">(29,731</td><td style="padding-bottom: 2.5pt; font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">1,848</td><td style="padding-bottom: 4pt; font-size: 10pt; text-align: left"> </td><td style="padding-bottom: 4pt"> </td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 4pt; text-align: right"> </td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">(27,883</td><td style="padding-bottom: 2.5pt; font-size: 10pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td> </td><td> </td> <td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td> </td> <td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td> </td> <td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left">Loss per share – basic and diluted</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left">$</td><td style="font-size: 10pt; text-align: right">(0.38</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left">$</td><td style="font-size: 10pt; text-align: right">(0.04</td><td style="font-size: 10pt; text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left">$</td><td style="font-size: 10pt; text-align: right">(0.42</td><td style="font-size: 10pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; text-indent: -9pt; padding-left: 9pt">Weighted average shares used in computing net loss per common share – basic and dilutive</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">77,451</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(10,840</td><td style="font-size: 10pt; 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 style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">66,611</td><td style="font-size: 10pt; text-align: left"> </td></tr> </table>   <table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 11pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="14" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Year Ended December 31, 2022</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-size: 10pt; font-weight: bold"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center">As Previously</td><td style="font-size: 10pt; font-weight: bold"> </td><td> </td> <td colspan="2" style="text-align: center"> </td><td> </td><td style="font-size: 10pt; font-weight: bold"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center">Description of</td><td style="font-size: 10pt; font-weight: bold"> </td><td> </td> <td colspan="2" style="text-align: center"> </td><td> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Reported</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Adjustments</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Adjustments</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">As restated</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 52%; font-size: 10pt; text-align: left">Total revenue</td><td style="width: 1%; font-size: 10pt"> </td> <td style="width: 1%; font-size: 10pt; text-align: left">$</td><td style="width: 9%; font-size: 10pt; text-align: right">136</td><td style="width: 1%; font-size: 10pt; text-align: left"> </td><td style="width: 1%; font-size: 10pt"> </td> <td style="width: 1%; font-size: 10pt; text-align: left">$</td><td style="width: 9%; font-size: 10pt; text-align: right"> - </td><td style="width: 1%; font-size: 10pt; 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%; font-size: 10pt"> </td> <td style="width: 1%; font-size: 10pt; text-align: left">$</td><td style="width: 9%; font-size: 10pt; text-align: right">136</td><td style="width: 1%; font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; padding-bottom: 1.5pt">Cost of revenue</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">61</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right"> - </td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt; text-align: right"> </td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">61</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left">Gross profit</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">75</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> - </td><td style="font-size: 10pt; 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 style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">75</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt">Operating expenses</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">36,654</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">(7,934</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">)</td><td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt; text-align: right">(2</td><td style="padding-bottom: 1.5pt; text-align: left">)(5)</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">28,720</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left">Loss from operations</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(36,579</td><td style="font-size: 10pt; text-align: left">) </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">7,934</td><td style="font-size: 10pt; 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 style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(28,645</td><td style="font-size: 10pt; text-align: left">) </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left">Non-operating income (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><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-size: 10pt; text-align: left; padding-left: 9pt">Interest and other income</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">47</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> - </td><td style="font-size: 10pt; 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 style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">47</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; padding-left: 9pt">Interest expense, net</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(2,062</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">1,290</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(3</td><td style="font-size: 10pt; text-align: left">)(6)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(772</td><td style="font-size: 10pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt; padding-left: 9pt">Change in value of warrant liability</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right"> - </td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">3,392</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt; font-size: 10pt; text-align: right">(1</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">3,392</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left">Loss before income tax provision</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td

style="font-size: 10pt; text-align: right">(38,594</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">12,616</td><td style="font-size: 10pt; 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 style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(25,978</td><td style="font-size: 10pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt">Income tax provision</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right"> - </td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right"> - </td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt; text-align: right"> </td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right"> - </td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left">Net loss</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(38,594</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">12,616</td><td style="font-size: 10pt; 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 style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(25,978</td><td style="font-size: 10pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt">Less: Series A convertible preferred stock dividends</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right"> - </td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">(889</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">)</td><td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt; text-align: right">(6</td><td style="padding-bottom: 1.5pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">(889</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; padding-bottom: 4pt">Net loss available to common stockholders</td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">(38,594</td><td style="padding-bottom: 4pt; font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">11,727</td><td style="padding-bottom: 4pt; font-size: 10pt; text-align: left"> </td><td style="padding-bottom: 4pt"> </td> <td style="padding-bottom: 4pt; text-align: left"> </td><td style="padding-bottom: 4pt; text-align: right"> </td><td style="padding-bottom: 4pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">(26,867</td><td style="padding-bottom: 4pt; font-size: 10pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left">Loss per share – basic and diluted</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left">$</td><td style="font-size: 10pt; text-align: right">(0.69</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left">$</td><td style="font-size: 10pt; text-align: right">(0.04</td><td style="font-size: 10pt; text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left">$</td><td style="font-size: 10pt; text-align: right">(0.73</td><td style="font-size: 10pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; text-indent: -9pt; padding-left: 9pt">Weighted average shares used in computing net loss per common share – basic and dilutive</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">55,963</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">19,283</td><td style="font-size: 10pt; 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 style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">36,680</td><td style="font-size: 10pt; text-align: left"> </td></tr> </table> The following tables present the effect of the aforementioned adjustments on our consolidated statements of cash flows for the years ended December 31, 2023 and 2022 and indicate the category of the adjustments by reference to the above descriptions of the errors for which we made corrections: <table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 11pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="14" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Year Ended December 31, 2023</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-size: 10pt; font-weight: bold"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center">As Previously</td><td style="font-size: 10pt; font-weight: bold"> </td><td> </td> <td colspan="2" style="text-align: center"> </td><td> </td><td style="font-size: 10pt; font-weight: bold"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center">Description of</td><td style="font-size: 10pt; font-weight: bold"> </td><td> </td> <td colspan="2" style="text-align: center"> </td><td> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Reported</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Adjustments</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Adjustments</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">As restated</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="font-size: 10pt; font-weight: bold">Cash flows from operating activities:</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><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: 52%; font-size: 10pt; text-align: left; padding-left: 9pt">Net loss</td><td style="width: 1%; font-size: 10pt"> </td> <td style="width: 1%; font-size: 10pt; text-align: left">$</td><td style="width: 9%; font-size: 10pt; text-align: right">(29,731</td><td style="width: 1%; font-size: 10pt; text-align: left">)</td><td style="width: 1%; font-size: 10pt"> </td> <td style="width: 1%; font-size: 10pt; text-align: left"> </td><td style="width: 9%; font-size: 10pt; text-align: right">2,709</td><td style="width: 1%; font-size: 10pt; 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%; font-size: 10pt"> </td> <td style="width: 1%; font-size: 10pt; text-align: left"> </td><td style="width: 9%; font-size: 10pt; text-align: right">(27,022</td><td style="width: 1%; font-size: 10pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; text-indent: -9pt; padding-left: 0.25in">Adjustments to reconcile net loss to net cash 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></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-left: 0.25in">Depreciation and intangibles amortization</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">1,958</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">1,349</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(1</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">3,307</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; padding-left: 0.25in">Amortization of issuance costs</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> - </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">925</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(3</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">925</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-left: 0.25in">Change in fair value of warrant liabilities</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> - </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(528</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(1</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(528</td><td style="font-size: 10pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; padding-left: 0.25in">Provision for credit losses</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> - </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">279</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(4</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">279</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-left: 0.25in">Other recognized losses (gains)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">4</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">1</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(7</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">5</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; padding-left: 0.25in">Stock-based compensation expense</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">8,723</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(4,452</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(2</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">4,271</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-left: 0.25in">Stock-based compensation expense for services</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt;

10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> - </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">284</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(2</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">284</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; padding-left: 0.25in">Changes in operating assets and 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><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-size: 10pt; text-align: left; padding-left: 0.375in">Accounts receivable</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(52</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> - </td><td style="font-size: 10pt; 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 style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(52</td><td style="font-size: 10pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; padding-left: 0.375in">Inventory</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(70</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> - </td><td style="font-size: 10pt; 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 style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(70</td><td style="font-size: 10pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-left: 0.375in">Prepaid expenses and other current assets</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(78</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(32</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(7</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(110</td><td style="font-size: 10pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; padding-left: 0.375in">Other non-current assets</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">318</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(165</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(7</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">153</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-left: 0.375in">Accounts payable</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">583</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">13</td><td style="font-size: 10pt; 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 style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">596</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; padding-left: 0.375in">Accrued expenses and other current liabilities</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(985</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">1,095</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(2)(7</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">110</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt; padding-left: 0.375in">Other long-term liabilities</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">(611</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">148</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; font-size: 10pt; 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padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">1,626</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"></td><td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt; text-align: right"> </td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">(18,315</td><td style="padding-bottom: 1.5pt; font-size: 10pt; 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></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; font-weight: bold; text-align: left">Cash flows from investing activities:</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-size: 10pt; text-align: left; padding-left: 0.25in">Purchase of property and equipment</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(2,118</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(6</td><td style="font-size: 10pt; 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font-size: 10pt; text-align: right">(2,618</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">(6</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">)</td><td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt; text-align: right"> </td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">(2,612</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: White"> <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></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; font-weight: bold; text-align: left">Cash flows from financing activities:</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: White"> <td style="font-size: 10pt; text-align: left; padding-left: 0.25in">Payments of financial liabilities, net of interest</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(6,187</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> - </td><td style="font-size: 10pt; 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text-align: right">(6</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(865</td><td style="font-size: 10pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt; padding-left: 0.25in">Proceeds from stock issuance related to ATM facility</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">25,496</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">(766</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: right">(6</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">24,730</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td></tr> <tr

style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt; padding-left: 0.75in">Net cash provided by financing activities</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">19,309</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">(1,631</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">)</td><td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt; text-align: right"> </td><td style="padding-bottom: 1.5pt; 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text-align: left"> </td><td style="font-size: 10pt; text-align: right">(3,249</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> - </td><td style="font-size: 10pt; 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="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(3,249</td><td style="font-size: 10pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt">Cash and cash equivalents, beginning of period</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">5,308</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right"> - </td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt; text-align: right"> </td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">5,308</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-bottom: 4pt">Cash and cash equivalents, end of period</td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">2,059</td><td style="padding-bottom: 4pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right"> - </td><td style="padding-bottom: 4pt; font-size: 10pt; text-align: left"> </td><td style="padding-bottom: 4pt"> </td> <td style="padding-bottom: 4pt; text-align: left"> </td><td style="padding-bottom: 4pt; text-align: right"> </td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">2,059</td><td style="padding-bottom: 4pt; font-size: 10pt; text-align: left"> </td></tr> </table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="font-size: 10pt; vertical-align: bottom"> <td style="font-size: 10pt"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="14" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Year Ended December 31, 2022</td><td style="font-size: 10pt; padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom"> <td style="font-size: 10pt"> </td><td style="font-size: 10pt; font-weight: bold"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center">As Previously</td><td style="font-size: 10pt; font-weight: bold"> </td><td style="font-size: 10pt"> </td> <td colspan="2" style="font-size: 10pt; text-align: center"> </td><td style="font-size: 10pt"> </td><td style="font-size: 10pt; font-weight: bold"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center">Description of </td><td style="font-size: 10pt; font-weight: bold"> </td><td style="font-size: 10pt"> </td> <td colspan="2" style="font-size: 10pt; text-align: center"></td><td style="font-size: 10pt"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom"> <td style="font-size: 10pt"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Reported</td><td style="font-size: 10pt; padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Adjustments</td><td style="font-size: 10pt; padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Adjustments</td><td style="font-size: 10pt; padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-size: 10pt; white-space: nowrap; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">As restated</td><td style="font-size: 10pt; padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom"> <td style="font-size: 10pt; font-weight: bold">Cash flows from operating activities:</td><td style="font-size: 10pt"> </td> <td colspan="2" style="font-size: 10pt; text-align: right"> </td><td style="font-size: 10pt"> </td><td style="font-size: 10pt"> </td> <td colspan="2" style="font-size: 10pt; 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width: 1%; text-align: left"> </td><td style="font-size: 10pt; width: 1%"> </td> <td style="font-size: 10pt; width: 1%; text-align: left"> </td><td style="font-size: 10pt; width: 9%; text-align: right"> </td><td style="font-size: 10pt; width: 1%; text-align: left"> </td> <td style="font-size: 10pt; width: 1%; text-align: left"> </td><td style="font-size: 10pt; width: 9%; text-align: right">(25,978</td><td style="font-size: 10pt; width: 1%; text-align: left">)</td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; text-indent: -9pt; padding-left: 0.25in">Adjustments to reconcile net loss to net cash from operations</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; 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text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">1,863</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; padding-left: 0.25in">Amortization of issuance costs</td><td style="font-size: 10pt"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">-</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">547</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(3</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">547</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-left: 0.25in">Change in fair value of warrant liabilities</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">-</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(3,392</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(1</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(3,392</td><td style="font-size: 10pt; text-align: left">)</td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; padding-left: 0.25in"><span style="font-size:

10pt">Other recognized losses (gains)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">-</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">78</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(7</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">78</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-left: 0.25in">Stock-based compensation expense</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">17,761</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(8,438</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(2</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">9,323</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; padding-left: 0.25in">Stock-based compensation expense for services</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">-</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">2,350</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(2</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">2,350</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-left: 0.25in">Changes in operating assets and liabilities</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> </td><td style="font-size: 10pt; 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text-align: right">(145</td><td style="font-size: 10pt; text-align: left">)</td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; padding-left: 27pt">Other non-current assets</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(1,128</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(86</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(7</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(1,214</td><td style="font-size: 10pt; 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background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt; padding-left: 27pt">Other long-term liabilities</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: right">1,451</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: right">(148</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: right">(7</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: right">1,303</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt; padding-left: 0.5in">Net cash used in operating activities</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: right">(17,241</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: right">1,863</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: right"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: right">(15,378</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left">)</td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align:

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text-align: left">) </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt">Cash and cash equivalents, beginning of period</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: right">16,739</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: right">-</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: right"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: right">16,739</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; padding-bottom: 4pt">Cash and cash equivalents, end of period</td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="font-size: 10pt; border-bottom: Black 4pt double; text-align: left">$</td><td style="font-size: 10pt; border-bottom: Black 4pt double; text-align: right">5,308</td><td style="font-size: 10pt; padding-bottom: 4pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="font-size: 10pt; border-bottom: Black 4pt double; text-align: left">$</td><td style="font-size: 10pt; border-bottom: Black 4pt double; text-align: right">-</td><td style="font-size: 10pt; padding-bottom: 4pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="font-size: 10pt; padding-bottom: 4pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 4pt; text-align: right"> </td><td style="font-size: 10pt; padding-bottom: 4pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="font-size: 10pt; border-bottom: Black 4pt double; text-align: left">$</td><td style="font-size: 10pt; border-bottom: Black 4pt double; text-align: right">5,308</td><td style="font-size: 10pt; padding-bottom: 4pt; text-align: left"> </td></tr> </table>The following table presents the effect of the aforementioned adjustments on our Consolidated Balance Sheets as of December 31, 2023 and 2022 and indicates the category of the adjustments by reference to the above descriptions of the errors for which we made corrections:<table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 11pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="14" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Year Ended December 31, 2023</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-size: 10pt; font-weight: bold"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center">As Previously</td><td style="font-size: 10pt; font-weight: bold"> </td><td> </td> <td colspan="2" style="text-align: center"> </td><td> </td><td style="font-size: 10pt; font-weight: bold"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center">Description of</td><td style="white-space: nowrap; font-size: 10pt; font-weight: bold"> </td><td> </td> <td colspan="2" style="text-align: center"> </td><td> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Reported</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Adjustments</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Adjustments</td><td style="white-space: nowrap; padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">As restated</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="font-size: 10pt; font-weight: bold">Assets</td><td> </td> <td colspan="2"> </td><td> </td><td> </td> <td colspan="2" style="text-align: right"> </td><td> </td><td> </td> <td colspan="2" style="text-align: right"> </td><td style="white-space: nowrap"> </td><td> </td> <td colspan="2" style="text-align: right"> </td><td> </td></tr> <tr style="vertical-align: bottom"> <td style="font-size: 10pt">Current assets</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><td> </td> <td colspan="2" style="text-align: right"> </td><td style="white-space: nowrap"> </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: 52%; font-size: 10pt; text-align: left; text-indent: -9pt; padding-left: 0.25in">Cash and cash equivalents</td><td style="width: 1%; font-size: 10pt"> </td> <td style="width: 1%; font-size: 10pt; text-align: left">$</td><td style="width: 9%; font-size: 10pt; text-align: right">2,059</td><td style="width: 1%; font-size: 10pt; text-align: left"> </td> <td style="width: 1%; font-size: 10pt"> </td> <td style="width: 1%; font-size: 10pt; text-align: left">$</td><td style="width: 9%; font-size: 10pt; text-align: right">-</td><td style="width: 1%; font-size: 10pt; text-align: left"> </td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 9%; text-align: right"> </td><td style="white-space: nowrap; width: 1%; text-align: left"> </td><td style="width: 1%; font-size: 10pt"> </td> <td style="width: 1%; font-size: 10pt; text-align: left"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">$</td><td style="width: 9%; font-size: 10pt; text-align: right">2,059</td><td style="width: 1%; font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; text-indent: -9pt; padding-left: 0.25in">Accounts receivable</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">65</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">-</td><td style="font-size: 10pt; text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="white-space: nowrap; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left">65</td><td style="font-size: 10pt; text-align: left"><span style="font-family: Times New

Roman, Times, Serif; font-size: 10pt"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-indent: -9pt; padding-left: 0.25in">Inventory</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">73</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">-</td><td style="font-size: 10pt; text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="white-space: nowrap; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">73</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; text-indent: -9pt; padding-left: 0.25in">Loans receivable, net of provision for credit losses</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">557</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(278</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(4</td><td style="white-space: nowrap; font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">279</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt; text-indent: -9pt; padding-left: 0.25in">Prepaid expenses and other current assets</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">427</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">(247</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: right">(7</td><td style="white-space: nowrap; padding-bottom: 1.5pt; font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">180</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; text-indent: -9pt; padding-left: 27pt">Total current assets</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">3,181</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(525</td><td style="font-size: 10pt; text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="white-space: nowrap; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">2,656</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; text-indent: -9pt; padding-left: 9pt">Property and equipment, net</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">2,870</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">-</td><td style="font-size: 10pt; text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="white-space: nowrap; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">2,870</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left">Operating lease right-of-use assets</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">800</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">251</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(7</td><td style="white-space: nowrap; font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">1,051</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left">Intangible Assets, net</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">11,388</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">688</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(1</td><td style="white-space: nowrap; font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">12,076</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt">Goodwill</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">60,360</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(4,787</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(1</td><td style="white-space: nowrap; font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align:

left"> </td><td style="font-size: 10pt; text-align: right">55,573</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt">Other non-current assets</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">129</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">-</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt; text-align: right"> </td><td style="white-space: nowrap; padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">129</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 4pt; font-size: 10pt; text-align: left; text-indent: -9pt; padding-left: 27pt">Total assets</td><td style="padding-bottom: 4pt; font-size: 10pt"> </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">78,728</td><td style="padding-bottom: 4pt; font-size: 10pt; text-align: left"> </td><td style="padding-bottom: 4pt; font-size: 10pt"> </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">(4,373</td><td style="padding-bottom: 4pt; font-size: 10pt; text-align: left">)</td><td style="padding-bottom: 4pt"> </td> <td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 4pt; text-align: right"> </td><td style="padding-bottom: 4pt; white-space: nowrap; text-align: left"> </td><td style="padding-bottom: 4pt; font-size: 10pt"> </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">74,355</td><td style="padding-bottom: 4pt; font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-indent: -9pt; padding-left: 9pt"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="white-space: nowrap; 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-size: 10pt; text-align: left; text-indent: -9pt; padding-left: 9pt">Liabilities and Stockholders' Equity</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="white-space: nowrap; 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-size: 10pt; text-align: left; text-indent: -9pt; padding-left: 9pt">Current 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><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="white-space: nowrap; 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: White"> <td style="font-size: 10pt; text-align: left; text-indent: -9pt; padding-left: 0.25in">Accounts payable</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left">$</td><td style="font-size: 10pt; text-align: right">1,462</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left">$</td><td style="font-size: 10pt; text-align: right">-</td><td style="font-size: 10pt; text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="white-space: nowrap; text-align: left"> </td><td> </td> <td style="font-size: 10pt; text-align: left"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">$</td><td style="font-size: 10pt; text-align: right">1,462</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; text-indent: -9pt; padding-left: 0.25in">Accrued expenses</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">411</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">228</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(2)(5</td><td style="white-space: nowrap; font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">639</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; text-indent: -9pt; padding-left: 0.25in">Financial liabilities, current, net of issuance costs</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">2,496</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(571</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(3</td><td style="white-space: nowrap; font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"><span style="font-family: Times New Roman, Times,

Serif; font-size: 10pt"> </td><td style="font-size: 10pt; text-align: right">1,925</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt; text-indent: -9pt; padding-left: 0.25in">Other current liabilities</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">250</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">536</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: right">(7</td><td style="white-space: nowrap; padding-bottom: 1.5pt; font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">786</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; text-indent: -9pt; padding-left: 27pt">Total current liabilities</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">4,619</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">193</td><td style="font-size: 10pt; text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="white-space: nowrap; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">4,812</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt; text-indent: -9pt; padding-left: 0.125in">Operating lease liabilities</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">840</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">-</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt; text-align: right"> </td><td style="white-space: nowrap; padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">840</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">Total liabilities</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">5,459</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">193</td><td style="font-size: 10pt; text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="white-space: nowrap; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">5,652</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-indent: -9pt; padding-left: 9pt"> </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="white-space: nowrap; 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-size: 10pt; text-align: left; text-indent: -9pt; padding-left: 0.25in">Preferred stock</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">-</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">-</td><td style="font-size: 10pt; text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="white-space: nowrap; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">-</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; text-indent: -9pt; padding-left: 0.25in">Common stock</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">8</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">-</td><td style="font-size: 10pt; text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="white-space: nowrap; text-align: left"> </td><td style="font-size: 10pt"><span style="font-family:

Times New Roman, Times, Serif; font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">8</td> <td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; text-indent: -9pt; padding-left: 0.25in">Additional paid-in capital</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">222,980</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(22,345</td><td style="font-size: 10pt; text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> (1)(2)(6)(7 </td><td style="white-space: nowrap; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="text-align: left"> </td><td>200,635</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; text-indent: -9pt; padding-left: 0.25in">Accumulated deficit</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(149,719</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">17,779</td><td style="font-size: 10pt; text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> (1)(2)(3)(4)(5)(6)(7 </td><td style="white-space: nowrap; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(131,940</td><td style="font-size: 10pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt; text-indent: -9pt; padding-left: 0.375in">Total stockholders' equity</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">73,269</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">(4,566</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">)</td><td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt; text-align: right"> </td><td style="white-space: nowrap; padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">68,703</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; padding-bottom: 4pt; text-indent: -9pt; padding-left: 0.375in">Total liabilities and stockholders' equity</td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">78,728</td><td style="padding-bottom: 4pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; 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text-align: center; border-bottom: Black 1.5pt solid">Year Ended December 31, 2022</td><td style="padding-bottom: 1.5pt; font: bold 10pt Times New Roman, Times, Serif"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font: bold 10pt Times New Roman, Times, Serif"> </td> <td colspan="2" style="font: bold 10pt Times New Roman, Times, Serif; text-align: center">As Previously</td><td style="font: bold 10pt Times New Roman, Times, Serif"> </td><td> </td> <td colspan="2" style="text-align: center"> </td><td> </td><td style="font: bold 10pt Times New Roman, Times, Serif"> </td> <td colspan="2" style="font: bold 10pt Times New Roman, Times, Serif; text-align: center">Description of</td><td style="font: bold 10pt Times New Roman, Times, Serif"> </td><td> </td> <td colspan="2" style="text-align: center"> </td><td> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font: bold 10pt Times New Roman, Times, Serif; text-align: center; border-bottom: Black 1.5pt solid">Reported</td><td style="padding-bottom: 1.5pt; font: bold 10pt Times New Roman, Times, Serif"> </td><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font: bold 10pt Times New Roman, Times, Serif; text-align: center; border-bottom: Black 1.5pt solid">Adjustments</td><td style="padding-bottom: 1.5pt; font: bold 10pt Times New Roman, Times, Serif"> </td><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font: bold 10pt Times New Roman, Times, Serif; text-align: center; border-bottom: Black 1.5pt solid">Adjustments</td><td style="padding-bottom: 1.5pt; font: bold 10pt Times New Roman, Times, Serif"> </td><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font: bold 10pt Times New Roman, Times, Serif; text-align: center; border-bottom: Black 1.5pt solid">As restated</td><td style="padding-bottom: 1.5pt; font: bold 10pt Times New Roman, Times, Serif"> </td></tr> <tr style="vertical-align: bottom"> <td style="font: bold 10pt Times New Roman, Times, Serif">Assets</td><td> </td> <td colspan="2"> </td><td> </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"> <td style="font: 10pt Times New Roman, Times, Serif">Current assets</td><td> </td> <td colspan="2" style="text-align: right"> </td><td> </td> <td colspan="2" style="text-align: right"> </td><td> </td> <td colspan="2" style="text-align: right"> </td><td> </td></tr> <tr style="vertical-align: bottom"> <td>Cash and cash equivalents</td><td> </td> <td colspan="2" style="text-align: right">$</td><td>1,</td> <td colspan="2" style="text-align: right">$</td><td>1,</td> <td colspan="2" style="text-align: right">$</td><td>1,</td> <td colspan="2" style="text-align: right">$</td><td>1,</td></tr> <tr style="vertical-align: bottom"> <td>Accounts receivable, net</td><td> </td> <td colspan="2" style="text-align: right"> </td><td> </td> <td colspan="2" style="text-align: right"> </td><td> </td> <td colspan="2" style="text-align: right"> </td><td> </td></tr> <tr style="vertical-align: bottom"> <td>Inventories</td><td> </td> <td colspan="2" style="text-align: right"> </td><td> </td> <td colspan="2" style="text-align: right"> </td><td> </td> <td colspan="2" style="text-align: right"> </td><td> </td></tr> <tr style="vertical-align: bottom"> <td>Prepaid expenses and other current assets</td><td> </td> <td colspan="2" style="text-align: right"> </td><td> </td> <td colspan="2" style="text-align: right"> </td><td> </td> <td colspan="2" style="text-align: right"> </td><td> </td></tr> <tr style="vertical-align: bottom"> <td>Total current assets</td><td> </td> <td colspan="2" style="text-align: right">1,</td><td> </td> <td colspan="2" style="text-align: right">1,</td><td> </td> <td colspan="2" style="text-align: right">1,</td><td> </td></tr> <tr style="vertical-align: bottom"> <td>Property and equipment, net</td><td> </td> <td colspan="2" style="text-align: right">1,</td><td> </td> <td colspan="2" style="text-align: right">1,</td><td> </td> <td colspan="2" style="text-align: right">1,</td><td> </td></tr> <tr style="vertical-align: bottom"> <td>Operating lease right-of-use assets</td><td> </td> <td colspan="2" style="text-align: right">1,</td><td> </td> <td colspan="2" style="text-align: right">1,</td><td> </td> <td colspan="2" style="text-align: right">1,</td><td> </td></tr> <tr style="vertical-align: bottom"> <td>Other assets</td><td> </td> <td colspan="2" style="text-align: right">1,</td><td> </td> <td colspan="2" style="text-align: right">1,</td><td> </td> <td colspan="2" style="text-align: right">1,</td><td> </td></tr> <tr style="vertical-align: bottom"> <td>Total assets</td><td> </td> <td colspan="2" style="text-align: right">1,</td><td> </td> <td colspan="2" style="text-align: right">1,</td><td> </td> <td colspan="2" style="text-align: right">1,</td><td> </td></tr> <tr style="vertical-align: bottom"> <td>Liabilities and Stockholders' Equity</td><td> </td> <td colspan="2" style="text-align: right"> </td><td> </td> <td colspan="2" style="text-align: right"> </td><td> </td> <td colspan="2" style="text-align: right"> </td><td> </td></tr> <tr style="vertical-align: bottom"> <td>Current liabilities</td><td> </td> <td colspan="2" style="text-align: right"> </td><td> </td> <td colspan="2" style="text-align: right"> </td><td> </td> <td colspan="2" style="text-align: right"> </td><td> </td></tr> <tr style="vertical-align: bottom"> <td>Accounts payable</td><td> </td> <td colspan="2" style="text-align: right">$</td><td>1,</td> <td colspan="2" style="text-align: right">$</td><td>1,</td> <td colspan="2" style="text-align: right"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">$</td><td>1,</td> <td colspan="2" style="text-align: right">$</td><td>1,</td></tr> <tr style="vertical-align: bottom"> <td>Accrued liabilities</td><td> </td> <td colspan="2" style="text-align: right">1,</td><td> </td> <td colspan="2" style="text-align: right">1,</td><td> </td> <td colspan="2" style="text-align: right">1,</td><td> </td></tr> <tr style="vertical-align: bottom"> <td>Operating lease liabilities</td><td> </td> <td colspan="2" style="text-align: right">1,</td><td> </td> <td colspan="2" style="text-align: right">1,</td><td> </td> <td colspan="2" style="text-align: right">1,</td><td> </td></tr> <tr style="vertical-align: bottom"> <td>Total current liabilities</td><td> </td> <td colspan="2" style="text-align: right">1,</td><td> </td> <td colspan="2" style="text-align: right">1,</td><td> </td> <td colspan="2" style="text-align: right">1,</td><td> </td></tr> <tr style="vertical-align: bottom"> <td>Operating lease liabilities</td><td> </td> <td colspan="2" style="text-align: right">1,</td><td> </td> <td colspan="2" style="text-align: right">1,</td><td> </td> <td colspan="2" style="text-align: right">1,</td><td> </td></tr> <tr style="vertical-align: bottom"> <td>Total liabilities</td><td> </td> <td colspan="2" style="text-align: right">1,</td><td> </td> <td colspan="2" style="text-align: right">1,</td><td> </td> <td colspan="2" style="text-align: right">1,</td><td> </td></tr> <tr style="vertical-align: bottom"> <td>Commitments and contingencies</td><td> </td> <td colspan="2" style="text-align: right"> </td><td> </td> <td colspan="2" style="text-align: right"> </td><td> </td> <td colspan="2" style="text-align: right"> </td><td> </td></tr> <tr style="vertical-align: bottom"> <td>Stockholders' equity</td><td> </td> <td colspan="2" style="text-align: right"> </td><td> </td> <td colspan="2" style="text-align: right"> </td><td> </td> <td colspan="2" style="text-align: right"> </td><td> </td></tr> <tr style="vertical-align: bottom"> <td>Total liabilities and stockholders' equity</td><td> </td> <td colspan="2" style="text-align: right">1,</td><td> </td> <td colspan="2" style="text-align: right">1,</td><td> </td> <td colspan="2" style="text-align: right">1,</td><td> </td></tr> </table>

10pt"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 52%; font: 10pt Times New Roman, Times, Serif; text-align: left; text-indent: -9pt; padding-left: 0.25in">Cash and cash equivalents </td><td style="width: 1%; font: 10pt Times New Roman, Times, Serif"> </td> <td style="width: 1%; font: 10pt Times New Roman, Times, Serif; text-align: left">$</td> <td style="width: 9%; font: 10pt Times New Roman, Times, Serif; text-align: right">5,308</td><td style="width: 1%; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="width: 1%; font: 10pt Times New Roman, Times, Serif"> </td> <td style="width: 1%; font: 10pt Times New Roman, Times, Serif; text-align: left"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">$</td><td style="width: 9%; font: 10pt Times New Roman, Times, Serif; text-align: right">-</td><td style="width: 1%; font: 10pt Times New Roman, Times, Serif; 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%; font: 10pt Times New Roman, Times, Serif"> </td> <td style="width: 1%; font: 10pt Times New Roman, Times, Serif; text-align: left">$</td><td style="width: 9%; font: 10pt Times New Roman, Times, Serif; text-align: right">5,308</td><td style="width: 1%; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; text-indent: -9pt; padding-left: 0.25in">Accounts receivable</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">13</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">-</td><td style="font: 10pt Times New Roman, Times, Serif; 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 style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">13</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; padding-bottom: 1.5pt; text-indent: -9pt; padding-left: 0.25in">Prepaid expenses and other current assets</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">408</td><td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">(279</td><td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: left">)</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: right">(7</td><td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: left">)</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">129</td><td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; text-indent: -9pt; padding-left: 27pt">Total current assets</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">5,729</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">(279</td><td style="font: 10pt Times New Roman, Times, Serif; 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 style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">5,450</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; text-indent: -9pt; padding-left: 9pt">Property and equipment, net</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">975</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">-</td><td style="font: 10pt Times New Roman, Times, Serif; 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 style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">975</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Operating lease right-of-use assets</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">1,187</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">86</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">(7</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">)</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">1,273</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Intangible assets, net</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">22,224</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">(7,044</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">)</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">

(1</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">)</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">15,180</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif">Goodwill</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">59,126</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">(3,553</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">)</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">(1</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">)</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">55,573</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; padding-bottom: 1.5pt">Other non-current assets</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">60</td><td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left">-</td><td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt; text-align: right"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">60</td><td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; padding-bottom: 4pt; text-indent: -9pt; padding-left: 27pt">Total assets</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font: 10pt Times New Roman, Times, Serif; text-align: left">$</td><td style="border-bottom: Black 4pt double; font: 10pt Times New Roman, Times, Serif; text-align: right">89,301</td><td style="padding-bottom: 4pt; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font: 10pt Times New Roman, Times, Serif; text-align: left">$</td><td style="border-bottom: Black 4pt double; font: 10pt Times New Roman, Times, Serif; text-align: right">(10,790</td><td style="padding-bottom: 4pt; font: 10pt Times New Roman, Times, Serif; text-align: left">)</td><td style="padding-bottom: 4pt"> </td> <td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 4pt; text-align: right"> </td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font: 10pt Times New Roman, Times, Serif; text-align: left">$</td><td style="border-bottom: Black 4pt double; font: 10pt Times New Roman, Times, Serif; text-align: right">78,511</td><td style="padding-bottom: 4pt; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-indent: -9pt; padding-left: 9pt"> </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: White"> <td style="font: bold 10pt Times New Roman, Times, Serif; text-align: left; text-indent: -9pt; padding-left: 9pt">Liabilities and Stockholders' Equity</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: 10pt Times New Roman, Times, Serif; text-align: left; text-indent: -9pt; padding-left: 9pt">Current 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><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: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; text-indent: -9pt; padding-left: 0.25in">Accounts payable</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">$</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">872</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left">$</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">-</td><td style="font: 10pt Times New Roman, Times, Serif; 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: 10pt Times New Roman, Times, Serif; text-align: left;

text-indent: -9pt; padding-left: 0.25in">Accrued expenses</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">3,780</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">(819</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">)</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">(2)(5</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">)</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">2,961</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; text-indent: -9pt; padding-left: 0.25in">Financial liabilities, current</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">536</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">(536</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">)</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">(7</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">)</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">-</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; padding-bottom: 1.5pt; text-indent: -9pt; padding-left: 0.25in">Other current liabilities</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">132</td><td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">628</td><td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: right">(6)(7</td><td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: left">)</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">760</td><td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; text-indent: -9pt; padding-left: 27pt">Total current liabilities</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">5,320</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">(727</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">)</td><td style="font: 10pt Times New Roman, Times, Serif; font-size: 10pt"> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">4,593</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; text-indent: -9pt; padding-left: 9pt">Financial liabilities, net of issuance costs</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">7,858</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">(670</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">)</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">(3</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">)</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">7,188</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; text-indent: -9pt; padding-left: 9pt">Warrant liability</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">-</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">528</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">(1</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">)</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">528</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; padding-bottom: 1.5pt; text-indent: -9pt; padding-left: 9pt">Operating lease liabilities</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">1,226</td><td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">(148</td><td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: left"><span style="font-family: Times New

Roman, Times, Serif; font-size: 10pt">)</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: right">(7</td><td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: left">)</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">1,078</td><td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; text-indent: -9pt; padding-left: 27pt">Total liabilities</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">14,404</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">(1,017</td><td style="font: 10pt Times New Roman, Times, Serif; 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="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">13,387</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-indent: -9pt; padding-left: 9pt">Stockholders' equity</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><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: 10pt Times New Roman, Times, Serif; text-align: left; text-indent: -9pt; padding-left: 0.25in">Preferred stock</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">-</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">-</td><td style="font: 10pt Times New Roman, Times, Serif; 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="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">-</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; text-indent: -9pt; padding-left: 0.25in">Common stock</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">6</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">-</td><td style="font: 10pt Times New Roman, Times, Serif; 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="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">6</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">-</td><td style="font: 10pt Times New Roman, Times, Serif; 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="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">6</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; text-indent: -9pt; padding-left: 0.25in">Additional paid-in capital</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">194,879</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">(25,704</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> (1)(2)(6)(7 </td><td style="text-align: left">)</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">169,175</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; text-indent: -9pt; padding-left: 0.25in">Accumulated deficit</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">(119,988</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">)</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">15,931</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> (1)(2)(3)(4)(5)(6)(7 </td><td style="text-align: left">)</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">

(104,057</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; padding-bottom: 1.5pt; text-indent: -9pt; padding-left: 0.375in">Total stockholders' equity</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">74,897</td><td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">(9,773</td><td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: left">)</td><td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt; text-align: right"> </td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">65,124</td><td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; padding-bottom: 4pt; padding-left: 0.25in">Total liabilities and stockholders' equity</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font: 10pt Times New Roman, Times, Serif; text-align: left">$</td><td style="border-bottom: Black 4pt double; font: 10pt Times New Roman, Times, Serif; text-align: right">89,301</td><td style="padding-bottom: 4pt; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font: 10pt Times New Roman, Times, Serif; text-align: left">$</td><td style="border-bottom: Black 4pt double; font: 10pt Times New Roman, Times, Serif; text-align: right">(10,790</td><td style="padding-bottom: 4pt; font: 10pt Times New Roman, Times, Serif; text-align: left">)</td><td style="padding-bottom: 4pt"> </td> <td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 4pt; text-align: right"> </td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font: 10pt Times New Roman, Times, Serif; text-align: left">$</td><td style="border-bottom: Black 4pt double; font: 10pt Times New Roman, Times, Serif; text-align: right">78,511</td><td style="padding-bottom: 4pt; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> </table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p>2059000020590006500065000730007300055700-27800027900042700-24700018000031810000-52500026560002870000287000080000025100010510001138800068800012076000603600000-47870005557300012900012900078728000-43730007435500014620001462000411000228000639000249600057100019250002500005360007860004619000193000481200084000084000054590001930005652000800080000222980000-22345000200635000-14971900017779000-13194000073269000-45660006870300078728000-43730007435500053080005308000130001300040800-27900012900057290000-27900054500009750009750001187000860001273000222400-70440001518000059126000-35530005557300060000600000893010000-10790000785110008720008720003780000-81900029610005360000-53600013200062800076000053200000-72700045930007858000-67000071880005280005280001226000-14800010780001440400-10170001338700060006000194879000-25704000169175000-11998800015931000-10405700074897000-97730006512400089301000-10790000785110000The following tables present the effect of the aforementioned reclassifications and adjustments on our consolidated statements of operations for the years ended December 31, 2023 and 2022 and indicate the category of the adjustments by reference to the above descriptions of the errors for which we made corrections:<table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 11pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="14" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Year Ended December 31, 2023</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-size: 10pt; font-weight: bold"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center">As Previously</td><td style="font-size: 10pt; font-weight: bold"> </td><td> </td> <td colspan="2" style="text-align: center"> </td><td> </td><td style="font-size: 10pt; font-weight: bold"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center">Description of</td><td style="font-size: 10pt; font-weight: bold"> </td><td> </td> <td colspan="2" style="text-align: center"> </td><td> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Reported</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Adjustments</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Adjustments</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">As restated</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 52%; font-size: 10pt; text-align: left">Total revenue</td><td style="width: 1%; font-size: 10pt"> </td> <td style="width: 1%; font-size: 10pt; text-align: left">$</td><td style="width: 9%; font-size: 10pt; text-align: right">358</td><td style="width: 1%; font-size: 10pt; text-align: left"> </td><td style="width: 1%; font-size: 10pt; text-align: left"> </td><td style="width: 1%; font-size: 10pt; text-align: left">$</td><td style="width: 9%; font-size: 10pt; text-align: right"><div style="-sec-ix-hidden: hidden-fact-190">-</div></td><td style="width: 1%; font-size: 10pt; text-align: left"> </td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 9%; text-align: right"> </td><td style="width: 1%; text-align: left"> </td><td style="width: 1%; font-size: 10pt"> </td> <td style="width: 1%; font-size: 10pt; text-align: left">$</td><td style="width: 9%; font-size: 10pt; text-align: right">358</td><td style="width: 1%; font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; padding-bottom: 1.5pt">Cost of revenue</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">196</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right"> - </td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt; text-align: right"> </td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">196</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left">Gross profit</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">162</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> - </td><td style="font-size: 10pt; 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 style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">162</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt">Operating expenses</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">27,384</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">(979</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">)</td><td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt; text-align: right">(2)(5</td><td style="padding-bottom: 1.5pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">26,405</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left">Loss from operations</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(27,222</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">979</td><td style="font-size: 10pt; 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 style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(26,243</td><td style="font-size: 10pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left">Non-operating income (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><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-size: 10pt; text-align: left; padding-left: 9pt">Interest and other income</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">295</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> - </td><td style="font-size: 10pt; 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 style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">295</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; padding-left: 9pt">Interest expense, net</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(2,804</td><td style="font-size: 10pt; text-align: left">) </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">1,202</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(3)(6</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(1,602</td><td style="font-size: 10pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt; padding-left: 9pt">Change in value of warrant liability</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right"> - </td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt;

padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">528</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: right">(1</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">528</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left">Loss before income tax provision</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(29,731</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">2,709</td><td style="font-size: 10pt; 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 style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(27,022</td><td style="font-size: 10pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt">Income tax provision</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right"> - </td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right"> - </td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="padding-bottom: 1.5pt; text-align: right"> </td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right"> - </td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left">Net loss</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(29,731</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">2,709</td><td style="font-size: 10pt; 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 style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(27,022</td><td style="font-size: 10pt; text-align: left">) </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">Less: Series A convertible preferred stock dividends</td><td style="padding-bottom: 1.5pt; font-size: 10pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right"> - </td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="padding-bottom: 1.5pt; font-size: 10pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">(861</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">) </td><td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="text-align: right">(6</td><td style="text-align: left">)</td><td style="padding-bottom: 1.5pt; font-size: 10pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">(861</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; padding-bottom: 4pt">Net loss available to common stockholders</td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">(29,731</td><td style="padding-bottom: 2.5pt; font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">1,848</td><td style="padding-bottom: 4pt; font-size: 10pt; text-align: left"> </td><td style="padding-bottom: 4pt"> </td> <td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 4pt; text-align: right"> </td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">(27,883</td><td style="padding-bottom: 2.5pt; font-size: 10pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left">Loss per share – basic and diluted</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left">$</td><td style="font-size: 10pt; text-align: right">(0.38</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left">$</td><td style="font-size: 10pt; text-align: right">(0.04</td><td style="font-size: 10pt; text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left">$</td><td style="font-size: 10pt; text-align: right">(0.42</td><td style="font-size: 10pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; text-indent: -9pt; padding-left: 9pt">Weighted average shares used in computing net loss per common share – basic and dilutive</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">77,451</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">10,840</td><td style="font-size: 10pt; 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 style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">66,611</td><td style="font-size: 10pt; text-align: left"> </td></tr> </table><table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 11pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="14" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Year Ended December 31, 2022</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-size: 10pt; font-weight: bold"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center">As Previously</td><td style="font-size: 10pt; font-weight: bold"> </td><td> </td> <td colspan="2" style="text-align: center"> </td><td> </td><td style="font-size: 10pt; font-weight: bold"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center">Description of</td><td style="font-size: 10pt; font-weight: bold"> </td><td> </td> <td colspan="2" style="text-align: center"> </td><td> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Reported</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Adjustments</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Adjustments</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">As restated</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 52%; font-size: 10pt; text-align: left">Total revenue</td><td style="width: 1%; font-size: 10pt"> </td><td style="width: 1%; font-size: 10pt; text-align: left">$</td><td style="width: 9%; font-size: 10pt; text-align: right">136</td><td style="width: 1%; font-size: 10pt; text-align: left"> </td><td style="width: 1%; font-size: 10pt"> </td> <td style="width: 1%; font-size: 10pt; text-align: left">$</td><td style="width: 9%; font-size: 10pt; text-align: right"> - </td><td style="width: 1%; font-size: 10pt; 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%; font-size: 10pt"> </td> <td style="width: 1%; font-size: 10pt; text-align: left">$</td><td style="width: 9%; font-size: 10pt; text-align: right">136</td><td style="width: 1%; font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; padding-bottom: 1.5pt">Cost of revenue</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">61</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right"> - </td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt; text-align: right"> </td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">61</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left">Gross profit</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">75</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> - </td><td style="font-size: 10pt; 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 style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">75</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt">Operating expenses</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">36,654</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">(7,934</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">)</td><td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt; text-align: right">(2</td><td style="padding-bottom: 1.5pt; text-align: left">)(5)</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">28,720</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left">Loss from operations</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(36,579</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">7,934</td><td style="font-size: 10pt; 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 style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(28,645</td><td style="font-size: 10pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left">Non-operating income (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> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-left: 9pt">Interest and other income</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">47</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> - </td><td style="font-size: 10pt; 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 style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">47</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; padding-left: 9pt">Interest expense, net</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(2,062</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">1,290</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(3</td><td style="font-size: 10pt; text-align: left">)(6)</td><td style="font-size: 10pt"> </td> <td

style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(772</td><td style="font-size: 10pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt; padding-left: 9pt">Change in value of warrant liability</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right"> - </td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">3,392</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: right">(1</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"></td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">3,392</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left">Loss before income tax provision</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(38,594</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">12,616</td><td style="font-size: 10pt; 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 style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(25,978</td><td style="font-size: 10pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt">Income tax provision</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right"> - </td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; 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font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">(889</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">)</td><td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt; text-align: right">(6</td><td style="padding-bottom: 1.5pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">(889</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; padding-bottom: 4pt">Net loss available to common stockholders</td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">(38,594</td><td style="padding-bottom: 4pt; font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">11,727</td><td style="padding-bottom: 4pt; font-size: 10pt; text-align: left"> </td><td style="padding-bottom: 4pt"> </td> <td style="padding-bottom: 4pt; text-align: left"> </td><td style="padding-bottom: 4pt; text-align: right"> </td><td style="padding-bottom: 4pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">(26,867</td><td style="padding-bottom: 4pt; font-size: 10pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left">Loss per share - basic and diluted</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left">$</td><td style="font-size: 10pt; text-align: right">(0.69</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left">$</td><td style="font-size: 10pt; text-align: right">(0.04</td><td style="font-size: 10pt; text-align: left">)</td><td> </td> <td style="font-size: 10pt; text-align: left">$</td><td style="font-size: 10pt; text-align: right">(0.73</td><td style="font-size: 10pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; text-indent: -9pt; padding-left: 9pt">Weighted average shares used in computing net loss per common share - basic and dilutive</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">55,963</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(19,283</td><td style="font-size: 10pt; 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 style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">36,680</td><td style="font-size: 10pt; text-align: left"> </td></tr> </table> 358000358000196000196000162000162000027384000-97900026405000-27222000979000-26243000295000295000280400 0-120200001602000-528000-528000-297310002709000-27022000-297310002709000-270220008610008610 00-297310001848000-27883000-0.38-0.38-0.04-0.04-0.42-0.427745100077451000-10840000-10840000066110006661100013600013600061000610007500075000366540 00-79340002872000036579000793400028645000470004700020620 00-1290000772000-3392000-3392000-385940001261600025978000-385940001261600025978000088900088900038594000117270 00-26867000-0.69-0.69-0.04-0.04-0.73-0.735596300055963000-19283000-19283000366800003668000The following tables present the effect of the aforementioned adjustments on our consolidated statements of cash flows for the years ended December 31, 2023 and 2022 and indicate the category of the adjustments by reference to the above descriptions of the errors for which we made corrections:<table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 11pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="14" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Year Ended December 31, 2023</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-size: 10pt; font-weight: bold"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center">As Previously</td><td style="font-size: 10pt; font-weight: bold"> </td><td> </td> <td colspan="2" style="text-align: center"> </td><td> </td><td style="font-size: 10pt; font-weight: bold"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center">Description of</td><td style="font-size: 10pt; font-weight: bold"> </td><td> </td> <td colspan="2" style="text-align: center"> </td><td> </td> </tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Reported</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Adjustments</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Adjustments</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">As restated</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="font-size: 10pt; font-weight: bold">Cash flows from operating activities:</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><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: 52%; font-size: 10pt; text-align: left; padding-left: 9pt">Net loss</td><td style="width: 1%; font-size: 10pt"> </td> <td style="width: 1%; font-size: 10pt; text-align: left">$</td><td style="width: 9%; font-size: 10pt; text-align: right">(29,731</td><td style="width: 1%; font-size: 10pt; text-align: left">)</td><td style="width: 1%; font-size: 10pt"> </td><td style="width: 1%; font-size: 10pt; text-align: left"> </td><td style="width: 9%; font-size: 10pt; text-align: right">2,709</td><td style="width: 1%; font-size: 10pt; 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%; font-size: 10pt"> </td> <td style="width: 1%; font-size: 10pt; text-align: left"> </td><td style="width: 9%; font-size: 10pt; text-align: right">(27,022</td><td style="width: 1%; font-size: 10pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; text-indent: -9pt; padding-left: 0.25in">Adjustments to reconcile net loss to net cash 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></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-left: 0.25in">Depreciation and intangibles amortization</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">1,958</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">1,349</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(1</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">3,307</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; padding-left: 0.25in">Amortization of issuance costs</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> - </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">925</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(3</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">925</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-left: 0.25in">Change in fair value of warrant liabilities</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> - </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(528</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(1</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(528</td><td style="font-size: 10pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; padding-left: 0.25in">Provision for credit losses</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> - </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">279</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(4</td><td

style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">279</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-left: 0.25in">Other recognized losses (gains)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">4</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">1</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(7</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">5</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; padding-left: 0.25in">Stock-based compensation expense</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">8,723</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(4,452</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(2</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">4,271</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-left: 0.25in">Stock-based compensation expense for services</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> - </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">284</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(2</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">284</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; padding-left: 0.25in">Changes in operating assets and 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><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-size: 10pt; text-align: left; padding-left: 0.375in">Accounts receivable</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(52</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> - </td><td style="font-size: 10pt; 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 style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(52</td><td style="font-size: 10pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; padding-left: 0.375in">Inventory</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(70</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> - </td><td style="font-size: 10pt; 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 style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(70</td><td style="font-size: 10pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-left: 0.375in">Prepaid expenses and other current assets</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(78</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(32</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(7</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(110</td><td style="font-size: 10pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; padding-left: 0.375in">Other non-current assets</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">318</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(165</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(7</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">153</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-left: 0.375in">Accounts payable</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">583</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">13</td><td style="font-size: 10pt; 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 style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">596</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; padding-left: 0.375in">Accrued expenses and other current liabilities</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(985</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">1,095</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(2)(7</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">110</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt; padding-left: 0.375in">Other long-term liabilities</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">(611</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">148</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: right">(7</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">(463</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt; padding-left: 0.75in">Net cash used in operating activities</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">(19,941</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">1,626</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"></td><td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt; text-align: right"> </td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">(18,315</td><td style="padding-bottom: 1.5pt; font-size: 10pt; 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> </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: White"> <td style="font-size: 10pt; font-weight: bold; text-align: left">Cash flows from investing activities:</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> </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-size: 10pt; text-align: left; padding-left: 0.25in">Purchase of property and equipment</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(2,118</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(6</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(7</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(2,112</td><td style="font-size: 10pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt; padding-left: 0.25in">Issuance of loan receivable</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">(500</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">)</td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">-</td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt; text-align: right"></td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">(500</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt; padding-left: 0.75in">Net cash used in investing activities</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">(2,618</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">(6</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">)</td><td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt; text-align: right"> </td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">(2,612</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: White"> <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></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; font-weight: bold; text-align: left">Cash flows from financing activities:</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: White"> <td style="font-size: 10pt; text-align: left; padding-left: 0.25in">Payments of financial liabilities, net of interest</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(6,187</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> - </td><td style="font-size: 10pt; 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 style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(6,187</td><td style="font-size: 10pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt;

text-align: left; padding-left: 0.25in">Series A Preferred dividend payments</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> - </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(865</td><td style="font-size: 10pt; text-align: left">)</td> <td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(6</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(865</td><td style="font-size: 10pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt; padding-left: 0.25in">Proceeds from stock issuance related to ATM facility</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">25,496</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">(766</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: right">(6</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">24,730</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt; padding-left: 0.75in">Net cash provided by financing activities</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">19,309</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">(1,631</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">)</td><td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt; text-align: right"> </td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">17,678</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <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-size: 10pt; text-align: left">Net decrease in cash</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(3,249</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> - </td><td style="font-size: 10pt; 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 style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(3,249</td><td style="font-size: 10pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt">Cash and cash equivalents, beginning of period</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">5,308</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right"> - </td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt; text-align: right"> </td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">5,308</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-bottom: 4pt">Cash and cash equivalents, end of period</td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">2,059</td><td style="padding-bottom: 4pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right"> - </td><td style="padding-bottom: 4pt; font-size: 10pt; text-align: left"> </td><td style="padding-bottom: 4pt"> </td> <td style="padding-bottom: 4pt; text-align: left"> </td><td style="padding-bottom: 4pt; text-align: right"> </td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">2,059</td><td style="padding-bottom: 4pt; font-size: 10pt; text-align: left"> </td></tr> </table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="font-size: 10pt; vertical-align: bottom"> <td style="font-size: 10pt"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="14" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Year Ended December 31, 2022</td><td style="font-size: 10pt; padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom"> <td style="font-size: 10pt"> </td><td style="font-size: 10pt; font-weight: bold"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center">As Previously</td><td style="font-size: 10pt; font-weight: bold"> </td><td style="font-size: 10pt"> </td> <td colspan="2" style="font-size: 10pt; text-align: center"> </td><td style="font-size: 10pt"> </td><td style="font-size: 10pt; font-weight: bold"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center">Description of</td><td style="font-size: 10pt; font-weight: bold"> </td><td style="font-size: 10pt"> </td> <td colspan="2" style="font-size: 10pt; text-align: center"></td><td style="font-size: 10pt"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom"> <td style="font-size: 10pt"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Reported</td><td style="font-size: 10pt; padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Adjustments</td><td style="font-size: 10pt; padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-size: 10pt; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Adjustments</td><td style="font-size: 10pt; padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-size: 10pt; white-space: nowrap; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">As restated</td><td style="font-size: 10pt; padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom"> <td style="font-size: 10pt; font-weight: bold">Cash flows from operating activities:</td><td style="font-size: 10pt"> </td> <td colspan="2" style="font-size: 10pt; text-align: right"> </td><td style="font-size: 10pt"> </td><td style="font-size: 10pt"> </td> <td colspan="2" style="font-size: 10pt; text-align: right"> </td><td style="font-size: 10pt"> </td><td style="font-size: 10pt"> </td> <td colspan="2" style="font-size: 10pt; text-align: right"> </td><td style="font-size: 10pt"> </td><td style="font-size: 10pt"> </td> <td colspan="2" style="font-size: 10pt; text-align: right"> </td><td style="font-size: 10pt"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; width: 52%; text-align: left; padding-left: 9pt">Net loss</td><td style="font-size: 10pt; width: 1%"> </td> <td style="font-size: 10pt; width: 1%; text-align: left"><span style="font-size: 10pt">$</td><td style="font-size: 10pt; width: 9%; text-align: right">(38,594</td><td style="font-size: 10pt; width: 1%; text-align: left">)</td><td style="font-size: 10pt; width: 1%"> </td> <td style="font-size: 10pt; width: 1%; text-align: left"> </td><td style="font-size: 10pt; width: 9%; text-align: right">12,616</td><td style="font-size: 10pt; width: 1%; text-align: left"> </td><td style="font-size: 10pt; width: 1%"> </td> <td style="font-size: 10pt; width: 1%; text-align: left"> </td><td style="font-size: 10pt; width: 9%; text-align: right"> </td><td style="font-size: 10pt; width: 1%; text-align: left"> </td><td style="font-size: 10pt; width: 1%"> </td> <td style="font-size: 10pt; width: 1%; text-align: left"> </td><td style="font-size: 10pt; width: 9%; text-align: right">(25,978</td><td style="font-size: 10pt; width: 1%; text-align: left">)</td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; text-indent: -9pt; padding-left: 0.25in">Adjustments to reconcile net loss to net cash from operations</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> </td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-left: 0.25in">Depreciation and amortization</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">3,433</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(1,570</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(1</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">1,863</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; padding-left: 0.25in">Amortization of issuance costs</td><td style="font-size: 10pt"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">-</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">547</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt;

text-align: right">(3</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">547</td><td style="font-size: 10pt; text-align: left"> </td></tr><tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"><td style="font-size: 10pt; text-align: left; padding-left: 0.25in">Change in fair value of warrant liabilities</td><td style="font-size: 10pt"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">-</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(3,392</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(1</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(3,392</td><td style="font-size: 10pt; text-align: left">)</td></tr><tr style="font-size: 10pt; vertical-align: bottom; background-color: White"><td style="font-size: 10pt; text-align: left; padding-left: 0.25in">Other recognized losses (gains)</td><td style="font-size: 10pt"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">-</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">78</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(7</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td><td style="font-size: 10pt; 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text-align: right">9,323</td><td style="font-size: 10pt; text-align: left"> </td></tr><tr style="font-size: 10pt; vertical-align: bottom; background-color: White"><td style="font-size: 10pt; text-align: left; padding-left: 0.25in">Stock-based compensation expense for services</td><td style="font-size: 10pt"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">-</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">2,350</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td><td style="font-size: 10pt; text-align: right">(2</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">2,350</td><td style="font-size: 10pt; text-align: left"> </td></tr><tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"><td style="font-size: 10pt; text-align: left; padding-left: 0.25in">Changes in operating assets and liabilities</td><td style="font-size: 10pt"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> </td><td style="font-size: 10pt; text-align: left"> </td></tr><tr style="font-size: 10pt; vertical-align: bottom; background-color: White"><td style="font-size: 10pt; text-align: left; padding-left: 27pt">Accounts receivable</td><td style="font-size: 10pt"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(13</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">-</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(13</td><td style="font-size: 10pt; text-align: left">)</td></tr><tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"><td style="font-size: 10pt; text-align: left; padding-left: 27pt">Prepaid expenses and other current assets</td><td style="font-size: 10pt"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">92</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(237</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(7</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(145</td><td style="font-size: 10pt; text-align: left">)</td></tr><tr style="font-size: 10pt; vertical-align: bottom; background-color: White"><td style="font-size: 10pt; text-align: left; padding-left: 27pt">Other non-current assets</td><td style="font-size: 10pt"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(1,128</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(86</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(7</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(1,214</td><td style="font-size: 10pt; text-align: left">)</td></tr><tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"><td style="font-size: 10pt; text-align: left; padding-left: 27pt">Accounts payable</td><td style="font-size: 10pt"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">219</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; 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text-align: left"> </td><td style="font-size: 10pt"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(2)(7</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(319</td><td style="font-size: 10pt; text-align: left">)</td></tr><tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"><td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt; padding-left: 27pt">Other long-term liabilities</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td><td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: right">1,451</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td><td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: right">(148</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: right">(7</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td><td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: right">1,303</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td></tr><tr style="font-size: 10pt; vertical-align: bottom;

background-color: White"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt; padding-left: 0.5in">Net cash used in operating activities</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: right">(17,241</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: right">1,863</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: right"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: right">(15,378</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left">)</td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> </td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; font-weight: bold; text-align: left">Cash flows from investing activities:</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> </td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-left: 0.25in">Purchase of property and equipment</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(870</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(870</td><td style="font-size: 10pt; text-align: left">)</td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt; padding-left: 0.25in">Net cash used for QPhoton, Inc. Merger</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: right">(1,356</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: right">-</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: right"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: right">(1,356</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left">)</td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt; padding-left: 0.5in">Net cash used in investing activities</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: right">(2,226</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: right">-</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; 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text-align: left"> </td><td style="font-size: 10pt; text-align: right">6,960</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt; padding-left: 0.25in">Series A Preferred dividend payments</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: right">-</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: right">(787</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: right">(6</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: right">(787</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left">)</td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt; padding-left: 0.5in">Net cash provided by financing activities</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: right">8,036</td><td style="font-size: 10pt; 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(1,863</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: right"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: right">6,173</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; 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vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt">Cash and cash equivalents, beginning of period</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: right">16,739</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: right">-</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: right"> </td><td style="font-size: 10pt; 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border-bottom: Black 4pt double; text-align: right">-</td><td style="font-size: 10pt; padding-bottom: 4pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="font-size: 10pt; padding-bottom: 4pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 4pt; text-align: right"> </td><td style="font-size: 10pt; padding-bottom: 4pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="font-size: 10pt; border-bottom: Black 4pt double; text-align: left">$</td><td style="font-size: 10pt; border-bottom: Black 4pt double; text-align: right">5,308</td><td style="font-size: 10pt; padding-bottom: 4pt; text-align: left"> </td></tr> </table>-297310002709000-270220001958000134900033070009250009250005280005280002790002790004000-1000-50008723000-445200042710002840000520005200070000700007800032000110000-3180001650005300058300013000596000-9850001095000110000-611000148000-4630001994100016260000-1831500021180006000211200050000050000026180006000-261200061870006187000865000865000259600-766000247300001930900016310001767800032490005308000530800020590002059000-38594000126160002597800034330001570000186300054700054700033920003392000780001776100043880009323000235000023500001300013000920002370001450001128000860001214000219000219000462000143000319000145100014800013030001724100018630000153780008700008700001356000135600022260002226000803600010760006960000787000787000803600018630000611431000114310001673900016739000530800053080000 Note 4 - Business Combinations   Merger with QPhoton, Inc.   On May 19, 2022, the Company, QPhoton, and Yuping Huang, the principal stockholder of QPhoton, entered into an Agreement and Plan of Merger (the "Merger Agreement"), pursuant to which the Company agreed to acquire QPhoton through a series of merger transactions (collectively with the other transactions contemplated by the Merger Agreement, the "Transaction"). On June 16, 2022, all conditions precedent having been met or waived by the Parties, the Company closed the Transactions. The merger with QPhoton adds to the Company's portfolio of quantum computing products and enables the Company to offer a wider range of quantum information services. The Company accounted for the Transactions using the acquisition method in accordance with ASC 805, Business Combinations, with the purchase price being allocated to tangible and identifiable intangible assets acquired and liabilities assumed based on their respective estimated fair values on the acquisition date. Fair values were determined using management estimates. The results of QPhoton are included within the consolidated financial statements commencing on the acquisition date.   Pursuant to the Merger Agreement, immediately following the closing of the Transactions contemplated by the Merger Agreement (the "Closing"), Merger Sub I (a wholly owned subsidiary of the Company) merged with and into QPhoton, with QPhoton surviving the merger as a wholly-owned subsidiary of the Company, immediately after which the surviving corporation merged with and into Merger Sub II (also a wholly owned subsidiary of the Company), with Merger Sub II surviving the merger as a wholly-owned subsidiary of the Company (the "Surviving Company"). The merger consideration payable to the stockholders of QPhoton (the "Merger Consideration") consisted of (i) 5,802,206 shares of the Company's common stock, par value $0.0001 per share, (ii) 2,377,028 shares of a new series of the Company's preferred stock, par value $0.0001 per share, designated Series B convertible preferred stock ("Series B Preferred Stock"), and (iii) warrants to purchase up to 7,028,337 shares of Common Stock (the "QPhoton Warrants"). Each share of Series B Preferred Stock converts into 10 shares of the Company's common stock. On an as-converted basis, the total Merger Consideration consisted of 36,600,823 shares of the company's common stock. The Merger Consideration for shareholders Yuping Huang and Stevens Institute of Technology was issued in 2022. A third alleged shareholder, BV Advisory, rejected the Merger Consideration and commenced litigation in Delaware Chancery Court (see Note 9, Contingencies – Legal Proceedings, in this Amendment for additional information and Item 3, Legal Proceedings, in the Original Form 10-K for a full discussion), and to date that litigation has not been resolved. Accordingly, as of December 31, 2023 and 2022, we had only issued 32,940,738 shares of the Company's common stock on an as-converted basis, which includes 26,615,235 shares of common stock and 6,325,503 of the QPhoton Warrants.   and the remaining Merger Consideration for the other stockholder of QPhoton will be issued upon presentation of certain required documents and surrender of their QPhoton shares.   The purchase price was approximately $71.0 million, or $69.9 million net of cash acquired, consisting of Company common stock, Series B Preferred Stock and QPhoton Warrants. The Merger Agreement did not include any contingent consideration, and under ASC 805, transaction costs are required to be expensed so legal and accounting fees incurred for the Transactions were not included in the purchase price. As the Transactions were structured as an exchange of equity securities, the purchase price was calculated based on the fair market value (in this case the Nasdaq closing price) of the total shares of the Company securities payable to the shareholders of the acquired company, QPhoton. The closing price of the Company's common stock on June 16, 2022 was $2.27 (the "Merger Closing Stock Price"). While the total shares of the Company's common stock offered for QPhoton on an as-converted basis was 36,600,823, the fair market valuation contemplated 31,299,417 of the shares, which assumed full conversion of the 2,377,028 shares of Series B Preferred Stock to common stock at the 10:1 ratio, and that only 1,726,931 of the 7,028,337 QPhoton Warrants would eventually be exercised to purchase common stock (specifically only the QPhoton Warrants for which the associated Company options and/or warrants had an exercise price at or below $2.27 at the time of the Transaction). The 1,726,931 QPhoton Warrants were valued at the Merger Closing Stock Price. Further, the QPhoton Warrants are treated as a derivative, whose value is tied to future value of the Company's common stock, and will be marked-to-market on a quarterly basis.   The fair value of the prepaid expenses and security deposits was set at book value, and the fair value of the property and equipment was written up to the purchase cost to reflect the recent purchase dates of the equipment relative to the closing date of the Transactions. To estimate the fair value of the identifiable intangible assets, the Company engaged a third-party valuation expert (the "Third-Party Valuation Expert"), to conduct an independent analysis in line with purchase price accounting standards. The Third-Party Valuation Expert concluded: <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0in; margin-bottom: 0in; width: 100%"><tr style="font-size: 10pt; vertical-align: top; text-align: justify"> <td style="font-size: 10pt; width: 0.25in"></td><td style="font-size: 10pt; width: 0.25in; text-align: left">●</td> <td style="font-size: 10pt; text-align: justify">that there was no fair value attributable to customer relationships due to the lack of current customer contracts;</td> </tr></table> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0in; margin-bottom: 0in; width: 100%"><tr style="font-size: 10pt; vertical-align: top; text-align: justify"> <td style="font-size: 10pt; width: 0.25in"></td><td style="font-size: 10pt; width: 0.25in; text-align: left">●</td><td style="font-size: 10pt; text-align: justify">a fair value of $3.25 million attributable to the non-compete agreement with the founder using the with-and-without method, based on a variation of the income approach. The with-and-without methodology employed uses two scenarios to value the non-compete asset: (1) the "with scenario" captures the estimated cash flows from the business if all of the existing assets were in place including the non-compete asset; and (2) the "without scenario" captures the estimated cash flows from the business if all of the existing assets were in place except the non-compete asset. The difference between the two scenarios is attributed to the presumed loss of cash flows without the non-compete

asset in place and represents the value of the non-compete agreement;</td> </tr></table>   <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0in; margin-bottom: 0in; width: 100%"><tr style="font-size: 10pt; vertical-align: top; text-align: justify"> <td style="font-size: 10pt; width: 0.25in"></td><td style="font-size: 10pt; width: 0.25in; text-align: left">●</td><td style="font-size: 10pt; text-align: justify">a fair value of $1.0 million attributable to the QPhoton trade name and trademark using the relief from royalty methodology. In the application of the relief from royalty method, the Third-Party Valuation Expert estimated the value of the trade names/trademarks by capitalizing the royalties saved by virtue of the Company owning the trade names/trademarks. In other words, the Company realizes a benefit from owning the intangible asset rather than paying a rent or royalty for the use of the asset;</td> </tr></table>   <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"> <tr style="font-size: 10pt; vertical-align: top"> <td style="width: 24px; font-size: 10pt"> </td> <td style="width: 24px; font-size: 10pt; text-align: justify">●</td> <td style="font-size: 10pt; text-align: justify">a fair value of $12.7 million attributable to the technology and licensed patents using the relief from royalty methodology. In calculating the fair value of the technology and licensed patents, the Third-Party Valuation Expert followed the same approach as the trade name/trademark analysis.</td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">The Company accepted the Third-Party Valuation Expert's valuation. Although the valuation analysis was performed in 2023, for the purposes of the consolidated financial statements in this Amendment, the Company has recorded and reported the results of the valuation as of the Closing date, June 16, 2022.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">The following table summarizes the purchase price paid and adjusted acquisition date fair values of assets acquired and liabilities assumed by the Company, including the final results of the analysis performed by the Third-Party Valuation Expert for the intangibles (in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="font-size: 10pt; vertical-align: bottom"> <td style="font-size: 10pt">Purchase price</td><td style="font-size: 10pt"> </td> <td colspan="2" style="font-size: 10pt; text-align: right"> </td><td style="font-size: 10pt"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; width: 88%; text-align: left; padding-left: 9pt">Common stock</td><td style="font-size: 10pt; width: 1%"> </td> <td style="font-size: 10pt; width: 1%; text-align: left"><span style="font-size: 10pt">$</td><td style="font-size: 10pt; width: 9%; text-align: right">13,171</td><td style="font-size: 10pt; width: 1%; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; padding-left: 9pt">Series B convertible preferred</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">53,959</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt; padding-left: 9pt">Contingently issuable warrants</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: right">3,920</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; padding-left: 0.25in">Purchase price</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">71,050</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt; padding-left: 9pt">Less: cash acquired</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: right">(1,144</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left">)</td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt">Purchase price, net of cash acquired</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: right">69,906</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt">Less:</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> </td><td style="font-size: 10pt; 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border-bottom: Black 4pt double; text-align: left">$</td><td style="font-size: 10pt; border-bottom: Black 4pt double; text-align: right">55,573</td><td style="font-size: 10pt; padding-bottom: 4pt; text-align: left"> </td></tr> </table> The amount allocated to goodwill and intangible assets reflects the benefits the Company expected to realize from the growth of the acquisition's operations.   Note Purchase Agreement – the Company and QPhoton   On February 18, 2022, the Company entered into a Note Purchase Agreement (the "Note Purchase Agreement") with QPhoton, pursuant to which the Company agreed to loan money to QPhoton using two unsecured promissory notes (each, a "Note"), each in the principal amount of $1.25 million, subject to the terms and conditions of the Note Purchase Agreement. Also, on February 18, 2022, pursuant to the terms of the Note Purchase Agreement, the Company loaned the principal amount of $1.25 million to QPhoton. On April 1, 2022, pursuant to the terms of the Note Purchase Agreement, the Company loaned the principal amount of $1.25 million to QPhoton, for a total loan under the two Notes of $2.5 million.   The Note Purchase Agreement contains customary representations and warranties by QPhoton and the Company, as well as a "most favored nations" provision for the benefit of the Company. The Notes issued under the Note Purchase Agreement, including the Notes issued on February 18, 2022 and April 1, 2022, provide that the indebtedness evidenced by the applicable Note bears simple interest at the rate of 6% per annum (or 15% per annum during the occurrence of an event of default, as defined in the Notes), and becomes due and payable in full on the earlier of (i) March 1, 2023, subject to extension by one year at the option of QPhoton, (ii) a change of control (as defined in the Notes) of QPhoton or (iii) an event of default. As a result of the merger, the Note and accrued interest is eliminated through consolidation. However, the two Notes were not forgiven or converted to equity and remain outstanding under the terms and conditions of the Note Purchase Agreement.
58022060.000123770280.000170283371036600823329407383294073826615235632550371000000069900000 2.2736600823312994172377028101172693170283372.2 style="font-size: 10pt">The following table summarizes the purchase price paid and adjusted acquisition date fair values of assets acquired and liabilities assumed by the Company, including the final results of the analysis performed by the Third-Party Valuation Expert for the intangibles (in thousands):<table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="font-size: 10pt; vertical-align: bottom"> <td style="font-size: 10pt">Purchase price</td><td style="font-size: 10pt"> </td> <td colspan="2" style="font-size: 10pt; text-align: right"> </td><td style="font-size: 10pt"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; width: 88%; text-align: left; padding-left: 9pt">Common stock</td><td style="font-size: 10pt; width: 1%"> </td> <td style="font-size: 10pt; width: 1%; text-align: left">$</td><td style="font-size: 10pt; width: 9%; text-align: right">13,171</td><td style="font-size: 10pt; width: 1%; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; padding-left: 9pt">Series B convertible preferred</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">53,959</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt; padding-left: 9pt">Contingently issuable warrants</td><td style="font-size: 10pt; padding-bottom:

1.5pt"> </td> <td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: right">3,920</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; padding-left: 0.25in">Purchase price</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">71,050</td> <td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt; padding-left: 9pt">Less: cash acquired</td> <td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="font-size: 10pt; border-bottom: Black 1.5pt solid; 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text-align: right">55,573</td><td style="font-size: 10pt; padding-bottom: 4pt; text-align: left"> </td></tr></table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p>-13171000-539590003920000710500001144000699060001600011600098000325100010090000127310002888000555730001250000125000012500001250000250000000.060.15P1Y<p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">Note 5 - Intangible Assets and Goodwill</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">As a result of the merger with QPhoton, the Company has the following amounts related to intangible assets (in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; 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font-size: 10pt; font-weight: bold; text-align: center">Gross Carrying Amount</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="border-bottom: Black 1.5pt solid; font-size: 10pt; font-weight: bold; text-align: center">Accumulated Amortization</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="border-bottom: Black 1.5pt solid; font-size: 10pt; font-weight: bold; text-align: center">Net Carrying Amount</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="border-bottom: Black 1.5pt solid; font-size: 10pt; font-weight: bold; text-align: center">Gross Carrying Amount</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="border-bottom: Black 1.5pt solid; font-size: 10pt; font-weight: bold; text-align: center">Accumulated Amortization</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="border-bottom: Black 1.5pt solid; font-size: 10pt; font-weight: bold; text-align: center">Net Carrying Amount</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-indent: -0.125in; padding-left: 0.125in; width: 28%; font-size: 10pt; text-align: left">Non-compete agreement with founder</td><td style="width: 1%; font-size: 10pt"> </td> <td style="width: 1%; font-size: 10pt; text-align: left">$</td><td style="width: 9%; font-size: 10pt; text-align: right">3,251</td><td style="width: 1%; font-size: 10pt; text-align: left"> </td><td style="width: 1%; font-size: 10pt; text-align: left">$</td><td style="width: 9%; font-size: 10pt; text-align: right">(1,716</td><td style="width: 1%; font-size: 10pt; text-align: left">)</td><td style="width: 1%; font-size: 10pt"> </td> <td style="width: 1%; font-size: 10pt; text-align: left">$</td><td style="width: 9%; font-size: 10pt; text-align: right">1,535</td><td style="width: 1%; font-size: 10pt; text-align: left"> </td><td style="width: 1%; font-size: 10pt"> </td> <td style="width: 1%; font-size: 10pt; text-align: left">$</td><td style="width: 9%; font-size: 10pt; text-align: right">3,251</td><td style="width: 1%; font-size: 10pt; text-align: left"> </td><td style="width: 1%; font-size: 10pt"> </td> <td style="width: 1%; font-size: 10pt; text-align: left"><span style="font-size: 10pt">$</td><td style="width: 9%; font-size: 10pt; text-align: right">(632</td><td style="width: 1%; font-size: 10pt; text-align: left">)</td><td style="width: 1%; font-size: 10pt"> </td> <td style="width: 1%; font-size: 10pt; text-align: left">$</td><td style="width: 9%; font-size: 10pt; text-align: right">2,619</td><td style="width: 1%; font-size: 10pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: White"> <td style="text-indent: -0.125in; padding-left: 0.125in; font-size: 10pt; text-align: left">Website domain name and trademark</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">1,009</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: right">(320</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">689</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">1,009</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(118</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">891</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-indent: -0.125in; padding-left: 0.125in; font-size: 10pt; text-align: left; padding-bottom: 1.5pt">Technology and licensed patents</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">12,731</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">(2,880</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"><span style="font-size:

10pt">)</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">9,851</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">12,731</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">(1,061</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">11,670</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: White"> <td style="text-indent: -0.125in; font-size: 10pt; padding-bottom: 4pt; padding-left: 0.125in">Total</td><td style="font-size: 10pt; padding-bottom: 4pt">$ </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">16,991</td><td style="padding-bottom: 4pt; font-size: 10pt; text-align: left">$ </td><td style="font-size: 10pt; padding-bottom: 4pt">$ </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">(4,915</td><td style="padding-bottom: 4pt; font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 4pt">$ </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">12,076</td><td style="padding-bottom: 4pt; font-size: 10pt; text-align: left">$ </td><td style="font-size: 10pt; padding-bottom: 4pt">$ </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">16,991</td><td style="padding-bottom: 4pt; font-size: 10pt; text-align: left">$ </td><td style="font-size: 10pt; padding-bottom: 4pt">$ </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">(1,811</td><td style="padding-bottom: 4pt; font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 4pt">$ </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">15,180</td><td style="padding-bottom: 4pt; font-size: 10pt; text-align: left">$ </td></tr> </table> $ The amortization expense of the Company's intangible assets for the years ended December 31, 2023 and 2022 was $3.1 million and $1.8 million, respectively. The Company expects future amortization expense to be the following (in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0">$ <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="font-size: 10pt; vertical-align: bottom"> <td style="font-size: 10pt; text-align: left">$ </td><td style="font-size: 10pt; padding-bottom: 1.5pt">$ </td> <td colspan="2" style="border-bottom: Black 1.5pt solid; font-size: 10pt; font-weight: bold; text-align: center">Amortization</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold">$ </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 88%; font-size: 10pt; text-align: left">2024</td><td style="width: 1%; font-size: 10pt; text-align: left">$ </td> <td style="width: 1%; font-size: 10pt; text-align: left">$</td><td style="width: 9%; font-size: 10pt; text-align: right">3,104</td><td style="width: 1%; font-size: 10pt; text-align: left"><span style="font-size: 10pt">$ </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left">2025</td><td style="font-size: 10pt; text-align: left">$ </td> <td style="font-size: 10pt; text-align: left">$ </td><td style="font-size: 10pt; text-align: right">2,472</td><td style="font-size: 10pt; text-align: left">$ </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left">2026</td><td style="font-size: 10pt; text-align: left">$ </td> <td style="font-size: 10pt; text-align: left">$ </td><td style="font-size: 10pt; text-align: right">2,021</td><td style="font-size: 10pt; text-align: left">$ </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left">2027</td><td style="font-size: 10pt; text-align: left">$ </td> <td style="font-size: 10pt; text-align: left">$ </td><td style="font-size: 10pt; text-align: right">1,903</td><td style="font-size: 10pt; text-align: left">$ </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left">2028</td><td style="font-size: 10pt; text-align: left">$ </td> <td style="font-size: 10pt; text-align: left">$ </td><td style="font-size: 10pt; text-align: right">1,819</td><td style="font-size: 10pt; text-align: left">$ </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: White"> <td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">Thereafter </td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">$ </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left">$ </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">757</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">$ </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 4pt; font-size: 10pt; text-align: left">Total</td><td style="padding-bottom: 4pt; font-size: 10pt; text-align: left">$ </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">12,076</td><td style="padding-bottom: 4pt; font-size: 10pt; text-align: left">$ </td></tr> </table> $ The Company recorded goodwill resulting from the Transactions, calculated as the difference between the total purchase price and the value of tangible and intangible assets acquired less the liabilities assumed. The Company recorded goodwill of $55.6 million resulting from the Transactions. The following table provides a summary of the changes in goodwill for the years ended December 31, 2023 and 2022 (in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"><span style="font-size: 10pt">$ <table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="6" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">December 31,</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2023</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2022</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 76%; text-align: left">Goodwill, at beginning of year</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 9%; text-align: right">55,573</td><td style="width: 1%; text-align: left"> </td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 9%; text-align: right"> - </td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 1.5pt">Goodwill additions</td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right"> - </td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">55,573</td><td style="padding-bottom: 1.5pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 4pt">Goodwill, at end of year</td><td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left">$</td><td style="border-bottom: Black 4pt double; text-align: right">55,573</td><td style="padding-bottom: 4pt; text-align: left"> </td><td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left">$</td><td style="border-bottom: Black 4pt double; text-align: right">55,573</td><td style="padding-bottom: 4pt; text-align: left"> </td></tr> </table> $ The Company tested the intangible assets and goodwill for impairment as of December 31, 2023 and concluded there was no impairment of intangible assets or goodwill at that time. As a result of the merger with QPhoton, the Company has the following amounts related to intangible assets (in thousands):<table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="font-size: 10pt; vertical-align: bottom"> <td style="font-size: 10pt; text-indent: -0.125in; padding-left: 0.125in; padding-bottom: 1.5pt"> </td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td> <td colspan="10" style="border-bottom: Black 1.5pt solid; font-size: 10pt; font-weight: bold; text-align: center">December 31, 2023</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td> <td colspan="10" style="border-bottom: Black 1.5pt solid; font-size: 10pt; font-weight: bold; text-align: center">December 31, 2022</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom"> <td style="font-size: 10pt; text-indent: -0.125in; padding-left: 0.125in"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="border-bottom: Black 1.5pt solid; font-size: 10pt; font-weight: bold; text-align: center">Gross Carrying Amount</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="border-bottom: Black 1.5pt solid; font-size: 10pt; font-weight: bold; text-align: center">Accumulated Amortization</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="border-bottom: Black 1.5pt solid; font-size: 10pt; font-weight: bold; text-align: center">Net Carrying Amount</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="border-bottom: Black 1.5pt solid; font-size: 10pt; font-weight: bold; text-align: center">Gross Carrying Amount</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="border-bottom: Black 1.5pt solid; font-size: 10pt; font-weight: bold; text-align: center">Accumulated Amortization</td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="border-bottom: Black 1.5pt solid; font-size: 10pt; font-weight: bold; text-align: center">Net Carrying Amount</td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-indent: -0.125in; padding-left: 0.125in; width: 28%; font-size: 10pt; text-align: left"><span

style="font-size: 10pt">Non-compete agreement with founder</td><td style="width: 1%; font-size: 10pt"> </td> <td style="width: 1%; font-size: 10pt; text-align: left">$</td><td style="width: 9%; font-size: 10pt; text-align: right">3,251</td><td style="width: 1%; font-size: 10pt; text-align: left"> </td><td style="width: 1%; font-size: 10pt"> </td> <td style="width: 1%; font-size: 10pt; text-align: left">$</td><td style="width: 9%; font-size: 10pt; text-align: right">(1,716</td><td style="width: 1%; font-size: 10pt; text-align: left">)</td><td style="width: 1%; font-size: 10pt"> </td> <td style="width: 1%; font-size: 10pt; text-align: left">$</td><td style="width: 9%; font-size: 10pt; text-align: right">1,535</td><td style="width: 1%; font-size: 10pt; text-align: left"> </td><td style="width: 1%; font-size: 10pt"> </td> <td style="width: 1%; font-size: 10pt; text-align: left">$</td><td style="width: 9%; font-size: 10pt; text-align: right">3,251</td><td style="width: 1%; font-size: 10pt; text-align: left"> </td><td style="width: 1%; font-size: 10pt"> </td> <td style="width: 1%; font-size: 10pt; text-align: left">$</td><td style="width: 9%; font-size: 10pt; text-align: right">(632</td><td style="width: 1%; font-size: 10pt; text-align: left">)</td><td style="width: 1%; font-size: 10pt"> </td> <td style="width: 1%; font-size: 10pt; text-align: left"><span style="font-size: 10pt">$</td><td style="width: 9%; font-size: 10pt; text-align: right">2,619</td><td style="width: 1%; font-size: 10pt; text-align: left"> </td></tr><tr style="font-size: 10pt; vertical-align: bottom; background-color: White"><td style="text-indent: -0.125in; padding-left: 0.125in; font-size: 10pt; text-align: left">Website domain name and trademark</td><td style="font-size: 10pt"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">1,009</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(320</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">689</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">1,009</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">(118</td><td style="font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">891</td><td style="font-size: 10pt; text-align: left"> </td></tr><tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"><td style="text-indent: -0.125in; 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padding-bottom: 4pt"> </td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">16,991</td><td style="padding-bottom: 4pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">(4,915</td><td style="padding-bottom: 4pt; font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">12,076</td><td style="padding-bottom: 4pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">16,991</td><td style="padding-bottom: 4pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">(1,811</td><td style="padding-bottom: 4pt; font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">15,180</td><td style="padding-bottom: 4pt; font-size: 10pt; text-align: left"> </td></tr></table>
3251000171600015350003251000632000261900010090003200006890001009000118000891000127310002880000985100012731000106100011670000169910004912
Company expects future amortization expense to be the following (in thousands):<table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"><tr style="font-size: 10pt; vertical-align: bottom"><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td colspan="2" style="border-bottom: Black 1.5pt solid; font-size: 10pt; font-weight: bold; text-align: center">Amortization</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td></tr><tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"><td style="width: 88%; font-size: 10pt; text-align: left">2024</td><td style="width: 1%; font-size: 10pt; text-align: left"> </td><td style="width: 1%; font-size: 10pt; text-align: left">$</td><td style="width: 9%; font-size: 10pt; text-align: right">3,104</td><td style="width: 1%; font-size: 10pt; text-align: left"> </td></tr><tr style="font-size: 10pt; vertical-align: bottom; background-color: White"><td style="font-size: 10pt; text-align: left">2025</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">2,472</td><td style="font-size: 10pt; text-align: left"> </td></tr><tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"><td style="font-size: 10pt; text-align: left">2026</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">2,021</td><td style="font-size: 10pt; text-align: left"> </td></tr><tr style="font-size: 10pt; vertical-align: bottom; background-color: White"><td style="font-size: 10pt; text-align: left">2027</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">1,903</td><td style="font-size: 10pt; text-align: left"> </td></tr><tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"><td style="font-size: 10pt; text-align: left">2028</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">1,819</td><td style="font-size: 10pt; text-align: left"> </td></tr><tr style="font-size: 10pt; vertical-align: bottom; background-color: White"><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">Thereafter </td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">757</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left"> </td></tr><tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"><td style="padding-bottom: 4pt; font-size: 10pt; text-align: left">Total</td><td style="padding-bottom: 4pt; font-size: 10pt; text-align: left"> </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left"><span style="font-size: 10pt">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">12,076</td><td style="padding-bottom: 4pt; font-size: 10pt; text-align: left"> </td></tr></table>3104000247200020210001903000181900075700012076000055600000The following table provides a summary of the changes in goodwill for the years ended December 31, 2023 and 2022 (in thousands):<table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif"><tr style="vertical-align: bottom"><td></td><td style="font-weight: bold; padding-bottom: 1.5pt"></td> <td colspan="6" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">December 31,</td><td style="padding-bottom: 1.5pt; font-weight: bold"></td></tr><tr style="vertical-align: bottom"><td></td><td style="font-weight: bold; padding-bottom: 1.5pt"></td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2023</td><td style="padding-bottom: 1.5pt; font-weight: bold"></td><td style="font-weight: bold; padding-bottom: 1.5pt"></td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2022</td><td style="padding-bottom: 1.5pt; font-weight: bold"></td></tr><tr style="vertical-align: bottom; background-color: rgb(204,238,255)"><td style="width: 76%; text-align: left">Goodwill, at beginning of year</td><td style="width: 1%"></td><td style="width: 1%; text-align: left">$</td><td style="width: 9%; text-align: right">55,573</td><td style="width: 1%; text-align: left"></td><td style="width: 1%"></td><td style="width: 1%; text-align: left">$</td><td style="width: 9%; text-align: right"> - </td><td style="width: 1%; text-align: left"></td></tr><tr style="vertical-align: bottom; background-color: White"><td style="text-align: left; padding-bottom: 1.5pt">Goodwill additions</td><td style="padding-bottom: 1.5pt"></td><td style="border-bottom: Black 1.5pt solid; text-align: left"></td><td style="border-bottom: Black 1.5pt solid; text-align: right"> - </td><td style="padding-bottom: 1.5pt; text-align: left"></td><td style="padding-bottom: 1.5pt"></td> <td style="border-bottom: Black 1.5pt solid; text-align: left"></td><td style="border-bottom: Black 1.5pt solid; text-align: right">55,573</td><td style="padding-bottom: 1.5pt; text-align: left"></td></tr><tr style="vertical-align: bottom; background-color: rgb(204,238,255)"><td style="text-align: left; padding-bottom: 4pt">Goodwill, at end of year</td><td style="padding-bottom: 4pt"></td><td style="border-bottom: Black 4pt double; text-align: left">$</td><td style="border-bottom: Black 4pt

double; text-align: right">55,573</td><td style="padding-bottom: 4pt; text-align: left"> </td><td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left">$</td><td style="border-bottom: Black 4pt double; text-align: right">55,573</td><td style="padding-bottom: 4pt; text-align: left"> </td> </tr> </table>555730000555730000555730000555730000 Note 6 - Income Taxes: The Company uses the asset and liability method of accounting for income taxes. Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Deferred tax expense or benefit is the result of changes in the deferred tax assets and liabilities. Valuation allowances are established when necessary to reduce deferred tax assets where, based upon the available evidence, management concludes that it is more-likely-than-not that the deferred tax assets will not be realized. Realization of deferred tax assets is also dependent upon future earnings, if any, the timing and amount of which are uncertain.   The Company records a liability for the uncertain tax positions taken or expected to be taken on the Company’s tax return when it is more-likely-than-not that the tax position might be challenged despite the Company’s belief that the tax return positions are fully supportable, and additional taxes will be due as a result. To the extent that the assessment of such tax positions changes, for example, based on the outcome of a tax audit, the change in estimate is recorded in the period in which the determination is made. The provision for income taxes includes the impact of provisions for uncertain tax positions. Income tax expense attributable to pretax loss from continuing operations differed from the amounts computed by applying the U.S. federal income tax rate of 21% to pretax loss from continuing operations as a result of both temporary and permanent differences in the U.S. GAAP vs tax treatment of certain types of expenses, including stock-based compensation, depreciation and amortization, research and development and meals and entertainment. Additionally, the Company’s policy is to account for interest and penalties as income tax expense. As of December 31, 2023, the Company had no interest related to unrecognized tax benefits, and no amounts for penalties related to unrecognized tax benefits were recognized in the provision for income taxes. We do not anticipate any significant change within twelve months of this reporting date.   As of December 31, 2023, the Company had federal and state net operating loss carryforwards of approximately $49 million. All of the federal NOL carryforwards were generated during 2018 or later and will carryforward indefinitely but will be subject to 80% taxable income limitation beginning tax years after December 31, 2021, as provided by the Coronavirus Aid, Relief, and Economic Security (“CARES”) Act (PL 116-136). Furthermore, the utilization of NOLs and tax credit carryforwards to offset future taxable income may be subject to an annual limitation as a result of ownership changes that have occurred previously or may occur in the future. Under Sections 382 and 383 of the Internal Revenue Code, a corporation that undergoes an ownership change may be subject to limitations on its ability to utilize its pre-change NOLs and other tax attributes otherwise available to offset future taxable income and/or tax liability. An ownership change is defined as a cumulative change of 50% or more in the ownership positions of certain stockholders during a rolling three-year period. The Company has determined that ownership changes have occurred, primarily driven by the Transactions, and hence the Company’s ability to use its NOLs or tax credit carryforwards may be restricted.   As of December 31, 2023, in addition to the $13 million in tax-effected NOL carryforwards, at an assumed tax rate of 26%, the significant components of the Company’s net deferred tax assets included stock-based compensation of $11 million, capitalized research and development expenditures of approximately $2 million and an intangible asset basis difference of $1 million. As of December 31, 2022, in addition to the $9 million in tax-effected NOL carryforwards, also at an assumed tax rate of 26%, the significant components of the Company’s net deferred tax assets included stock-based compensation of $10 million and capitalized research and development expenditures of approximately $1 million. The Company believes that it is more likely than not that the benefit from the net deferred tax assets will not be realized. Accordingly, it has provided a full valuation allowance on any potential deferred tax assets The valuation allowance increased by approximately $6.0 million for the period ended December 31, 2023. The provision for income taxes is not material in the years presented due to there being no taxable income.   The Company has federal R&D credit carryforwards of approximately $250,000 which will be applied against payroll taxes, not against income taxes. The Company has no state R&D credit carryforwards.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">The Company files income tax returns in the U.S. federal jurisdiction and various state jurisdictions, with varying statutes of limitations. The tax years from inception through 2023 remain open to examination due to the carryover of unused net operating losses that are being carried forward for tax purposes.</p>0.21490000000.800.50130000000.261100000020000001000000900000000.261000000010000006000000250000<p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">Note 7 - Property and Equipment</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">The Company’s property and equipment are primarily located at the Company’s leased facilities in Hoboken, NJ and Tempe, AZ and consist of (in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="font-size: 10pt; vertical-align: bottom"> <td style="font-size: 10pt"> </td><td style="font-size: 10pt; 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background-color: rgb(204,238,255)"> <td style="font-size: 10pt; width: 76%; text-align: left">Computer and lab equipment</td><td style="font-size: 10pt; width: 1%"> </td> <td style="font-size: 10pt; width: 1%; text-align: left">$</td><td style="font-size: 10pt; width: 9%; text-align: right">2,999</td><td style="font-size: 10pt; width: 1%; text-align: left"> </td><td style="font-size: 10pt; width: 1%"> </td> <td style="font-size: 10pt; width: 1%; text-align: left">$</td><td style="font-size: 10pt; width: 9%; text-align: right">985</td><td style="font-size: 10pt; width: 1%; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left">Network equipment</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">29</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; 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text-align: left"> </td><td style="font-size: 10pt; text-align: right">19</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt">Leasehold improvements</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: right">33</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: right">3</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left">Total cost of property and equipment</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">3,142</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">1,046</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt">Accumulated depreciation</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: right">272</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: right">71</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; padding-bottom: 4pt">Property and equipment, net</td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="font-size: 10pt; border-bottom: Black 4pt double; text-align: left"><span style="font-size: 10pt">$</td><td style="font-size: 10pt; border-bottom: Black 4pt double; text-align: right">2,870</td><td style="font-size: 10pt; padding-bottom: 4pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="font-size: 10pt; border-bottom: Black 4pt double; text-align: left">$</td><td style="font-size: 10pt; border-bottom: Black 4pt double; text-align: right">975</td><td style="font-size: 10pt; padding-bottom: 4pt; text-align: left"> </td></tr> </table>   The Company recorded depreciation expense of $203 thousand and $52 thousand during the years ended December 31, 2023 and 2022, respectively, using useful lives of the Company’s long-lived assets are as follows: <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-

collapse: collapse; width: 100%"> <tr style="font-size: 10pt; vertical-align: bottom"> <td style="font-size: 10pt"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">Estimated
 Useful Life
 (Years)</td><td style="font-size: 10pt; padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; width: 89%; text-align: left">Computer and laboratory equipment</td><td style="font-size: 10pt; width: 1%"> </td> <td style="font-size: 10pt; width: 9%; text-align: center">5</td><td style="font-size: 10pt; width: 1%; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left">Network equipment</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: center">4</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left">Furniture and fixtures</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: center">7</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: White"> <td style="font-size: 10pt">Software</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: center">3</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; vertical-align: top; text-align: left">Leasehold improvements</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: center">Lessor of lease term or 5</td><td style="font-size: 10pt; text-align: left"> </td></tr> </table>   Maintenance and repairs are charged to operations when incurred. When property and equipment are sold or otherwise disposed, the asset account and related accumulated depreciation and amortization accounts are relieved, and any gain or loss is included in other income or expense. 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text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: right">3</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left">Total cost of property and equipment</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">3,142</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">1,046</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt">Accumulated depreciation</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: right">272</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="font-size: 10pt; border-bottom: Black 1.5pt solid; text-align: right">71</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; padding-bottom: 4pt">Property and equipment, net</td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="font-size: 10pt; border-bottom: Black 4pt double; text-align: left">$</td><td style="font-size: 10pt; border-bottom: Black 4pt double; text-align: right">2,870</td><td style="font-size: 10pt; padding-bottom: 4pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="font-size: 10pt; border-bottom: Black 4pt double; text-align: left"><span style="font-size: 10pt">$</td><td style="font-size: 10pt; border-bottom: Black 4pt double; text-align: right">975</td><td style="font-size: 10pt; padding-bottom: 4pt; text-align: left"> </td></tr> </table>The Company recorded depreciation expense of $203 thousand and $52 thousand during the years ended December 31, 2023 and 2022, respectively, using useful lives of the Company's long-lived assets are as follows:<table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="font-size: 10pt; vertical-align: bottom"> <td style="font-size: 10pt"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">Estimated
 Useful Life
 (Years)</td><td style="font-size: 10pt; padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; width: 89%; text-align: left">Computer and laboratory equipment</td><td style="font-size: 10pt; width: 1%"> </td> <td style="font-size: 10pt; width: 9%; text-align: center">5</td><td style="font-size: 10pt; width: 1%; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left">Network equipment</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: center">4</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left">Furniture and fixtures</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: center">7</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: White"> <td style="font-size: 10pt">Software</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: center">3</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; vertical-align: top; text-align: left">Leasehold improvements</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: center">Lessor of lease term or 5</td><td style="font-size: 10pt; text-align: left"> </td></tr>
</table>2999000985000290001200032000280004900019000330003000314200010460002720007100028700009750002030005200OP5YP4YP7YP3YLessor of lease term or 5 Note 8 - Financial Liabilities   The Company has the following amounts related to financial liabilities (in thousands):   <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="font-size: 10pt; vertical-align: bottom"> <td style="font-size: 10pt"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="6" style="border-bottom: Black 1.5pt solid; font-size: 10pt; font-weight: bold; text-align: center">December 31,</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom"> <td style="font-size: 10pt"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="border-bottom: Black 1.5pt solid; font-size: 10pt; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="border-bottom: Black 1.5pt solid; font-size: 10pt;

font-weight: bold; text-align: center">2022</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 76%; font-size: 10pt; text-align: left">Remaining loan balances</td><td style="width: 1%; font-size: 10pt"> </td> <td style="width: 1%; font-size: 10pt; text-align: left">$</td><td style="width: 9%; font-size: 10pt; text-align: right">2,063</td><td style="width: 1%; font-size: 10pt; text-align: left"> </td><td style="width: 1%; font-size: 10pt"> </td> <td style="width: 1%; font-size: 10pt; text-align: left">$</td><td style="width: 9%; font-size: 10pt; text-align: right">8,250</td><td style="width: 1%; font-size: 10pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt">Remaining unamortized debt issuance costs</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">(138</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">(1,062</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">)</td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-bottom: 4pt">Financial liabilities, net</td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">1,925</td><td style="padding-bottom: 4pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">7,188</td><td style="padding-bottom: 4pt; font-size: 10pt; text-align: left"> </td></tr> </table>   Additionally, the Company has accrued interest of $14 thousand and $223 thousand as of December 31, 2023 and 2022, respectively, which is included in Other Current Liabilities.   Unsecured Promissory Note   On September 23, 2022, the Company entered into a note purchase agreement (the "Unsecured NPA") with Streeterville Capital, LLC ("Streeterville"), pursuant to which Streeterville purchased an unsecured promissory note (the "Note" or the "Streeterville Unsecured Note") in the initial principal amount of $8.25 million. The Note bears interest at 10% per annum. The maturity date of the Note is 18 months from the date of its issuance (the "Maturity Date"). The Note carries an original issue discount of $750 thousand, which is included in the principal balance of the Note. If the Company elects to prepay the Note prior to the Maturity Date, it must pay to Streeterville 120% of the portion of the Outstanding Balance the Company elects to prepay.   Beginning on the date that was six months after the issuance date of the Note, Streeterville has the right to redeem up to $750 thousand of the outstanding balance of the Note per month ("Redemption Amount") by providing written notice to the Company ("Redemption Notice"). Upon receipt of any Redemption Notice, the Company shall pay the applicable Redemption Amount in cash to Streeterville within three trading days of the Company's receipt of such Redemption Notice. No prepayment premium shall be payable in respect of any Redemption Amount. As of December 31, 2023, Streeterville has redeemed $7.0 million of the outstanding balance of the Note. The outstanding balances were $1.9 million and $7.2 million as of December 31, 2023 and 2022, respectively</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">Pursuant to the terms of the Unsecured NPA, the parties provided customary representations and warranties to each other. Also, until amounts due under the Note are paid in full, the Company agreed, among other things, to: (i) timely make all filings under the Securities Exchange Act of 1934, (ii) ensure the Company's common stock continues to be listed on the Nasdaq, (iii) ensure trading in the Company's common stock will not be suspended, halted, chilled, frozen, reach zero bid or otherwise cease trading on Company's principal trading market, (iv) ensure the Company will not make any Restricted Issuance (as defined in the Note) without Streeterville's prior written consent, which consent may be granted or withheld in Streeterville's sole and absolute discretion, (v) ensure the Company will not enter into any agreement or otherwise agree to any covenant, condition, or obligation that locks up, restricts in any way or otherwise prohibits the Company from entering into certain additional transactions with Streeterville, and (vi) with the exception for Permitted Liens (as defined in the Note) ensure the Company will not pledge or grant a security interest in any of its assets without Streeterville's prior written consent, which consent may be granted on withheld in Streeterville's sole and absolute discretion.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">The Note sets forth certain standard events of default (such event, an "Event of Default") that generally, if uncured within seven trading days, may result in the discretion of Streeterville in certain penalties under the terms of the Note. In this regard, upon an Event of Default, Streeterville may accelerate the Note by written notice to the Company, with the outstanding balance becoming immediately due and payable in cash at the Mandatory Default Amount (as defined in the Note). Additionally, upon written notice given by Streeterville to the Company, interest shall accrue on the Outstanding Balance beginning on the date the applicable Event of Default occurred at an interest rate equal to the lesser of 15% per annum simple interest or the maximum rate permitted under applicable law upon an Event of Default.</p>The Company has the following amounts related to financial liabilities (in thousands):<table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="font-size: 10pt; vertical-align: bottom"> <td style="font-size: 10pt"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="6" style="border-bottom: Black 1.5pt solid; font-size: 10pt; font-weight: bold; text-align: center">December 31,</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom"> <td style="font-size: 10pt"> </td> <td colspan="2" style="border-bottom: Black 1.5pt solid; font-size: 10pt; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="border-bottom: Black 1.5pt solid; font-size: 10pt; font-weight: bold; text-align: center">2022</td><td style="padding-bottom: 1.5pt; font-size: 10pt; font-weight: bold"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 76%; font-size: 10pt; text-align: left">Remaining loan balances</td><td style="width: 1%; font-size: 10pt"> </td> <td style="width: 1%; font-size: 10pt; text-align: left">$</td><td style="width: 9%; font-size: 10pt; text-align: right">2,063</td><td style="width: 1%; font-size: 10pt; text-align: left"> </td><td style="width: 1%; font-size: 10pt"> </td> <td style="width: 1%; font-size: 10pt; text-align: left">$</td><td style="width: 9%; font-size: 10pt; text-align: right">8,250</td><td style="width: 1%; font-size: 10pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; text-align: left; padding-bottom: 1.5pt">Remaining unamortized debt issuance costs</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">(138</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">(1,062</td><td style="padding-bottom: 1.5pt; font-size: 10pt; text-align: left">)</td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; text-align: left; padding-bottom: 4pt">Financial liabilities, net</td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left"><span style="font-size: 10pt">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">1,925</td><td style="padding-bottom: 4pt; font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left">$</td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">7,188</td><td style="padding-bottom: 4pt; font-size: 10pt; text-align: left"> </td></tr> </table>20630008250000138000106200019250007188000140002230008250000.10P18Y7500001.20750000700000019000007200000070.15 Note 9 - Contingencies   Indemnification Arrangements   We enter into standard indemnification arrangements in our ordinary course of business. Pursuant to these arrangements, we indemnify, hold harmless, and agree to reimburse the indemnified parties for losses suffered or incurred by the indemnified parties (generally our business partners or customers) in connection with any trade secret, copyright, patent or other intellectual property infringement claim by any third-party with respect to our products. The term of these indemnification agreements is generally perpetual any time after the execution of the agreement. The maximum potential amount of future payments we could be required to make under these agreements is not determinable. We have never incurred costs to defend lawsuits or settle claims related to these indemnification agreements. As a result, we believe the estimated fair value of these agreements is minimal.   We have entered into indemnification agreements with our directors and officers that may require us to indemnify our directors and officers against liabilities that may arise by reason of their status or service as directors or officers, other than liabilities arising from willful misconduct of a culpable nature. These agreements also require us to advance their expenses incurred as a result of any proceeding against them as to which they could be indemnified and to make good faith determination whether or not it is practicable for us to obtain directors and officers insurance. We currently have directors and officers liability insurance.   Legal Proceedings   From time to time, we may be involved in legal proceedings arising in the ordinary course of business. In general, management believes that ordinary course of business matters will not have a material adverse effect on our financial position or results of operations and are adequately covered by our liability insurance. However, it is possible that consolidated cash flows or results of operations could be materially affected in any particular period by the unfavorable resolution of one of more of these contingencies or because of the diversion of management's attention and the incurrence of significant expenses.   As part of our business combination with QPhoton in June 2022, we acquired a

payable to BV Advisory Partners, LLC (“BV Advisory”). On March 1, 2021, QPhoton entered into a Note Purchase Agreement with BV Advisory. Under the Note Purchase Agreement, on March 1, 2021, March 23, 2021 and July 9, 2021, BV Advisory purchased convertible promissory notes from QPhoton for $200 thousand, $150 thousand, and $150 thousand, respectively, for a total of $501 thousand (the “BV Notes”), which is included in Other Current Liabilities as of December 31 2023 and 2022. The BV Notes all bore interest at a rate of 6% per annum and matured two years from the grant date. However, QPhoton only received approximately $375 thousand in cash proceeds as $125 thousand was paid by BV Advisory directly to The Trustees of the Stevens Institute of Technology (“Stevens Institute”) on behalf of QPhoton to satisfy QPhoton’s obligations to reimburse costs incurred under the terms of their patent license agreement with the Stevens Institute.   On June 16, 2022, QPhoton tendered a cashier’s check to BV Advisory in the amount of $535,684, representing the full principal balance of the BV Notes and accrued interest through June 16, 2022. On July 14, 2022 BV Advisory returned the cashier’s check and disputed the calculation of the amount paid to settle the BV Notes. The BV Notes and accrued interest are recorded as short-term liabilities. On August 15, 2022, BV Advisory filed a complaint in the Court of Chancery of the State of Delaware naming the Company and certain of its directors and officers (among others) as defendants. BV Advisory Partners, LLC v. Quantum Computing Inc., et al., C.A. No. 2022-0719-VCG (Del. Ch.). BV Advisory seeks, among other relief, monetary damages for an alleged breach of the Note Purchase Agreement between BV Advisory and QPhoton, Inc., the predecessor in interest to QPhoton, LLC, as well as monetary damages for breach of an alleged binding letter of intent among Barksdale Global Holdings, LLC, Inference Ventures, LLC and QPhoton, Inc. The Company believes that BV Advisory’s claims have no merit and intends to defend itself vigorously. The Company filed a motion to dismiss the complaint in December 2022, and in March 2023 Plaintiff filed a second amended complaint. The Company filed a motion to dismiss the second amended complaint, oral argument was held on October 11, 2023 and at this time that motion is pending before the Court. BV Advisory’s claims are not covered by the Company’s liability insurance. The Company does not believe it is necessary to accrue an amount in addition to the principal and interest on the BV Notes at this time. 2000001500001500005010000.06P2Y3750001250005356840000 Note 10 – Loan Receivable   On May 16, 2023, the Company entered into a Summary of Proposed Terms (the “Letter of Intent”) with millionways to provide bridge loans to millionways and enter into due diligence to acquire up to 100% of the AI firm. On June 6, 2023, the Company entered into a Note Purchase Agreement (the “MW Agreement”) with millionways, pursuant to which the Company agreed to purchase from millionways up to three unsecured promissory notes (each, a “MW Note”), in an aggregate principal amount of up to $2.0 million, subject to the terms and conditions of the MW Agreement. Also on June 6, 2023, pursuant to the terms of the MW Agreement, the Company purchased the MW Notes from millionways and loaned an aggregate principal amount of $500 thousand to millionways. The MW Agreement contains customary representations and warranties by millionways and the Company, as well as a “most favored nations” provision for the benefit of the Company. The MW Notes issued under the MW Agreement, including the MW Notes issued on June 6, 2023, provide that the indebtedness evidenced by the applicable MW Note bears simple interest at the rate of 10% per annum (or 15% per annum during the occurrence of an event of default, as defined in the MW Notes), and becomes due and payable in full on the earlier of (i) May 16, 2024, (ii) a change of control (as defined in the MW Notes) of millionways, (iii) dollar-for-dollar prepayment for additional capital received through any vehicle from a third party or (iv) an event of default.   The Company reserved $279 thousand of the outstanding $558 thousand receivable as uncollectible based on credit risk in the consolidated financial statements as of December 31, 2023. 1200000005000000.100.15279000558000 Note 11 – Capital Stock: Series A Convertible Preferred Offering   From November 10, 2021 through November 17, 2021, the Company conducted a private placement offering (the “Private Placement”) pursuant to securities purchase agreements with 7 accredited investors (the “Series A Investors”), whereby the Series A Investors purchased from the Company an aggregate of 1,545,459 shares of the Company’s newly created Series A convertible preferred stock, par value $0.0001 per share (the “Series A Preferred Stock”) and warrants to purchase 1,545,459 shares of the Company’s common stock (the “Preferred Warrants”) for an aggregate purchase price of $8.5 million. The Private Placement was completed and closed to further investment on November 17, 2021.   The Series A Preferred Stock ranks senior to common stock with respect to the payment of dividends and liquidation rights. Each holder of Series A Preferred Stock is entitled to receive, with respect to each share of Series A Preferred Stock then outstanding and held by such holder, dividends at the rate of 10% per annum (the “Preferred Dividends.”) The Company is obligated to pay the Preferred Dividends quarterly, in arrears, within fifteen days of the end of each quarter. The Company has the option to pay the Preferred Dividends in cash or in the Company’s common stock, at a price per share of common stock equal to the average of the closing sale price of the common stock for the five trading days preceding the applicable dividend payment date. The Preferred Dividends are accrued monthly, but not compounded, and are recorded as interest expense, because the Preferred Dividends are mandatory and not declared at the discretion of the Board of Directors.   The number of shares of the Company’s common stock issuable upon conversion of any share of Series A Preferred Stock shall be determined by dividing (x) the Conversion Amount of such share of Series A Preferred Stock by (y) the Conversion Price. “Conversion Amount” means, with respect to each share of Series A Preferred Stock, as of the applicable date of determination, the sum of (1) the stated value thereof plus (2) any accrued dividends. “Conversion Price” means, with respect to each share of Series A Preferred Stock, as of any optional conversion date, Mandatory Conversion Date or other date of determination, $5.50, subject to adjustment for stock splits, dividends, recapitalizations and similar corporate events.   The Preferred Warrants are two-year warrants to purchase shares of the Company’s common stock at an exercise price of $7.00 per share, subject to adjustment, and are exercisable at any time on or after the date that is six months following the issuance date. The Preferred Warrants provide for cashless exercise in the event the underlying shares of the Company’s common stock are not registered. As of December 31, 2023, all of the Preferred Warrants had expired unexercised.   In connection with the Purchase Agreement, the Company and the Series A Investors entered into a registration rights agreement (the “Registration Rights Agreement”) pursuant to which the Company agreed to file a registration statement to register the shares of common stock underlying the Series A Preferred Stock and warrants within 180 days. Pursuant to the Registration Rights Agreement, the Series A Investors received certain rights, including but not limited to piggyback registration rights, providing that the holder be given notice of any proposed registration of securities by the Company, and requiring that the Company register all or any portion of the registrable securities that the holders request to be registered, in each case, subject to the terms and conditions of the Registration Rights Agreement.   On April 27, 2022, the Company filed a Resale Form S-3 as required by the Registration Rights Agreement, pursuant to which the Company agreed to file a registration statement to register the shares of common stock underlying the Series A Preferred Stock and warrants within 180 days from the closing of the Private Placement. The Resale Form S-3 went effective on June 2, 2022.   On June 13, 2022, one of the Series A Investors, Falcon Capital Partners, converted 45,455 shares of Series A Preferred stock into 47,728 shares of the Company’s common stock.   On February 9, 2023, one of the Series A Investors, Greenfield Children, LLC, converted 10,000 shares of Series A Preferred stock plus accrued dividends into 11,096 shares of the Company’s common stock.   Authorized Classes of Stock   As of September 9, 2024, the Board has authorized two classes of preferred stock. The Board has authorized 1,550,000 shares of preferred stock as the Series A Preferred stock, par value $0.0001 per share, of which 1,490,004 shares are issued and outstanding. The Board has also authorized 3,079,864 shares of preferred stock as the Series B Preferred Stock, par value $0.0001 per share, none of which are issued and outstanding. At-the-Market Facility   From January 19, 2023 through December 31, 2023, the Company sold 17,571,926 shares of common stock through its At-The-Market (ATM) facility, managed by Ascendiant Capital Markets, LLC, at an average price of $1.45. The Company received net proceeds of $24.7 million.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"><i>Warrants</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">The table below summarizes the warrants outstanding as of December 31, 2023 (in thousands, except exercise prices):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Issuance Date</td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Expiration Date</td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Exercise Price</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Issued</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Exercised</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Forfeited /
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White"> <td style="text-align: center">November 15, 2021</td><td> </td> <td style="text-align: center">November 15, 2023</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">7.00</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,545</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">(1,545</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"><div style="-sec-ix-hidden: hidden-fact-236">-</div></td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: center">June 16, 2022</td><td> </td> <td style="text-align: center">May 9, 2027</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">0.0001</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">6,325</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">(3,309</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">3,016</td><td style="text-align: left"> </td></tr> </table>   In connection with a restricted stock units offering in June 2020, the Company issued warrants in August 2020 to purchase 171,000 shares of the Company's common stock, at an exercise price of $2.00. Those warrants are exercisable for five years from the date of issuance.   In connection with the offering of Series A Preferred Stock in November 2021, the Company issued warrants to purchase 1,545,459 shares of the Company's common stock at an exercise price of $7.00. Those warrants were exercisable for two years from the date of issuance and have now expired.   In connection with the QPhoton Merger on June 16, 2022, the Company issued warrants to purchase 6,325,503 shares of the Company's common stock at an exercise price of $0.0001. Those warrants are exercisable when and if stock options and warrants issued and outstanding as of June 15, 2022 (the "Underlying Options"), are exercised. As of December 31, 2023, none of the QPhoton Warrants linked to the outstanding Underlying Options are expected to be exercised as the exercise prices of the Underlying Options are above the current stock price as of December 31, 2023. The total Merger Consideration consisted of 36,600,823 shares of the Company's common stock on an as-converted basis, including the 7,028,337 QPhoton Warrants. As discussed in Note 4, Business Combinations, two QPhoton shareholders received their Merger Consideration and a third alleged shareholder rejected the Merger Consideration and commenced litigation in Delaware Chancery Court (see Note 9, Contingencies - Legal Proceedings, in this Amendment for additional information and Item 3, Legal Proceedings, in the Original Form 10-K for a full discussion), and to date that litigation has not been resolved. Accordingly, as of December 31, 2023 and 2022, we had only issued 6,325,503 of the QPhoton Warrants, of which approximately 52% have been forfeited as of December 31, 2023. Further, as discussed in Note 2, Significant Accounting Policies - Fair Value of Financial Instruments, the QPhoton Warrants issued on June 16, 2022, are considered Level 3 liabilities for fair value measurement on the valuation hierarchy. Accordingly, the Company recognized mark-to-market gains of $528 thousand and $3.4 million during the years ended December 31, 2023 and 2022, respectively. As of December 31, 2023, the QPhoton Warrants have no carrying value as a liability on the Company's consolidated balance sheet.
15454590.000115454598500000.105.57454554772810000110961550000.000114900041490004309786400.000100175719261.4524700000The table below summarizes the warrants outstanding as of December 31, 2023 (in thousands, except exercise prices):<table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Issuance Date</td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Expiration Date</td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Exercise Price</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Issued</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td> <td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Exercised</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Forfeited /
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All 3 million shares available for issue under the 2019 Plan have been issued.   On July 5, 2022, the Board of Directors adopted the Company's 2022, Equity and Incentive Plan (the "2022 Plan"), which provides for the issuance of up to 16 million shares of the Company's common stock. The 2022 Plan was approved by a majority of the stockholders in September 2022. Per the 2022 Plan, the 2022 Plan reserves increased automatically by 1 million shares on January 1, 2023, providing for a total issuance of up to 17 million shares of common stock. As of December 31, 2023, a total of 13.8 million shares and options were issued and outstanding under the 2022 Plan.   Options   The following table presents the assumptions used in the Black-Scholes option-pricing model to determine the grant-date fair value of stock options granted: <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="font-size: 10pt; vertical-align: bottom"> <td style="font-size: 10pt"> </td> <td style="font-size: 10pt"> </td> <td colspan="6" style="font-size: 10pt; text-align: center">Year Ended</td> <td style="font-size: 10pt"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom"> <td style="font-size: 10pt"> </td> <td style="font-size: 10pt"> </td> <td colspan="6" style="font-size: 10pt; border-bottom: black 1.5pt solid; text-align: center">December 31,</td> <td style="font-size: 10pt"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom"> <td style="font-size: 10pt"> </td> <td style="font-size: 10pt"> </td> <td colspan="2" style="font-size: 10pt; border-bottom: black 1.5pt solid; text-align: center">2023</td> <td style="font-size: 10pt"> </td> <td style="font-size: 10pt"> </td> <td colspan="2" style="font-size: 10pt; border-bottom: black 1.5pt solid; text-align: center">2022</td> <td style="font-size: 10pt"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: #CCEEFF"> <td style="font-size: 10pt">Exercise price</td> <td style="font-size: 10pt"> </td> <td style="font-size: 10pt"> </td> <td style="font-size: 10pt; white-space: nowrap; text-align: center">$0.85 - 1.84</td> <td style="font-size: 10pt"> </td> <td style="font-size: 10pt"> </td> <td style="font-size: 10pt"> </td> <td style="font-size: 10pt; white-space: nowrap; text-align: center">$1.67 - 2.61</td> <td style="font-size: 10pt"> </td> </tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: white"> <td style="font-size: 10pt">Risk-free interest rate</td> <td style="font-size: 10pt"> </td> <td style="font-size: 10pt"> </td> <td style="font-size: 10pt; white-space: nowrap; text-align: center">4.7 - 5.0%</td> <td style="font-size: 10pt"> </td> <td style="font-size: 10pt"> </td> <td style="font-size: 10pt"> </td> <td style="font-size: 10pt; white-space: nowrap; text-align: center">0.6 - 4.5%</td> <td style="font-size: 10pt"> </td> </tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: #CCEEFF"> <td style="font-size: 10pt">Expected volatility</td> <td style="font-size: 10pt"> </td> <td style="font-size: 10pt"> </td> <td style="font-size: 10pt; white-space: nowrap; text-align: center">98 - 137%</td> <td style="font-size: 10pt"> </td> <td style="font-size: 10pt"> </td> <td style="font-size: 10pt"> </td> <td style="font-size: 10pt; white-space: nowrap; text-align: center">127 - 164%</td> <td style="font-size: 10pt"> </td> </tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: white"> <td style="font-size: 10pt; width: 76%">Expected dividend yield</td> <td style="font-size: 10pt; width: 1%"> </td> <td style="font-size: 10pt; width: 1%"> </td> <td style="font-size: 10pt; white-space: nowrap; width: 9%; text-align: center">0%</td> <td style="font-size: 10pt; width: 1%"> </td> <td style="font-size: 10pt; width: 1%"> </td> <td style="font-size: 10pt; width: 1%"> </td> <td style="font-size: 10pt; white-space: nowrap; width: 9%; text-align: center">0%</td> <td style="font-size: 10pt; width: 1%"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color:

#CCEEFF"> <td style="font-size: 10pt">Expected life of options (in years)</td> <td style="font-size: 10pt"> </td> <td style="font-size: 10pt"> </td> <td style="font-size: 10pt; white-space: nowrap; text-align: center">5.0</td> <td style="font-size: 10pt"> </td> <td style="font-size: 10pt"> </td> <td style="font-size: 10pt; white-space: nowrap; text-align: center">5.0</td> <td style="font-size: 10pt"> </td></tr> </table> The following table summarizes the Company's option activity: <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="font-size: 10pt; vertical-align: bottom"> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; font-weight: bold; text-align: left">Weighted Average Number of Shares (in thousands)</td><td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="6" style="border-bottom: Black 1.5pt solid; font-size: 10pt; font-weight: bold; text-align: center">Weighted Average Exercise Price</td><td style="font-size: 10pt; padding-bottom: 1.5pt; font-weight: bold"> </td> <td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="border-bottom: Black 1.5pt solid; font-size: 10pt; font-weight: bold; text-align: center">Contractual Term
 (in years)</td><td style="font-size: 10pt; padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom"> <td style="font-size: 10pt">Outstanding as of December 31, 2021</td><td style="font-size: 10pt"> </td> <td colspan="2" style="font-size: 10pt"> </td><td style="font-size: 10pt"> </td><td style="font-size: 10pt"> </td> <td colspan="2" style="font-size: 10pt"> </td><td style="font-size: 10pt"> </td> <td colspan="2" style="font-size: 10pt; text-align: center"> </td><td style="font-size: 10pt"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; width: 64%; padding-left: 9pt">As previously reported</td><td style="font-size: 10pt; width: 1%"> </td> <td style="font-size: 10pt; width: 1%; text-align: left"> </td><td style="font-size: 10pt; width: 9%; text-align: right">5,197</td> <td style="font-size: 10pt; width: 1%; text-align: left"> </td><td style="font-size: 10pt; width: 1%"> </td> <td style="font-size: 10pt; width: 1%; text-align: left">$</td><td style="font-size: 10pt; width: 9%; text-align: right">7.68</td><td style="font-size: 10pt; width: 1%; text-align: left"> </td><td style="font-size: 10pt; width: 1%"> </td> <td style="font-size: 10pt; width: 1%; text-align: left"> </td><td style="font-size: 10pt; width: 9%; text-align: center">2.5</td><td style="font-size: 10pt; width: 1%; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; padding-bottom: 1.5pt; padding-left: 9pt">Adjustments ⁽¹⁾</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">(1,100</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: right">(2.45</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: center">1.4</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; padding-left: 0.25in">As restated</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">4,097</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">5.23</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: center">3.9</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; padding-left: 9pt">Granted</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">6,853</td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">1.38</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: center">5.0</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: White"> <td style="font-size: 10pt">Outstanding as of December 31, 2022</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">9,165</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">3.51</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: center">4.2</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; padding-left: 9pt">Granted</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">5,340</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">1.38</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: center">5.0</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; padding-bottom: 1.5pt; padding-left: 9pt">Forfeited</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">(662</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: right">4.41</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: center">-sec-ix-hidden: hidden-fact-240; font-size: 10pt">-</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; padding-bottom: 4pt">Outstanding as of December 31, 2023</td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">13,843</td><td style="font-size: 10pt; padding-bottom: 2.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="font-size: 10pt; padding-bottom: 2.5pt; text-align: left"><span style="font-size: 10pt">$</td><td style="font-size: 10pt; padding-bottom: 4pt; text-align: right">2.64</td><td style="font-size: 10pt; padding-bottom: 2.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="font-size: 10pt; padding-bottom: 2.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 4pt; text-align: center">3.7</td><td style="font-size: 10pt; padding-bottom: 2.5pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: White"> <td style="font-size: 10pt"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: center"> </td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt">Vested as of December 31, 2022</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">6,413</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left">$</td><td style="font-size: 10pt; text-align: right">3.58</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: center">4.2</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: White"> <td style="font-size: 10pt">Vested as of December 31, 2023</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td

style="font-size: 10pt; text-align: right">8,803</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left">$</td><td style="font-size: 10pt; text-align: right">3,21</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: center">3.4</td><td style="font-size: 10pt; text-align: left"> </td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-indent: 28.55pt"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">The following table summarizes the exercise price range as of December 31, 2023 (in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p> <table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td colspan="2" style="border-bottom: Black 1.5pt solid; text-align: center">Exercise Price</td> <td style="padding-bottom: 1.5pt; text-align: center"> </td> <td style="padding-bottom: 1.5pt; text-align: center"> </td> <td colspan="2" style="border-bottom: Black 1.5pt solid; text-align: center">Outstanding Options</td> <td style="padding-bottom: 1.5pt; text-align: center"> </td> <td style="padding-bottom: 1.5pt; text-align: center"> </td> <td colspan="2" style="border-bottom: Black 1.5pt solid; text-align: center">Exercisable Options</td> <td style="padding-bottom: 1.5pt; text-align: center"> </td></tr> <tr style="background-color: #CCEEFF"> <td style="vertical-align: bottom; width: 1%">$</td> <td style="vertical-align: top; width: 31%; text-align: right">0.00 - 1.00</td> <td style="vertical-align: bottom; width: 1%"> </td> <td style="vertical-align: bottom; width: 1%"> </td> <td style="vertical-align: bottom; width: 1%"> </td> <td style="vertical-align: top; width: 31%; text-align: right"> 180 </td> <td style="vertical-align: bottom; width: 1%"> </td> <td style="vertical-align: bottom; width: 1%"> </td> <td style="vertical-align: bottom; width: 1%"> </td> <td style="vertical-align: top; width: 30%; text-align: right"> 10</td> <td style="vertical-align: bottom; width: 1%"> </td></tr> <tr style="background-color: white"> <td style="vertical-align: bottom">$</td> <td style="vertical-align: top; text-align: right">1.00 - 2.00</td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: top; text-align: right"> 5,695 </td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: top; text-align: right"> 1,935</td> <td style="vertical-align: bottom"> </td></tr> <tr style="background-color: #CCEEFF"> <td style="vertical-align: bottom">$</td> <td style="vertical-align: top; text-align: right">2.00 - 3.00</td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: top; text-align: right">6,359 </td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: top; text-align: right"> 5,318</td> <td style="vertical-align: bottom"> </td></tr> <tr style="background-color: white"> <td style="vertical-align: bottom">$</td> <td style="vertical-align: top; text-align: right">3.00 - 5.00</td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: top; text-align: right"> 65 </td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: top; text-align: right"> 65</td> <td style="vertical-align: bottom"> </td></tr> <tr style="background-color: #CCEEFF"> <td style="vertical-align: bottom"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">$</td> <td style="vertical-align: top; text-align: right">5.00 - 7.00</td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: top; text-align: right"> 726 </td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: top; text-align: right"> 713</td> <td style="vertical-align: bottom"> </td></tr> <tr style="background-color: white"> <td style="vertical-align: bottom">$</td> <td style="vertical-align: top; text-align: right">7.00 - 12.00</td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: bottom; border-bottom: black 1.5pt solid"> </td> <td style="vertical-align: top; border-bottom: black 1.5pt solid; text-align: right"> 818 </td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: bottom; border-bottom: black 1.5pt solid"> </td> <td style="vertical-align: top; border-bottom: black 1.5pt solid; text-align: right"> 762</td> <td style="vertical-align: bottom"> </td></tr> <tr style="vertical-align: bottom; background-color: #CCEEFF"> <td> </td> <td style="text-align: right"> </td> <td> </td> <td> </td> <td style="border-bottom: black 4.5pt double"> </td> <td style="border-bottom: black 4.5pt double; text-align: right">13,843</td> <td> </td> <td> </td> <td style="border-bottom: black 4.5pt double"> </td> <td style="border-bottom: black 4.5pt double; text-align: right">8,803</td> <td> </td></tr> </table>   The weighted average grant-date fair value of stock options granted during the years ended December 31, 2023 and 2022 was $1.38 per share and $2.39 per share, respectively, and as of December 31, 2023, total unrecognized compensation cost related to common stock options was $5.8 million, which is expected to be recognized over a period of 4.0 years.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"><i>Stock-based compensation</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 28.55pt"><i> </i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">The Company recognized stock-based compensation expense related to common stock options and restricted shares of common stock in the following expense categories of its consolidated statements of operations (in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="6" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Year Ended December 31,</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="text-align: center"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2023</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2022</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 76%; text-align: left">Research and development</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 9%; text-align: right">2,080</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">509</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Selling and marketing</td><td> </td> <td style="text-align: left"> </td> <td style="text-align: right">(279</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">494</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: 1.5pt">General and administrative</td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">2,470</td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">8,320</td><td style="padding-bottom: 1.5pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 4pt">Total stock-based compensation</td> <td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left">$</td><td style="border-bottom: Black 4pt double; text-align: right">4,271</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left">$</td><td style="border-bottom: Black 4pt double; text-align: right">9,323</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>   For the years ended December 31, 2023 and 2022, the statement of stockholders' equity was lower by $33 thousand and higher by $170 thousand, respectively, as compared to the statement of cash flows for timing differences between award dates and the realization of stock-based compensation expense.   In terms of new issuances, the Company issued 2,353,600 shares of common stock to employees in 2023 as performance and incentive awards (the "2023 Incentive Shares"), as compared to 20,000 in such awards in 2022. The 2023 Incentive Shares included 853,600 shares of common stock issued to 35 employees as payment in lieu of cash for 2022 performance bonuses (the "Bonus Incentive Shares") and 1,500,000 shares of common stock as long-term incentive bonuses to five employees identified as key technical staff (the "Retention Incentive Shares"). The Bonus Incentive Shares are restricted with the following vesting schedule: one-half vested on December 31, 2023 and one-half vesting on December 31, 2024. As of December 31, 2023, the Company canceled 23,600 of the issued shares that were forfeited by employees no longer with the Company. The Retention Incentive Shares are restricted and will vest annually in equal amounts over a five-year period as follows: twenty percent (20%) will vest on each of December 31, 2023, December 31, 2024, December 31, 2025, December 31, 2026, and December 31, 2027, subject to the grantee continuing to perform services for the Company in the capacity in which the grant was received on each applicable vesting date. In conjunction with these offerings, the Company recognized $1.1 million of stock-based compensation expense during the year ended December 31, 2023, and expects future expense related to these offerings to total $2.1 million over the remaining vesting periods.   Stock-based compensation for services   The Company recognized $284 thousand and $2.4 million during the years ended December 31, 2023 and 2022, respectively, in stock-based compensation for services in lieu of cash payments to certain consultants, including expenses for both shares issued and stock option awards granted. The difference in stock-based compensation for services on the statement of stockholders' equity as compared to the statement of cash flows for the years ended December 31, 2023 and 2022, was driven by approximately $2.3 million in shares awarded to a consultant who served as an advisor on the QPhoton Merger, comprised of 750,000 shares of common stock to Draper, Inc. and 750,000 shares of common stock to Carriage House Capital, Inc. The expense was recognized in 2022 at the time of the merger, though the shares were not awarded and issued until 2023. Also in 2023, the Company issued 75,000 shares of common stock to FMW Media Works as compensation for services rendered in support of marketing and communications.   In 2022, the Company issued 157,000 shares of common stock as compensation for services rendered in support of business development activities. 3000000300000001600000001000000170000001380000The following table presents the assumptions used in the Black-Scholes option-pricing model to determine the grant-date fair value of stock options granted:<table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="font-size: 10pt; vertical-align: bottom"> <td style="font-size: 10pt"> </td> <td style="font-size: 10pt"> </td> <td colspan="6" style="font-size: 10pt; text-align: center">Year Ended</td> <td style="font-size: 10pt"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom"> <td style="font-size: 10pt"> </td> <td style="font-size: 10pt"> </td> <td colspan="6" style="font-size: 10pt; border-bottom: black 1.5pt solid; text-align: center">December 31,</td> <td style="font-size: 10pt"> </td></tr> <tr style="font-size: 10pt;

vertical-align: bottom"> <td style="font-size: 10pt"> </td> <td style="font-size: 10pt"> </td> <td colspan="2" style="font-size: 10pt; border-bottom: black 1.5pt solid; text-align: center">2023</td> <td style="font-size: 10pt"> </td> <td style="font-size: 10pt"> </td> <td colspan="2" style="font-size: 10pt; border-bottom: black 1.5pt solid; text-align: center">2022</td> <td style="font-size: 10pt"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: #CCEEFF"> <td style="font-size: 10pt">Exercise price</td> <td style="font-size: 10pt"> </td> <td style="font-size: 10pt"> </td> <td style="font-size: 10pt; white-space: nowrap; text-align: center">$0.85 – 1.84</td> <td style="font-size: 10pt"> </td> <td style="font-size: 10pt"> </td> <td style="font-size: 10pt"> </td> <td style="font-size: 10pt; white-space: nowrap; text-align: center">$1.67 – 2.61</td> <td style="font-size: 10pt"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: white"> <td style="font-size: 10pt">Risk-free interest rate</td> <td style="font-size: 10pt"> </td> <td style="font-size: 10pt"> </td> <td style="font-size: 10pt; white-space: nowrap; text-align: center">4.7 – 5.0%</td> <td style="font-size: 10pt"> </td> <td style="font-size: 10pt"> </td> <td style="font-size: 10pt"> </td> <td style="font-size: 10pt; white-space: nowrap; text-align: center">0.6 – 4.5%</td> <td style="font-size: 10pt"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: #CCEEFF"> <td style="font-size: 10pt">Expected volatility</td> <td style="font-size: 10pt"> </td> <td style="font-size: 10pt"> </td> <td style="font-size: 10pt; white-space: nowrap; text-align: center">98 – 137%</td> <td style="font-size: 10pt"> </td> <td style="font-size: 10pt"> </td> <td style="font-size: 10pt"> </td> <td style="font-size: 10pt; white-space: nowrap; text-align: center">127 – 164%</td> <td style="font-size: 10pt"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: white"> <td style="font-size: 10pt; width: 76%">Expected dividend yield</td> <td style="font-size: 10pt; width: 1%"> </td> <td style="font-size: 10pt; width: 1%"> </td> <td style="font-size: 10pt; white-space: nowrap; width: 9%; text-align: center">0%</td> <td style="font-size: 10pt; width: 1%"> </td> <td style="font-size: 10pt; width: 1%"> </td> <td style="font-size: 10pt; width: 1%"> </td> <td style="font-size: 10pt; white-space: nowrap; width: 9%; text-align: center">0%</td> <td style="font-size: 10pt; width: 1%"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: #CCEEFF"> <td style="font-size: 10pt">Expected life of options (in years)</td> <td style="font-size: 10pt"> </td> <td style="font-size: 10pt"> </td> <td style="font-size: 10pt; white-space: nowrap; text-align: center">5.0</td> <td style="font-size: 10pt"> </td> <td style="font-size: 10pt"> </td> <td style="font-size: 10pt"> </td> <td style="font-size: 10pt; white-space: nowrap; text-align: center">5.0</td> <td style="font-size: 10pt"> </td></tr></table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p>0.851.841.672.610.0470.050.0060.0450.981.371.271.6400P5YP5YThe following table summarizes the Company's option activity:<table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="font-size: 10pt; vertical-align: bottom"> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; font-weight: bold; text-align: left">Weighted Average Number of Shares (in thousands)</td> <td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="6" style="border-bottom: Black 1.5pt solid; font-size: 10pt; font-weight: bold; text-align: center">Weighted Average Exercise Price</td><td style="font-size: 10pt; padding-bottom: 1.5pt; font-weight: bold"> </td> <td style="font-size: 10pt; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="border-bottom: Black 1.5pt solid; font-size: 10pt; font-weight: bold; text-align: center">Contractual Term
 (in years)</td><td style="font-size: 10pt; padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom"> <td style="font-size: 10pt">Outstanding as of December 31, 2021</td><td style="font-size: 10pt"> </td> <td colspan="2" style="font-size: 10pt"> </td><td style="font-size: 10pt"> </td><td style="font-size: 10pt"> </td> <td colspan="2" style="font-size: 10pt"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt"> </td><td colspan="2" style="font-size: 10pt; text-align: center"> </td><td style="font-size: 10pt"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; width: 64%; padding-left: 9pt">As previously reported</td><td style="font-size: 10pt; width: 1%"> </td> <td style="font-size: 10pt; width: 1%; text-align: left"> </td><td style="font-size: 10pt; width: 9%; text-align: right">5,197</td> <td style="font-size: 10pt; width: 1%; text-align: left"> </td><td style="font-size: 10pt; width: 1%"> </td> <td style="font-size: 10pt; width: 1%; text-align: left"><span style="font-size: 10pt">$</td><td style="font-size: 10pt; width: 9%; text-align: right">7.68</td><td style="font-size: 10pt; width: 1%; text-align: left"> </td><td style="font-size: 10pt; width: 1%"> </td> <td style="font-size: 10pt; width: 1%; text-align: left"> </td><td style="font-size: 10pt; width: 9%; text-align: center">2.5</td><td style="font-size: 10pt; width: 1%; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; padding-bottom: 1.5pt; padding-left: 9pt">Adjustments ⁽¹⁾</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">(1,100</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: right">(2.45</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: center">1.4</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; padding-left: 0.25in">As restated</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">4,097</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">5.23</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: center">3.9</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; padding-left: 9pt">Granted</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">6,853</td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">1.38</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: center">5.0</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; padding-bottom: 1.5pt; padding-left: 9pt">Forfeited</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">(1,785</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: right">3.17</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: center">–</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: White"> <td style="font-size: 10pt">Outstanding as of December 31, 2022</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">9,165</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">3.51</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: center">4.2</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; padding-left: 9pt">Granted</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">5,340</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">1.38</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: center">5.0</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: White"> <td style="font-size: 10pt; padding-bottom: 1.5pt; padding-left: 9pt">Forfeited</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font-size: 10pt; text-align: right">(662</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left">)</td><td style="font-size: 10pt; padding-bottom: 1.5pt"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: right">4.41</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td>

<td style="font-size: 10pt; padding-bottom: 1.5pt"> </td> <td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: center">-</td><td style="font-size: 10pt; padding-bottom: 1.5pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt; padding-bottom: 4pt">Outstanding as of December 31, 2023</td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: left"> </td><td style="border-bottom: Black 4pt double; font-size: 10pt; text-align: right">13,843</td><td style="font-size: 10pt; padding-bottom: 2.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="font-size: 10pt; padding-bottom: 2.5pt; text-align: left">$</td><td style="font-size: 10pt; padding-bottom: 4pt; text-align: right">2.64</td><td style="font-size: 10pt; padding-bottom: 2.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 4pt"> </td> <td style="font-size: 10pt; padding-bottom: 2.5pt; text-align: left"> </td><td style="font-size: 10pt; padding-bottom: 4pt; text-align: center">3.7</td><td style="font-size: 10pt; padding-bottom: 2.5pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: White"> <td style="font-size: 10pt"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right"> </td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: center"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-size: 10pt">Vested as of December 31, 2022</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">6,413</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"><span style="font-size: 10pt">$</td><td style="font-size: 10pt; text-align: right">3.58</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: center">4.2</td><td style="font-size: 10pt; text-align: left"> </td></tr> <tr style="font-size: 10pt; vertical-align: bottom; background-color: White"> <td style="font-size: 10pt">Vested as of December 31, 2023</td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: right">8,803</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left">$</td><td style="font-size: 10pt; text-align: right">3.21</td><td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt"> </td> <td style="font-size: 10pt; text-align: left"> </td><td style="font-size: 10pt; text-align: center">3.4</td><td style="font-size: 10pt; text-align: left"> </td></tr> </table>51970007.68P2Y6M-1100000-2.45P1Y4M24D40970005.23P3Y10M24D68530001.38P5Y17850003.1791650003.51P4Y2M12D53400001.38P5Y6620004.41138430002.64P3Y8M12D64130003.58P4Y2M12D

following table summarizes the exercise price range as of December 31, 2023 (in thousands):<table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td colspan="2" style="border-bottom: Black 1.5pt solid; text-align: center">Exercise Price</td> <td style="padding-bottom: 1.5pt; text-align: center"> </td> <td style="padding-bottom: 1.5pt; text-align: center"> </td> <td colspan="2" style="border-bottom: Black 1.5pt solid; text-align: center">Outstanding Options</td> <td style="padding-bottom: 1.5pt; text-align: center"> </td> <td style="padding-bottom: 1.5pt; text-align: center"> </td> <td colspan="2" style="border-bottom: Black 1.5pt solid; text-align: center">Exercisable Options</td> <td style="padding-bottom: 1.5pt; text-align: center"> </td></tr> <tr style="background-color: #CCEEFF"> <td style="vertical-align: bottom; width: 1%">$</td> <td style="vertical-align: top; width: 31%; text-align: right">0.00 – 1.00</td> <td style="vertical-align: bottom; width: 1%"> </td> <td style="vertical-align: bottom; width: 1%"> </td> <td style="vertical-align: bottom; width: 1%"> </td> <td style="vertical-align: top; width: 31%; text-align: right">180 </td> <td style="vertical-align: bottom; width: 1%"> </td> <td style="vertical-align: bottom; width: 1%"> </td> <td style="vertical-align: bottom; width: 1%"> </td> <td style="vertical-align: top; width: 30%; text-align: right">10</td> <td style="vertical-align: bottom; width: 1%"> </td></tr> <tr style="background-color: white"> <td style="vertical-align: bottom">$</td> <td style="vertical-align: top; text-align: right">1.00 – 2.00</td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: top; text-align: right">5,695 </td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: top; text-align: right">1,935</td> <td style="vertical-align: bottom"> </td></tr> <tr style="background-color: #CCEEFF"> <td style="vertical-align: bottom">$</td> <td style="vertical-align: top; text-align: right">2.00 – 3.00</td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: top; text-align: right">6,359 </td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: top; text-align: right">5,318</td> <td style="vertical-align: bottom"> </td></tr> <tr style="background-color: white"> <td style="vertical-align: bottom">$</td> <td style="vertical-align: top; text-align: right">3.00 – 5.00</td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: top; text-align: right">65 </td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: top; text-align: right">65</td> <td style="vertical-align: bottom"> </td></tr> <tr style="background-color: #CCEEFF"> <td style="vertical-align: bottom">$</td> <td style="vertical-align: top; text-align: right">5.00 – 7.00</td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: top; text-align: right">726 </td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: top; text-align: right">713</td> <td style="vertical-align: bottom"> </td></tr> <tr style="background-color: white"> <td style="vertical-align: bottom"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">$</td> <td style="vertical-align: top; text-align: right">7.00 – 12.00</td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: bottom; border-bottom: black 1.5pt solid"> </td> <td style="vertical-align: top; border-bottom: black 1.5pt solid; text-align: right">818 </td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: bottom"> </td> <td style="vertical-align: bottom; border-bottom: black 1.5pt solid"> </td> <td style="vertical-align: top; border-bottom: black 1.5pt solid; text-align: right">762</td> <td style="vertical-align: bottom"> </td></tr> <tr style="vertical-align: bottom; background-color: #CCEEFF"> <td> </td> <td style="text-align: right"> </td> <td> </td> <td> </td> <td style="border-bottom: black 4.5pt double"> </td> <td style="border-bottom: black 4.5pt double; text-align: right">13,843</td> <td> </td> <td> </td> <td style="border-bottom: black 4.5pt double"> </td> <td style="border-bottom: black 4.5pt double; text-align: right">8,803</td> <td> </td></tr> </table>011800001000012569500019350002363590005318000356500065000577260007130007128180007620001384300088030001.382.395800000P4YThe Company recognized stock-based compensation expense related to common stock options and restricted shares of common stock in the following expense categories of its consolidated statements of operations (in thousands):<table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="6" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Year Ended December 31,</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="text-align: center"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2023</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2022</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 76%; text-align: left">Research and development</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 9%; text-align: right">2,080</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">509</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Selling and marketing</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(279</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">494</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: 1.5pt">General and administrative</td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">2,470</td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">8,320</td><td style="padding-bottom: 1.5pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 4pt">Total stock-based compensation</td> <td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left">$</td><td style="border-bottom: Black 4pt double; text-align: right">4,271</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left">$</td><td style="border-bottom: Black 4pt double; text-align: right">9,323</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>2080000509000-2790004940002470000832000042710009323000330001700002353600200008536001500000236OP20Y0.201100000210000028400024000002300000230000075000075000

style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">Note 13 - Related Party Transactions   There were no related party transactions during the years ended December 31, 2023 and 2022. Note 14 - Operating Leases: The Company has use of space in five different locations, Hoboken, NJ, Tempe, AZ, Leesburg, VA, Arlington, VA, and Minneapolis, MN, under lease or membership agreements, which expire at various dates through October 31, 2028. The Company's leases do not provide an implicit rate, and the rates implicit in our leases are not readily determinable. Therefore, the Company uses its incremental borrowing rate as the discount rate when measuring operating lease assets and liabilities. The incremental borrowing rate represents an estimate of the interest rate the Company would incur at lease commencement to borrow an amount equal to the lease payments on a collateralized basis over the term of a lease. The Company's leases all contain options to extend or renew the lease or membership term. <p

style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> The table below reconciles the undiscounted future minimum lease payments under these operating leases to the total operating lease liabilities recognized on the consolidate balance sheet as of December 31, 2023 (in thousands):   <table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td style="text-align: left; font-weight: bold; border-bottom: Black 1.5pt solid">Year</td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Lease Payments
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The License Agreement enables the Company to commercially use technology such as licensed patents, licensed patent applications and licensed “Know-How”. QPhoton is also able to issue sublicenses for the technology under the agreement. The agreement is effective until the later of: (i) the 30-year anniversary of the effective date, or (ii) the expiration of the licensed patent or licensed patent application that is last to expire. As part of the merger of the Company and QPhoton, the Stevens License Agreement was assigned to the Company.   During the term of the agreement and prior to any commercialization or sublicensing of the technology by the Company, the Company shall be required to submit annual reports to the Stevens Institute reporting on all research, development, and efforts toward commercialization and/or sublicensing made during the year. Once any commercialization and/or sublicensing has been initiated, the Company shall deliver quarterly reports to the Stevens Institute reporting on the revenue received by the Company, all sublicenses derived from the sale of licensed products, and the net sales price associated with each transaction. The Company will be responsible for reimbursing Stevens for any costs associated with the prosecution and maintenance of the licensed patents and licensed patent applications moving forward.   Consideration for the agreement   As consideration for the license and other rights granted under the agreement, QPhoton agreed to pay the following: (i) $35 thousand within 30 days of execution of the agreement, (ii) $28 thousand within 30 days of each annual anniversary of the effective date, (iii) equity in the Company equivalent to nine percent of the membership units of the Company within 30 days of the execution of the agreement, and (iv) royalties of 3.5% of the Net Sales Price of each licensed product sold or licensed by the Company during the quarter then-ended, for which it also received payment, concurrent with the delivery of the relevant quarterly report.   <p style="font: 10pt Times New Roman, Times, Serif; margin:

0pt 0; text-align: justify">As of December 31, 2023, the Company has begun to commercialize some of the licensed technology, though the Company has not recorded any related revenue and hence has not incurred any royalty expenses payable to the Stevens Institute. As consideration for the license and other rights granted under the agreement, QPhoton agreed to pay the following: (i) $35 thousand within 30 days of execution of the agreement, (ii) $28 thousand within 30 days of each annual anniversary of the effective date, (iii) equity in the Company equivalent to nine percent of the membership units of the Company within 30 days of the execution of the agreement, and (iv) royalties of 3.5% of the Net Sales Price of each licensed product sold or licensed by the Company during the quarter then-ended, for which it also received payment, concurrent with the delivery of the relevant quarterly report. Note 16 - Subsequent Events   On January 31, 2024, BV Advisory and its chief executive officer, Keith Barksdale (the "BV Defendants"), alleged stockholders of and claimants against the Company, filed a motion for reconsideration of his original 2023 motion to dismiss. The motion and our opposition were argued before the Superior Court of New Jersey (the "NJ Court") on February 15, 2024. On March 7, 2024, the NJ Court issued an order, granting the BV Defendant's motion dismissing the Company's case on procedural grounds because, according to the NJ Court, the Company can assert its claims. On April 1, 2024, the Company filed a motion in New Jersey Superior Court for reconsideration of the Court's March 7, 2024 order dismissing the Company's defamation and fraud complaint (the "QCi v BV Complaint in NJ Court") against the BV Defendants on procedural grounds. On May 1, 2024, the NJ Court affirmed its initial order dismissing the case with prejudice and directed the Company to file its claims in Delaware. The Company, as plantiff on the QCi v BV Complaint in NJ Court, is currently evaluating whether it should file the claims in Delaware. On May 28, 2024, the Delaware Court of Chancery issued rulings dismissing the BV Advisory petition to appoint a receiver for the Company without prejudice and granting in part the Company's motion to dismiss the BV Advisory lawsuit for breach of contract and related claims, dismissing eight of the ten counts in the complaint. The Parties are working with the Court to schedule briefing and resolution of the two remaining counts.   From January 1, 2024, through March 1, 2024, the Company repaid $2,094,378 of principal and accrued interest on the Streeterville Unsecured Note, for a cumulative redemption amount of $9,094,378. As of March 1, 2024, the Company had fully repaid the Streeterville Unsecured Note.   On March 19, 2024, the Company entered into a Redemption and Waiver Agreement (the "Redemption Agreement") with the current holders (the "Series A Holders") of its Series A Preferred Stock. Pursuant to the Redemption Agreement, the Company agreed to redeem all outstanding shares of the Series A Preferred Stock for an aggregate cash purchase price of $8,195,000, or $5.50 per share, at its sole discretion, in 18 monthly payments (each a "Monthly Redemption Threshold" payment), which may be accelerated at the Company's sole discretion. In addition, the Series A Holders agreed to waive (the "Waivers"), on a month-by-month basis following each monthly payment, certain rights granted to them in (i) the Preferred Stock Certificate of Designation (the "Preferred Stock COD"), including for the accrual and payment of accrued and future dividends; and (ii) the Preferred Stock Securities Purchase Agreement (the "Preferred Stock SPA"). In the event the Company opts to not make a Monthly Redemption Threshold payment, the Waivers are forfeited and the terms revert to those detailed in the Preferred Stock COD and Preferred Stock SPA. As of September 9, 2024, the Company has redeemed 496,698 shares of Series A Preferred Stock for a cumulative redemption amount of $2.7 million in cash paid to the Series A Holders. As of September 9, 2024 there are 993,306 shares of Series A Preferred Stock issued and outstanding.   On August 6, 2024, the Company entered into a Securities Purchase Agreement with Streeterville, pursuant to which the Company issued and sold to Streeterville a Secured Convertible Promissory Note (the "Streeterville Secured Convertible Note") in the original principal amount of $8.25 million (the "Principal Amount"). The Principal Amount includes an original issue discount of $750 thousand. In exchange for the Streeterville Secured Convertible Note, Streeterville paid $7.5 million in cash. The Streeterville Secured Convertible Note accrues interest at a rate of 10% per annum and has a maturity date of 18 months from the Effective Date, unless earlier prepaid, redeemed or accelerated in accordance with its terms prior to such date. The Company intends to use the net proceeds from the sale of the Streeterville Secured Convertible Note primarily for general working capital purposes, including for (i) operations as the Company increases its sales and marketing efforts; (ii) capital expenditures in outfitting its chip fabrication facility in Tempe, AZ; and (iii) for any other planned or unplanned expenditures that might arise in support of the Company's business plan. Ascendiant Capital Markets, LLC served as the placement agent on the transaction and received a fee of $450 thousand.   There are no other events of a subsequent nature that in management's opinion are reportable. 209437820943789094378819500005.549669827000009933069933068250000750000750000000.10P18Y450000306400020590006300065000241000730003060002790014924500013194000060439000687030007681000074355000101000500003110002830009200024000233000131000900026000780001520002244000232800065600006977000036300543800066111000-17023000-19664000700001260001800002190003070003690004620001334000-13000-384000-5675000-6841000-17305000-20395000-5675000-6841000-17305000-20395000215000646000-5675000-7056000-17305000-21041000-0.06-0.06-0.1-0.1-0.19-0.19-0.33-0.33934800093048000715880007158800089063000890630006424600064246000682900012410009441600090002090860000-14357000065525000-13660002480005870005870002000200-5675000-5675000546300099300094416000900020967500-14924500060439000149000774510008800020063500013194000068703000166050001000146280001462900081950008195000-8195000-27320004970002180002473000247300014200013400013400017305000-17305000546300099300094416000900020967500014924500060439000149000067215000700018775100011804200069716000638000010008536000853700021500021500015000098400098400022000-22000-6841000-6841000149000075095000800001972490001250980007215900015000005596300060000169175000-10405700065124000152910002000276200022764000-10000110001000100064600064600023300002904000290400015000002407000240700020395000-20395

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However, at the present time manufacturing overhead, including depreciation and amortization expense related to production equipment, is not material and the primary components of cost of revenue are direct labor and direct materials, with a small amount of shipping expenses.   Accounts Receivable   Accounts receivable consists of amounts due from customers for work performed on contracts. The Company records accounts receivable at their net realizable value. Periodically the Company evaluates its accounts receivable to establish a provision for credit losses, when deemed necessary, based on the history of past write-offs, collections and current credit conditions. The customer accounts receivable as of September 30, 2024 are considered not fully collectible and thus the Company has recorded a provision for credit losses of $3.5 thousand; the customer accounts receivable as of December 31, 2023 are considered fully collectible.   Provision for Credit Losses   The Company estimates losses on loans and other financial instruments in accordance with Accounting Standards Update ("ASU") 2016-13, Measurement of Credit Losses on Financial Instruments. ASU 2016-13 introduces the current expected credit losses ("CECL") methodology for estimating allowances for credit losses. The CECL framework requires the Company to measure all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions and reasonable and supporting forecasts. Under CECL, the allowance for credit losses is measured as the difference between the financial asset's cost basis and the net amount expected to be collected on the financial asset. CECL allows us to use information about past events including historical loan loss experience, current conditions, and reasonable and supportable forecasts to assess the collectability of the financial assets. The receivables for financial assets as of September 30, 2024 and December 31, 2023 are not considered fully collectible and thus management has recorded a provision for credit losses. See Note 9, Loan Receivable, for additional information.   Inventory   Inventory is stated at the lower of cost or net realizable value. Cost is determined on a standard cost basis which approximates actual cost on a first in-first out method. Lower of cost or net realizable value is evaluated by considering obsolescence, excessive levels of inventory, deterioration and other factors. Adjustments to reduce the cost of inventory to its net realizable value, if required, are made for estimated excess, obsolescence or impaired inventory and are charged to cost of revenue. Once the cost of the inventory is reduced, a new lower-cost basis for that inventory is established, and subsequent changes in facts and circumstances do not result in the restoration or increase in that newly established cost basis. Factors influencing these adjustments include changes in demand, product life cycle and development plans, component cost trends, product pricing, physical deterioration and quality issues. Revisions to these adjustments would be required if these factors differ from our estimates.   Operating Leases   The Company determines if an arrangement is a lease at inception. Operating lease right-of-use ("ROU") assets are included in right-of-use assets, net on the consolidated balance sheets. The current and long-term components of operating lease liabilities are included in the current operating lease liabilities and noncurrent operating lease liabilities, respectively, on the consolidated balance sheets. Operating lease ROU assets and operating lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term. As most of the Company's leases do not provide an implicit rate, and the Company uses an incremental borrowing rate based on the information available at the commencement date in determining the present value of future payments. Certain leases may include options to extend or terminate the lease. Lease expense for minimum lease payments is recognized on a straight-line basis over the lease term. Leases with an initial term of 12 months or less are not recorded on the consolidated balance sheet. All of our operating leases are comprised of office space leases, and as of September 30, 2024 and December 31, 2023, we had no finance leases.   Business Combinations and Valuation of Goodwill   We account for business combinations under the acquisition method of accounting. This method requires the recording of acquired assets and assumed liabilities at their acquisition date fair values. The excess of the purchase price over the fair value of assets acquired and liabilities assumed is recorded as goodwill. Results of operations related to business combinations are included prospectively beginning with the date of acquisition and transaction costs related to business combinations are recorded withing general and administrative expenses.   The Company reviews goodwill for impairment on an annual basis or whenever events or changes in circumstances indicate the carrying value may not be recoverable. The Company performs an annual impairment test by comparing the fair value of a reporting unit with its carrying amount. An impairment charge should be recognized for the amount by which the carrying amount exceeds the reporting unit's fair value; however, the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. In addition, income tax effects from any tax-deductible goodwill carrying amount of the reporting unit should be considered when measuring the goodwill impairment loss, if applicable. The Company has determined that it has a single reporting unit for purposes of performing its goodwill impairment test. As the Company uses the market approach to assess impairment, its common stock price is an important component of the fair value calculation. If the Company's stock price continues to experience significant price and volume fluctuations, this will impact the fair value of the reporting unit and can lead to potential impairment in future periods. The Company performs its annual impairment test during the fourth quarter of each fiscal year. As of September 30, 2024, we had not identified any factors that indicated there was an impairment of our goodwill and determined that no additional impairment analysis was then required.   Property and Equipment   Property and equipment are stated at cost or contributed value. Depreciation of furniture, software and equipment is calculated using the straight-line method over their estimated useful lives, and leasehold improvements are amortized on a straight-line basis over the shorter of their estimated useful lives or the lease term. The cost and related accumulated depreciation of equipment retired or sold are removed from the accounts and any differences between the undepreciated amount and the proceeds from the sale are recorded as a gain or loss on sale of equipment. Maintenance and repairs are charged against expense as incurred.   Impairment of Long-Lived Assets   The Company has long-lived assets such as tangible property and equipment, identified intangible assets consisting of acquired patents and core technology. When events or changes in circumstances occur that could indicate the carrying value of long-lived assets may not be recoverable, the Company assesses recoverability by determining whether the undiscounted cash flows estimated to be generated by those assets are less than the carrying amounts of those assets. If the undiscounted cash flow is less, an impairment charge is recognized for the excess of the carrying amounts of these assets over the fair values. Fair values are determined by discounted future cash flows, appraisals or other methods.   During the three and nine months ended September 30, 2024 and 2023, the Company did not record any impairment from long-lived assets.   Fair Value of Financial Instruments   The carrying amount of certain financial instruments held by the Company, such as cash equivalents, accounts receivable, contract assets and liabilities, accounts payable, and accrued and other current liabilities, approximate fair value due to their short maturities. The carrying amount of the liabilities for the convertible preferred stock warrants represent their fair value. The carrying amounts of the Company's borrowings and lease liabilities approximate fair value due to the market interest rates that these obligations bear and interest rates currently available to the Company. Fair value is defined as the exchange price that would be received for an asset or an exit price paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. 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See Note 11, Capital Stock - Warrants, for a full discussion of the warrant liability.   Research and Development Costs   Research and development costs include costs directly attributable to the conduct of research and development programs, including the cost of services provided by outside contractors, acquiring work-in-progress intellectual property, development, and mandatory compliance fees and contractual obligations. All costs associated with research and development are expensed as incurred.   Software Development Costs   Software development costs incurred subsequent to the establishment of technological feasibility for software intended to be sold, licensed or otherwise marketed to customers will be capitalized, but development costs not meeting the criteria for capitalization are expensed as incurred. With respect to internal use software, the Company will capitalize such development costs incurred during the application development stage, but development costs incurred prior to that stage will be expensed as incurred. No amortization expense will be recorded until the software is ready for its intended use. To date the Company has not incurred any material capitalizable software development costs.   Stock-based Compensation   Stock-based compensation expense for expected-to-vest awards is valued under the single-option approach and amortized on a straight-line basis, accounting for actual pre-vesting forfeitures as they occur. We utilize the Black-Scholes pricing model in order to determine the fair value of stock-based option awards. The Black-Scholes pricing model requires various highly subjective assumptions including volatility, expected option life, and risk-free interest rate. The assumptions used in calculating the fair value of share-based payment awards represent management's best estimates. These estimates involve inherent uncertainties and the application of management judgment. If factors change and different assumptions are used, our stock-based compensation expense could be materially different in the future.   Income Taxes   The Company uses the asset and liability method of accounting for income taxes. Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Deferred tax expense or benefit is the result of changes in the deferred tax assets and liabilities. Valuation allowances are established when necessary to reduce deferred tax assets where, based upon the available evidence, management concludes that it is more-likely-than-not that the deferred tax assets will not be realized. Realization of deferred tax assets is also dependent upon future earnings, if any, the timing and amount of which are uncertain. The Company records a liability for the uncertain tax positions taken or expected to be taken on the Company's tax return when it is more-likely-than-not that the tax position might be challenged despite the Company's belief that the tax return positions are fully supportable, and additional taxes will be due as a result. To the extent that the assessment of such tax positions changes, for example, based on the outcome of a tax audit, the change in estimate is recorded in the period in which the determination is made. The provision for income taxes includes the impact of provisions for uncertain tax positions.   Loss Per Share   Basic net loss per common share is computed by dividing net loss by the weighted average number of common shares outstanding during the period. Diluted net loss per common share is computed by dividing net loss attributable to common stockholders by the weighted average number of common shares outstanding, plus the number of additional common shares that would have been outstanding if the common share equivalents had been issued (computed using the "If-Converted" method), unless the effect of such issuances would have been anti-dilutive.   Recently Issued Accounting Pronouncements   From time to time, new accounting pronouncements are issued by the FASB or other standard setting bodies that are adopted by the Company as of the specified effective date. Unless otherwise discussed, we believe that the impact of recently issued standards that are not yet effective will not have a material impact on our financial position or results of operations upon adoption. The Company has evaluated the recently implemented accounting standards and concluded that none currently apply to the Company. Basis of Presentation and Principles of Consolidation: The Company prepares its consolidated financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") as determined by the Financial Accounting Standards Board (the "FASB"), including Accounting Standards Codification ("ASC") 810, Consolidation. The accompanying unaudited condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation. The Company's fiscal year end is December 31. Reclassifications Certain reclassifications have been made to the fiscal year 2023 audited consolidated financial statements to conform to the presentation in the three and nine months ended September 30, 2024. The reclassifications had no impact on consolidated net loss, total consolidated assets, total consolidated liabilities, or consolidated stockholders' equity. Risk and Uncertainties The Company is subject to certain risks and uncertainties and believes changes in any of the following areas could have a material adverse effect on the Company's future consolidated financial position or consolidated results of operations or cash flows: new product development, including market receptivity; litigation or claims against the Company based on intellectual property, patent, product regulation or other factors; competition from other products; general economic conditions; the ability to attract and retain qualified employees; and, ultimately, to sustain profitable operations. Use of Estimates These unaudited condensed consolidated financial statements have been prepared in accordance with U.S. GAAP, which requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the unaudited condensed consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Some of the more significant estimates required to be made by management include the valuation of goodwill and intangible assets, deferred tax assets, equity-based transactions and liquidity assessment. Actual results may differ from these estimates. Cash and Cash Equivalents Highly liquid investments with a maturity of three months or less when purchased are considered to be cash equivalents. The Company maintains its cash in mutual funds and deposit and money market accounts with high quality financial institutions which, at times, may exceed federally insured limits. As of September 30, 2024 and December 31, 2023, the Company had $2.3 million and $2.1 million, respectively, in cash equivalents invested in mutual funds. 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Fair value is defined as the exchange price that would be received for an asset or an exit price paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The fair value hierarchy defines a three-level valuation hierarchy for disclosure of fair value measurements as follows: <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; background-color: white; border-collapse: collapse"> <tr> <td style="width: 24px"> </td> <td style="white-space: nowrap; vertical-align: top; width: 48px; text-align: justify">Level 1</td> <td style="text-align: justify">Unadjusted quoted prices in active markets for identical assets or liabilities;</td></tr> </table><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; background-color: white; border-collapse: collapse"> <tr> <td style="width: 24px"> </td> <td style="white-space: nowrap; vertical-align: top; width: 48px; text-align: justify">Level 2</td> <td style="text-align: justify">Inputs other than quoted prices included within Level 1 that are observable, unadjusted 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 related assets or liabilities; and</td></tr> </table><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; background-color: white; border-collapse: collapse"> <tr> <td style="width: 24px"> </td> <td style="white-space: nowrap; vertical-align: top; width: 48px; text-align: justify">Level 3</td> <td style="text-align: justify">Unobservable inputs that are supported by little or no market activity for the related assets or liabilities.</td></tr> </table> The categorization of a financial instrument within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. As of September 30, 2024 and December 31, 2023, the Company had $2.3 million of the $3.1 million cash and cash equivalents and $793 thousand of the $2.1 million cash and cash equivalents, respectively, in Level 1 assets, comprised of U.S. Government mutual funds, and $666 thousand and no carrying value, respectively, for Level 3 liabilities, which are comprised of derivative and warrant liabilities. See Note 11, Capital Stock – Warrants, for a full discussion of the warrant liability. 2300000310000079300021000006660000 Research and Development Costs Research and development costs include costs directly attributable to the conduct of research and development programs, including the cost of services provided by outside contractors, acquiring work-in-progress intellectual property, development, and mandatory compliance fees and contractual obligations. All costs associated with research and development are expensed as incurred. Software Development Costs Software development costs incurred subsequent to the establishment of technological feasibility for software intended to be sold, licensed or otherwise marketed to customers will be capitalized, but development costs not meeting the criteria for capitalization are expensed as incurred. With respect to internal use software, the Company will capitalize such development costs incurred during the application development stage, but development costs incurred prior to that stage will be expensed as incurred. No amortization expense will be recorded until the software is ready for its intended use. To date the Company has not incurred any material capitalizable software development costs. Stock-based Compensation Stock-based compensation expense for expected-to-vest awards is valued under the single-option approach and amortized on a straight-line basis, accounting for actual pre-vesting forfeitures as they occur. We utilize the Black-Scholes pricing model in order to determine the fair value of stock-based option awards. The Black-Scholes pricing model requires various highly subjective assumptions including volatility, expected option life, and risk-free interest rate. The assumptions used in calculating the fair value of share-based payment awards represent management's best estimates. These estimates involve inherent uncertainties and the application of management judgment. If factors change and different assumptions are used, our stock-based compensation expense could be materially different in the future. Income Taxes The Company uses the asset and liability method of accounting for income taxes. Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Deferred tax expense or benefit is the result of changes in the deferred tax assets and liabilities. Valuation allowances are established when necessary to reduce deferred tax assets where, based upon the available evidence, management concludes that it is more-likely-than-not that the deferred tax assets will not be realized. Realization of deferred tax assets is also dependent upon future earnings, if any, the timing and amount of which are uncertain. The Company records a liability for the uncertain tax positions taken or expected to be taken on the Company's tax return when it is more-likely-than-not that the tax position might be challenged despite the Company's belief that the tax return positions are fully supportable, and additional taxes will be due as a result. To the extent that the assessment of such tax positions changes, for example, based on the outcome of a tax audit, the change in estimate is recorded in the period in which the determination is made. The provision for income taxes includes the impact of provisions for uncertain tax positions. Loss Per Share Basic net loss per common share is computed by dividing net loss by the weighted average number of common shares outstanding during the period. Diluted net loss per common share is computed by dividing net loss attributable to common stockholders by the weighted average number of common shares outstanding, plus the number of additional common shares that would have been outstanding if the common share equivalents had been issued (computed using the "If-Converted" method), unless the effect of such issuances would have been anti-dilutive. Recently Issued Accounting Pronouncements From time to time, new accounting pronouncements are issued by the FASB or other standard setting bodies that are adopted by the Company as of the specified effective date. Unless otherwise discussed, we believe that the impact of recently issued standards that are not yet effective will not have a material impact on our financial position or results of operations upon adoption. The Company has evaluated the recently implemented accounting standards and concluded that none currently apply to the Company. Note 3. Net Loss per Common Share   The following table sets forth the computation of basic and diluted loss per share (in thousands, except per share data):   <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"> <tr style="vertical-align: bottom"> <td> </td> <td> </td> <td colspan="6" style="border-bottom: black 1.5pt solid"> Three Months Ended September 30, </td> <td> </td> <td colspan="6" style="border-bottom: black 1.5pt solid"> Nine Months Ended September 30, </td> <td> </td></tr> <tr style="vertical-align: bottom"> <td> </td> <td> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center">2024</td> <td> </td> <td> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center">2023</td>

<td> </td> <td> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center">2024</td> <td> </td> <td> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center">2023</td> <td> </td></tr> <tr style="vertical-align: bottom"> <td>Numerator:</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> <td colspan="2"> </td> <td> </td> <td> </td> <td colspan="2"> </td> <td> </td></tr> <tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="width: 52%; padding-left: 9pt">Net loss</td> <td style="width: 1%"> </td> <td style="width: 1%">$</td> <td style="width: 9%; text-align: right">(5,675</td> <td style="width: 1%">)</td> <td style="width: 1%"> </td> <td style="width: 1%">$</td> <td style="width: 9%; text-align: right">(6,841</td> <td style="width: 1%">)</td> <td style="width: 1%"> </td> <td style="width: 1%">$</td> <td style="width: 9%; text-align: right">(17,305</td> <td style="width: 1%">)</td> <td style="width: 1%"> </td> <td style="width: 1%">$</td> <td style="width: 9%; text-align: right">(20,395</td> <td style="width: 1%">)</td></tr> <tr style="vertical-align: bottom; background-color: white"> <td style="padding-left: 9pt">Less: Series A convertible preferred stock dividends</td> <td> </td> <td style="border-bottom: black 1.5pt solid"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right">-</td> <td> </td> <td> </td> <td style="border-bottom: black 1.5pt solid"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right">(215</td> <td>)</td> <td> </td> <td style="border-bottom: black 1.5pt solid"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right">-</td> <td> </td> <td> </td> <td style="border-bottom: black 1.5pt solid; text-align: right">(646</td> <td>)</td></tr> <tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="padding-left: 0.25in; text-indent: -9pt">Net loss attributable to common stockholders - basic and diluted</td> <td> </td> <td style="border-bottom: black 4.5pt double">$</td> <td style="border-bottom: black 4.5pt double; text-align: right">(5,675</td> <td>)</td> <td> </td> <td style="border-bottom: black 4.5pt double">$</td> <td style="border-bottom: black 4.5pt double; text-align: right">(7,056</td> <td>)</td> <td> </td> <td style="border-bottom: black 4.5pt double">$</td> <td style="border-bottom: black 4.5pt double; text-align: right">(17,305</td> <td>)</td> <td> </td> <td style="border-bottom: black 4.5pt double">$</td> <td style="border-bottom: black 4.5pt double; text-align: right">(21,041</td> <td>)</td></tr> <tr style="vertical-align: bottom; background-color: white"> <td>Denominator:</td> <td> </td> <td> </td> <td> </td> <td style="text-align: right"> </td> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> <td style="text-align: right"> </td> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> <td style="text-align: right"> </td> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> <td style="text-align: right"> </td> <td> </td> <td> </td></tr> <tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="padding-left: 0.25in; text-indent: -9pt">Weighted average shares used in computing net loss per common share - basic and diluted</td> <td> </td> <td style="border-bottom: black 1.5pt solid"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right">93,048</td> <td> </td> <td> </td> <td style="border-bottom: black 1.5pt solid"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right">71,588</td> <td> </td> <td> </td> <td style="border-bottom: black 1.5pt solid"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right">89,063</td> <td> </td> <td> </td> <td style="border-bottom: black 1.5pt solid"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right">64,246</td> <td> </td></tr> <tr style="vertical-align: bottom; background-color: white"> <td style="padding-left: 9pt">Net loss per common share - basic and diluted</td> <td> </td> <td style="border-bottom: black 4.5pt double">$</td> <td style="border-bottom: black 4.5pt double; text-align: right">(0.06</td> <td>)</td> <td> </td> <td style="border-bottom: black 4.5pt double">$</td> <td style="border-bottom: black 4.5pt double; text-align: right">(0.10</td> <td>)</td> <td> </td> <td style="border-bottom: black 4.5pt double">$</td> <td style="border-bottom: black 4.5pt double; text-align: right">(0.19</td> <td>)</td> <td> </td> <td style="border-bottom: black 4.5pt double"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">$</td> <td style="border-bottom: black 4.5pt double; text-align: right">(0.33</td> <td>)</td></tr> </table>   Net loss per share is based on the weighted average number of the Company's common shares and common share equivalents outstanding during the period. In periods with a reported net loss, the effect of anti-dilutive stock options, unvested restricted common stock and warrants are excluded and diluted loss per share is equal to basic loss per share. Due to a net loss in the three and nine months ended September 30, 2024 and 2023, there were therefore no dilutive securities and hence basic and diluted loss per share were the same. The following is a summary of the weighted average common stock equivalents for the securities outstanding during the respective periods that have been excluded from the computation of diluted net loss per common share, as their effect would be anti-dilutive (in thousands):   <table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td> </td><td style="padding-bottom: 1.5pt"> </td> <td colspan="6" style="text-align: center; border-bottom: Black 1.5pt solid"> Three Months Ended September 30, </td><td style="padding-bottom: 1.5pt"> </td><td style="padding-bottom: 1.5pt"> </td> <td colspan="6" style="text-align: center; border-bottom: Black 1.5pt solid"> Nine Months Ended September 30, </td><td style="padding-bottom: 1.5pt"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2024</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2023</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2024</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2023</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 52%">Warrants</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 9%; text-align: right">2,212</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">5,973</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">2,538</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">6,092</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td>Options</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">12,407</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">13,069</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">12,882</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">11,410</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: 1.5pt">Unvested restricted common stock</td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">2,997</td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">1,783</td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">2,997</td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">771</td><td style="padding-bottom: 1.5pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 4pt">Total potentially dilutive shares</td><td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left"> </td><td style="border-bottom: Black 4pt double; text-align: right">17,616</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left"> </td><td style="border-bottom: Black 4pt double; text-align: right">20,825</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left"> </td><td style="border-bottom: Black 4pt double; text-align: right">18,417</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left"> </td><td style="border-bottom: Black 4pt double; text-align: right">18,273</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>   As all potentially dilutive securities are anti-dilutive as of September 30, 2024 and 2023, diluted net loss per share is the same as basic net loss per share for each period. The following table sets forth the computation of basic and diluted loss per share (in thousands, except per share data):<table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"> <tr style="vertical-align: bottom"> <td> </td> <td> </td> <td colspan="6" style="border-bottom: black 1.5pt solid"> Three Months Ended September 30, </td> <td> </td> <td colspan="6" style="border-bottom: black 1.5pt solid"> Nine Months Ended September 30, </td> <td> </td></tr> <tr style="vertical-align: bottom"> <td> </td> <td> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center">2024</td> <td> </td> <td> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center">2023</td> <td> </td> <td> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center">2024</td> <td> </td> <td> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center">2023</td> <td> </td></tr> <tr style="vertical-align: bottom"> <td>Numerator:</td> <td> </td> <td colspan="2" style="text-align:

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text-align: right">71,588</td> <td> </td> <td> </td> <td> </td> <td style="border-bottom: black 1.5pt solid"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right">89,063</td> <td> </td> <td> </td> <td> </td> <td style="border-bottom: black 1.5pt solid"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right">64,246</td> <td> </td></tr> <tr style="vertical-align: bottom; background-color: white"> <td style="padding-left: 9pt">Net loss per common share – basic and diluted</td> <td> </td> <td style="border-bottom: black 4.5pt double">$</td> <td style="border-bottom: black 4.5pt double; text-align: right">(0.06</td> <td>)</td> <td> </td> <td style="border-bottom: black 4.5pt double">$</td> <td style="border-bottom: black 4.5pt double; text-align: right">(0.10</td> <td>)</td> <td> </td> <td style="border-bottom: black 4.5pt double">$</td> <td style="border-bottom: black 4.5pt double; text-align: right">(0.19</td> <td>)</td> <td> </td> <td style="border-bottom: black 4.5pt double"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">$</td> <td style="border-bottom: black 4.5pt double; text-align: right">(0.33</td> <td>)</td></tr> </table>-5675000-6841000-17305000-20395000215000646000-5675000-5675000-7056000-7056000-17305000-17305000-21041000-21041000930480009304800071588000715880008906300089063000896300064246000642460000.06-0.06-0.1-0.1-0.19-0.19-0.33-0.33The following is a summary of the weighted average common stock equivalents for the securities outstanding during the respective periods that have been excluded from the computation of diluted net loss per common share, as their effect would be anti-dilutive (in thousands):<table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td> </td><td style="padding-bottom: 1.5pt"> </td> <td colspan="6" style="text-align: center; border-bottom: Black 1.5pt solid"> Three Months Ended September 30, </td><td style="padding-bottom: 1.5pt"> </td><td style="padding-bottom: 1.5pt"> </td> <td colspan="6" style="text-align: center; border-bottom: Black 1.5pt solid"> Nine Months Ended September 30, </td><td style="padding-bottom: 1.5pt"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2024</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2023</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2024</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2023</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 52%">Warrants</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 9%; text-align: right">2,212</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">5,973</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">2,538</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">6,092</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td>Options</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">12,407</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">13,069</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">12,882</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">11,410</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: 1.5pt">Unvested restricted common stock</td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">2,997</td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">1,783</td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">2,997</td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">771</td><td style="padding-bottom: 1.5pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 4pt">Total potentially dilutive shares</td><td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left"> </td><td style="border-bottom: Black 4pt double; text-align: right">17,616</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left"> </td><td style="border-bottom: Black 4pt double; text-align: right">20,825</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left"> </td><td style="border-bottom: Black 4pt double; text-align: right">18,417</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left"> </td><td style="border-bottom: Black 4pt double; text-align: right">18,273</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>22120005973000253800060920001240700013069000128820001141000029970001783000299700077100017616000208250001841700018273000 Note 4. Income Taxes   Income tax expense attributable to pretax loss from continuing operations differed from the amounts computed by applying the U.S. federal income tax rate of 21% to pretax loss from continuing operations as a result of both temporary and permanent differences in the U.S. GAAP vs tax treatment of certain types of expenses, including stock-based compensation, depreciation and amortization, research and development and meals and entertainment. Additionally, the Company's policy is to account for interest and penalties as income tax expense. As of September 30, 2024 and December 31, 2023, the Company had no interest related to unrecognized tax benefits, and no amounts for penalties related to unrecognized tax benefits were recognized in the provision for income taxes. We do not anticipate any significant change within 12 months of this reporting date.   As of September 30, 2024, in addition to the $15.6 million in tax-effected NOL carryforwards, at an assumed tax rate of 26%, the significant components of the Company's net deferred tax assets included stock-based compensation of $11.7 million, capitalized research and development expenditures of approximately $2.5 million and an intangible asset basis difference of approximately $1.1 million. The Company believes that it is more likely than not that the benefit from the net deferred tax assets will not be realized. Accordingly, it has provided a full valuation allowance on any potential deferred tax assets. The valuation allowance increased by approximately $4.0 million for the period ended September 30, 2024, as compared to the year ended December 31, 2023. The provision for income taxes is not material in the years presented due to there being no taxable income.   The Company has federal R&D credit carryforwards of approximately $623 thousand for the period ended September 30, 2024, which will be applied against payroll taxes, not against income taxes. The Company has no state R&D credit carryforwards.   The Company files income tax returns in the U.S. federal jurisdiction and various state jurisdictions, with varying statutes of limitations. The tax years from inception through 2024 remain open to examination due to the carryover of unused net operating losses that are being carried forward for tax purposes.
0.21156000000.261170000025000001100000400000006230000 Note 5. Intangible Assets and Goodwill   As a result of the merger with QPhoton in June 2022 (the "QPhoton Merger"), the Company has the following amounts related to

intangible assets (in thousands):   <table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="10" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">September 30, 2024</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="10" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">December 31, 2023</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Gross Carrying Amount</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Accumulated Amortization</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Net Carrying Amount</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Gross Carrying Amount</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Accumulated Amortization</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Net Carrying Amount</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 28%; text-align: left; text-indent: -9pt; padding-left: 9pt">Non-compete agreement with founder</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 9%; text-align: right">3,251</td><td style="width: 1%; text-align: left"> </td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 9%; text-align: right">(2,528</td><td style="width: 1%; text-align: left">)</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 9%; text-align: right">723</td><td style="width: 1%; text-align: left"> </td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 9%; text-align: right">3,251</td><td style="width: 1%; text-align: left"> </td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 9%; text-align: right">(1,715</td><td style="width: 1%; text-align: left">)</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 9%; text-align: right">1,536</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left; text-indent: -9pt; padding-left: 9pt">Website domain name and trademark</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,009</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(471</td><td style="text-align: left">) </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">538</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,009</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(320</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">689</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: 1.5pt; text-indent: -9pt; padding-left: 9pt">Technology and licensed patents</td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">12,731</td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">(4,244</td><td style="padding-bottom: 1.5pt; text-align: left">)</td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">8,487</td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt"> </td><td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">12,731</td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">(2,880</td><td style="padding-bottom: 1.5pt; text-align: left">)</td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">9,851</td><td style="padding-bottom: 1.5pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 2.5pt; text-indent: -9pt; padding-left: 9pt">Total</td><td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left">$</td><td style="border-bottom: Black 4pt double; text-align: right">16,991</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left">$</td><td style="border-bottom: Black 4pt double; text-align: right">(7,243</td><td style="padding-bottom: 2.5pt; text-align: left">)</td><td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left">$</td><td style="border-bottom: Black 4pt double; text-align: right">9,748</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left">$</td><td style="border-bottom: Black 4pt double; text-align: right">16,991</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left">$</td><td style="border-bottom: Black 4pt double; text-align: right">(4,915</td><td style="padding-bottom: 2.5pt; text-align: left">)</td><td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left">$</td><td style="border-bottom: Black 4pt double; text-align: right">12,076</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table> The amortization expense of the Company's intangible assets for the three and nine months ended September 30, 2024 and 2023 was approximately $780 thousand and $2.3 million, respectively. The Company expects future amortization expense to be the following (in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td style="text-align: left"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Amortization</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; width: 88%">2024 (remaining three months)</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 9%; text-align: right">776</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left">2025</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,472</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">2,021</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left">2027</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,903</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">2028</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,819</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 1.5pt">Thereafter</td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">757</td><td style="padding-bottom: 1.5pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 4pt">Total</td><td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left">$</td><td style="border-bottom: Black 4pt double; text-align: right">9,748</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>   The Company recorded goodwill resulting from the QPhoton Merger, calculated as the difference between the total purchase price and the value of tangible and intangible assets acquired less the liabilities assumed. The Company recorded goodwill of $55.6 million resulting from the QPhoton Merger.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p> <p style="text-align: justify; font: 10pt Times New Roman, Times, Serif; margin: 0pt 0">The Company considered the intangible assets and goodwill for indicators of impairment as of September 30, 2024 and concluded there were no indicators of impairment at that time.</p>As a result of the merger with QPhoton in June 2022 (the "QPhoton Merger"), the Company has the following amounts related to intangible assets (in thousands):<table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="10" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">September 30, 2024</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="10" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">December 31, 2023</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Gross Carrying Amount</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Accumulated Amortization</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Net Carrying Amount</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Gross Carrying Amount</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Accumulated Amortization</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Net Carrying Amount</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 28%; text-align: left; text-indent: -9pt; padding-left: 9pt">Non-compete agreement with founder</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 9%; text-align: right">3,251</td><td style="width: 1%; text-align: left"> </td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 9%; text-align: right">(2,528</td><td style="width: 1%; text-align: left">)</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 9%; text-align: right">723</td><td style="width: 1%; text-align: left"> </td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 9%; text-align: right">3,251</td><td style="width: 1%; text-align: left"> </td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 9%; text-align: right">(1,715</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">1,536</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left; text-indent: -9pt; padding-left: 9pt">Website domain name and trademark</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,009</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(471</td><td style="text-align: left">) </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">538</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,009</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(320</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">689</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: 1.5pt; text-indent: -9pt; padding-left: 9pt">Technology and licensed patents</td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">12,731</td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">(4,244</td><td style="padding-bottom: 1.5pt; text-align: left">)</td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">8,487</td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt"> </td><td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">12,731</td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">(2,880</td><td style="padding-bottom: 1.5pt; text-align: left">)</td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">9,851</td><td style="padding-bottom: 1.5pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 2.5pt; text-indent: -9pt; padding-left: 9pt">Total</td><td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left">$</td><td style="border-bottom: Black 4pt double; text-align: right">16,991</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left">$</td><td style="border-bottom: Black 4pt double; text-align: right">(7,243</td><td style="padding-bottom: 2.5pt; text-align: left">)</td><td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left">$</td><td style="border-bottom: Black 4pt double; text-align: right">9,748</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left">$</td><td style="border-bottom: Black 4pt double; text-align: right">16,991</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td

style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left">$</td><td style="border-bottom: Black 4pt double; text-align: right">(4,915</td><td style="padding-bottom: 2.5pt; text-align: left">)</td><td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left">$</td><td style="border-bottom: Black 4pt double; text-align: right">12,076</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table> 325100025280007230003251000171500015360001009000471000538000100900032000068900012731000424400084870001273100028800009851000169910003; amortization expense of the Company's intangible assets for the three and nine months ended September 30, 2024 and 2023 was approximately $780 thousand and $2.3 million, respectively. The Company expects future amortization expense to be the following (in thousands):<table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td style="text-align: left"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Amortization</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; width: 88%">2024 (remaining three months)</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 9%; text-align: right">776</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left">2025</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,472</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">2,021</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left">2027</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,903</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">2028</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,819</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 1.5pt">Thereafter</td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">757</td><td style="padding-bottom: 1.5pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 4pt">Total</td><td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left">$</td><td style="border-bottom: Black 4pt double; text-align: right">9,748</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr>
</table>78000078000023000002300000776000247200020210001903000181900075700097480005560000 Note 6. Property and Equipment   The Company's property and equipment are primarily located at the Company's leased facilities in Hoboken, NJ and Tempe, AZ and consist of (in thousands):   <table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">September 30,
 2024</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">December 31,
 2023</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 76%; text-align: left">Computer and lab equipment</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 9%; text-align: right">5,899</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">2,999</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Network equipment</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">29</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">29</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">32</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">32</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td>Software</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">77</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">49</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: 1.5pt">Leasehold improvements</td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">275</td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">33</td><td style="padding-bottom: 1.5pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Total cost of property and equipment</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">6,312</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">3,142</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: 1.5pt">Accumulated depreciation</td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">(486</td><td style="padding-bottom: 1.5pt; text-align: left">)</td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">(272</td><td style="padding-bottom: 1.5pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 4pt">Property and equipment, net</td><td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left">$</td><td style="border-bottom: Black 4pt double; text-align: right">5,826</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left">$</td><td style="border-bottom: Black 4pt double; text-align: right">2,870</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>   The Company recorded depreciation expense of $75 thousand and $76 thousand during the three months ended September 30, 2024 and 2023, respectively, and $214 thousand and $203 thousand during the nine months ended September 30, 2024 and 2023, respectively, using useful lives of the Company's long-lived assets as follows:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Estimated
 Useful Life
 (Years)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 88%; text-align: left">Computer and laboratory equipment</td><td style="width: 1%"> </td> <td style="width: 11%; text-align: center">5</td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Network equipment</td><td> </td> <td style="text-align: center">4</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: center">7</td></tr> <tr style="vertical-align: bottom; background-color: White"> <td>Software</td><td> </td> <td style="text-align: center">3</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="vertical-align: top; text-align: left">Leasehold improvements</td><td> </td> <td style="text-align: center">Lessor of lease term or 5</td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">Maintenance and repairs are charged to operations when incurred. When property and equipment are sold or otherwise disposed, the asset account and related accumulated depreciation and amortization accounts are relieved, and any gain or loss is included in other income or expense.</p>The Company's property and equipment are primarily located at the Company's leased facilities in Hoboken, NJ and Tempe, AZ and consist of (in thousands):<table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">September 30,
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</table>5899000299900029000290003200032000770004900027500033000631200031420004860002720005826000287000075000760000214000203000P5YP4YP7YP3YLes of lease term or 5 Note 7. Operating Leases   As of September 30, 2024, the Company has use of space in three different locations, Hoboken, NJ, Tempe, AZ, and Arlington, VA, under lease or membership agreements, which expire at various dates through November 30, 2028. The Company's leases do not provide an implicit rate, and the rates implicit in our leases are not readily determinable. Therefore, the Company uses its incremental borrowing rate as the discount rate when measuring operating lease assets and liabilities. The incremental borrowing rate represents an estimate of the interest rate the Company would incur at lease commencement to borrow an amount equal to the lease payments on a collateralized basis over the term of a lease. The

*Company's leases all contain options to extend or renew the lease or membership term.   The table below reconciles the undiscounted future minimum lease payments under these operating leases to the total operating lease liabilities recognized on the consolidated balance sheet as of September 30, 2024 (in thousands):   <table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td style="text-align: left; font-weight: bold; border-bottom: Black 1.5pt solid">Year</td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Lease Payments
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Financial Liabilities   The Company has the following amounts related to financial and derivative liabilities at the dates indicated (in thousands):   <table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 11pt Calibri, Helvetica, Sans-Serif"> <tr style="vertical-align: bottom"> <td> </td><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font: bold 10pt Times New Roman, Times, Serif; text-align: center; border-bottom: Black 1.5pt solid">September 30,
 2024</td><td style="padding-bottom: 1.5pt; font: bold 10pt Times New Roman, Times, Serif"> </td><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font: bold 10pt Times New Roman, Times, Serif; text-align: center; border-bottom: Black 1.5pt solid">December 31,
 2023</td><td style="padding-bottom: 1.5pt; font: bold 10pt Times New Roman, Times, Serif"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 76%; font: 10pt Times New Roman, Times, Serif; text-align: left">Remaining loan balances</td><td style="width: 1%; font: 10pt Times New Roman, Times, Serif"> </td> <td style="width: 1%; font: 10pt Times New Roman, Times, Serif; text-align: left">$</td><td style="width: 9%; font: 10pt Times New Roman, Times, Serif; text-align: right">8,250</td><td style="width: 1%; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="width: 1%; font: 10pt Times New Roman, Times, Serif"> </td> <td style="width: 1%; font: 10pt Times New Roman, Times, Serif; text-align: left">$</td><td style="width: 9%; font:*

10pt Times New Roman, Times, Serif; text-align: right">2,063</td><td style="width: 1%; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; padding-bottom: 1.5pt">Remaining unamortized debt issuance costs</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">(1,736</td><td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">(138</td><td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: left"></td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; padding-bottom: 4pt">Financial liabilities, net of issuance costs</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font: 10pt Times New Roman, Times, Serif; text-align: left">$</td><td style="border-bottom: Black 4pt double; font: 10pt Times New Roman, Times, Serif; text-align: right">6,514</td><td style="padding-bottom: 4pt; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font: 10pt Times New Roman, Times, Serif; text-align: left">$</td><td style="border-bottom: Black 4pt double; font: 10pt Times New Roman, Times, Serif; text-align: right">1,925</td><td style="padding-bottom: 4pt; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 4pt"> </td><td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left"> </td><td style="border-bottom: Black 4pt double; text-align: right"> </td><td style="padding-bottom: 4pt; text-align: left"> </td><td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left"> </td><td style="border-bottom: Black 4pt double; text-align: right"> </td><td style="padding-bottom: 4pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Derivative liability</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left">$</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">666</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left">$</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"> - </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> </table>   Additionally, the Company has accrued interest payable of $122 thousand and $14 thousand as of September 30, 2024 and December 31, 2023, respectively, which was included in accrued expenses.   Secured Promissory Note   On August 6, 2024, the Company entered into a Securities Purchase Agreement (the "Secured SPA") with Streeterville Capital, LLC ("Streeterville"), pursuant to which the Company issued and sold to Streeterville a Secured Convertible Promissory Note (the "Streeterville Convertible Note") in the original principal amount of $8.25 million. The principal amount includes an original issue discount of $750 thousand. Streeterville paid $7.5 million in cash for the Streeterville Convertible Note. The Streeterville Convertible Note accrues interest at a rate of 10% per annum and has a maturity date of February 6, 2026, unless earlier prepaid, redeemed or accelerated in accordance with its terms prior to such date. The Company intends to use the net proceeds from the sale of the Streeterville Convertible Note primarily for general working capital purposes, including for (i) operations as the Company increases its sales and marketing efforts; (ii) capital expenditures in outfitting its chip fabrication facility in Tempe, AZ; and (iii) for any other planned or unplanned expenditures that might arise in support of the Company's business plan. Ascendiant Capital Markets, LLC served as the placement agent on the transaction and received a fee of $450 thousand, and the Company recognized $55 thousand in other issuance costs, primarily for legal services.   The Streeterville Convertible Note is secured by all of the Company's tangible and intangible assets, including intellectual property, pursuant to that certain Security Agreement (the "Security Agreement") and IP Security Agreement (the "IP Security Agreement"), each entered into with Streeterville on August 6, 2024. In addition, the Company's wholly-owned subsidiaries, QPhoton, LLC, a Delaware limited liability company, Qubittech International, Inc., a Delaware corporation, Qubittech, Inc., a Delaware corporation, and QI Solutions, Inc., a Delaware corporation (collectively, the "Guarantors"), provided a guarantee (the "Guaranty"), dated as of August 6, 2024, of the Company's obligations to Streeterville under the Streeterville Convertible Note and the other transaction documents.   Beginning on February 6, 2025, Streeterville has the right to redeem up to $750,000 of the Streeterville Convertible Note per calendar month. The Company may pay such redemption amounts in cash, by converting such applicable redemption amount into shares of common stock at the applicable Conversion Price (as defined below) at such time, or in any combination of cash and shares of common stock, provided that the Company is required to pay any redemption amounts in cash under certain circumstances set forth in the Streeterville Convertible Note and that the payment of any redemption amount or portion thereof in cash is subject to an 10% premium. Beginning on the earlier of: (a) February 6, 2025, and (b) the effectiveness of a registration statement registering the Conversion Shares (as defined below), Streeterville may convert all or any portion of the outstanding balance of the Streeterville Convertible Note into shares ("Conversion Shares") of the Company's common stock on any trading day (and the following trading day) on which any intraday trading bid price of the Company's common stock is 8% greater than the closing trade price on the previous trading day or at any time following an event of default, at a conversion price equal to 92% of the average of the two lowest daily volume weighted average prices of the Company's common stock during the eight trading day period prior to the respective conversion date (the "Conversion Price"), subject to anti-dilution adjustments and provided that Streeterville may not request any conversion of the Streeterville Convertible Note to the extent that such conversion would cause Streeterville (together with its affiliates) to beneficially own shares of Common Stock exceeding 4.99% (or 9.99% if the Market Capitalization, as defined below, is less than $10 million) of the number of shares of Common Stock outstanding on such date. For the ownership limitation, "Market Capitalization" means a number equal to (a) the average volume weighted average price of the Company's common stock for the immediately preceding 15 trading days, multiplied by (b) the aggregate number of outstanding shares of common stock as reported on Company's most recently filed Form 10-Q or Form 10-K or as reported to Nasdaq in a subsequent shares outstanding change form. Absent an uncured event of default, as set forth in the Streeterville Convertible Note, Streeterville agreed to limit its aggregate sales of Conversion Shares on the open market in any given calendar week to 10% of the weekly trading volume of the Company's common stock on our principal trading market (Nasdaq) for such week. Upon evaluation, the Company determined that the conversion features inherent in the Streeterville Convertible Note meet the definition of a derivative liability (the "Streeterville Derivative Liability") covered under the ASC topic 815, Derivatives and Hedging. Applying ASC 820, Fair Value Measurement, the initial fair value of the Streeterville Derivative Liability is $666 thousand, which will be mark-to-market adjusted on a quarterly basis and accreted as interest expense using the effective interest rate method while the Streeterville Convertible Note is outstanding.   In addition to the beneficial ownership limitations provided in the Streeterville Convertible Note, the sum of the number of shares of the Company's common stock that the Company may issue to Streeterville under the Secured SPA, the Streeterville Convertible Note and any related documents without stockholder approval may not exceed the number of shares it could so issue pursuant to Nasdaq Listing Rule 5635(d) (the "Share Cap"), unless shareholder approval (the "Approval") to exceed such limitation is obtained by the Company. The Company is required, under the Secured SPA to obtain the Approval by February 2, 2025. If the Company does not obtain the Approval by such date, it must continue seeking the Approval every 90 days until the Approval is obtained. If the total cumulative number of Conversion Shares that the Company issues to Streeterville equals the Share Cap and the Company has not obtained the Approval, any remaining outstanding balance of the Streeterville Convertible Note must be repaid in cash.   The Streeterville Convertible Note provides for customary events of default (each as defined in the Streeterville Convertible Note, an "Event of Default"), including, among other things, the event of nonpayment of principal, interest, fees or other amounts, a representation or warranty proving to have been incorrect when made, failure to perform or observe covenants within a specified cure period, a cross-default to certain other indebtedness and material agreements of the Company, and the occurrence of a bankruptcy, insolvency or similar event affecting the Company. Upon the occurrence of an Event of Default that is deemed a "Major Trigger Event" as defined in the Streeterville Convertible Note, Streeterville may increase the outstanding balance of the Streeterville Convertible Note by 10%, and upon the occurrence of an Event of Default that is deemed a "Minor Trigger Event" as defined in the Streeterville Convertible Note, Streeterville may increase the outstanding balance of the Streeterville Convertible Note by 5%. Streeterville can exercise its right to increase the outstanding balance upon a Major or Minor Trigger Event three times each. Upon the occurrence of an Event of Default, Streeterville may declare all amounts owed under the Streeterville Convertible Note immediately due and payable. In addition, upon the occurrence of an Event of Default, upon the election of Streeterville, interest shall begin accruing on the outstanding balance of the Streeterville Convertible Note from the date of the Event of Default equal to the lesser of 15% per annum and the maximum rate allowable under law.   Unsecured Promissory Note   On September 23, 2022, the Company entered into a Note Purchase Agreement (the "Streeterville Unsecured NPA") with Streeterville, pursuant to which Streeterville purchased an unsecured promissory note (the "Streeterville Unsecured Note") in the initial principal amount of $8.25 million. The Note bore interest at 10% per annum, had a maturity date of 18 months from the date of its issuance and carried an original issue discount of $750 thousand, which is included in the principal balance of the Streeterville Unsecured Note.   Beginning on March 23, 2023, Streeterville had the right to redeem up to $750 thousand of the outstanding balance of the Streeterville Unsecured Note per month ("Redemption Amount") by providing written notice to the Company ("Redemption Notice"). The Company paid the applicable Redemption Amount in cash to Streeterville within three trading days of the Company's receipt of any such Redemption Notice. As of September 30, 2024, Streeterville has redeemed the full principal amount of the Streeterville Unsecured Note. There was an outstanding balance of $1.9 million as of December 31, 2023. As of September 30, 2024, there was no outstanding balance and the Company has no further obligations with respect to the Streeterville Unsecured NPA or Streeterville Unsecured Note.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">For a full discussion of the terms and conditions of the Streeterville Unsecured Note, see the Company's Amendment No. 1 to its Annual Report on Form 10-K for the year ended December 31, 2023.</p>The Company has the following amounts related to financial and derivative liabilities at the dates indicated (in thousands):<table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 11pt Calibri, Helvetica, Sans-Serif"> <tr style="vertical-align: bottom"> <td> </td><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font: bold 10pt Times New Roman, Times, Serif; text-align: center; border-bottom: Black 1.5pt solid">September 30,
 2024</td><td style="padding-bottom: 1.5pt; font: bold 10pt Times New Roman, Times, Serif"> </td><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font: bold 10pt Times New Roman, Times, Serif; text-align: center; border-bottom: Black 1.5pt solid">December 31,
 2023</td><td style="padding-bottom: 1.5pt; font: bold 10pt Times New Roman, Times, Serif"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 76%; font: 10pt Times New Roman, Times, Serif; text-align: left">Remaining loan balances</td><td style="width: 1%; font: 10pt Times New Roman, Times, Serif"> </td> <td style="width: 1%; font: 10pt Times New Roman, Times, Serif; text-align: left">$</td><td style="width: 9%; font: 10pt Times New Roman, Times, Serif; text-align: right">8,250</td><td style="width: 1%; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="width: 1%; font: 10pt Times New Roman, Times, Serif"> </td> <td style="width: 1%; font: 10pt Times New Roman, Times, Serif; text-align: left">$</td><td style="width: 9%; font: 10pt Times New Roman, Times, Serif; text-align: right">2,063</td><td style="width: 1%; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; padding-bottom: 1.5pt">Remaining unamortized debt issuance costs</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">(1,736</td><td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">(138</td><td style="padding-bottom: 1.5pt; font: 10pt Times New Roman, Times, Serif; text-align: left"></td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; padding-bottom: 4pt">Financial liabilities, net of issuance costs</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 4pt"> </td> <td

style="border-bottom: Black 4pt double; font: 10pt Times New Roman, Times, Serif; text-align: left">$</td><td style="border-bottom: Black 4pt double; font: 10pt Times New Roman, Times, Serif; text-align: right">6,514</td><td style="padding-bottom: 4pt; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; font: 10pt Times New Roman, Times, Serif; text-align: left">$</td><td style="border-bottom: Black 4pt double; font: 10pt Times New Roman, Times, Serif; text-align: right">1,925</td><td style="padding-bottom: 4pt; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 4pt"> </td><td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left"> </td><td style="border-bottom: Black 4pt double; text-align: right"> </td><td style="padding-bottom: 4pt; text-align: left"> </td><td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left"> </td><td style="border-bottom: Black 4pt double; text-align: right"> </td><td style="padding-bottom: 4pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Derivative liability</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left">$</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">666</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left">$</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"> - </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr>
</table>82500002063000173600013800065140001925000666000122000140008250000750000750000.1045000055000750000.100.080.920.04990.09991000000000.10(style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">Note 9. Loan Receivable   On May 16, 2023, the Company entered into a Summary of Proposed Terms (the "Letter of Intent") with millionways, Inc. ("millionways") to provide bridge loans to millionways and enter into due diligence to acquire up to 100% of the AI firm. On June 6, 2023, the Company entered into a Note Purchase Agreement (the "MW Agreement") with millionways, pursuant to which the Company agreed to purchase from millionways up to three unsecured promissory notes (each, a "MW Note"), in an aggregate principal amount of up to $2.0 million, subject to the terms and conditions of the MW Agreement. Also on June 6, 2023, pursuant to the terms of the MW Agreement, the Company purchased the MW Notes from millionways and loaned an aggregate principal amount of $500 thousand to millionways.   The MW Agreement contains customary representations and warranties by millionways and the Company, as well as a "most favored nations" provision for the benefit of the Company. The MW Notes issued under the MW Agreement, including the MW Notes issued on June 6, 2023, provide that the indebtedness evidenced by the applicable MW Note bears simple interest at the rate of 10% per annum (or 15% per annum during the occurrence of an event of default, as defined in the MW Notes), and becomes due and payable in full on the earlier of (i) May 16, 2024, (ii) a change of control (as defined in the MW Notes) of millionways, (iii) dollar-for-dollar prepayment for additional capital received through any vehicle from a third party or (iv) an event of default.   The Company reserved approximately $306 thousand of the outstanding $613 thousand receivable as uncollectible based on credit risk in the unaudited condensed consolidated financial statements as of September 30, 2024, and $279 thousand of the outstanding $558 thousand receivable as of December 31, 2023. 1200000005000000.100.153060006130002790005580000 Note 10. Contingencies   Indemnification Arrangements   We enter into standard indemnification arrangements in our ordinary course of business. Pursuant to these arrangements, we indemnify, hold harmless, and agree to reimburse the indemnified parties for losses suffered or incurred by the indemnified parties (generally our business partners or customers) in connection with any trade secret, copyright, patent or other intellectual property infringement claim by any third-party with respect to our products. The term of these indemnification agreements is generally perpetual any time after the execution of the agreement. The maximum potential amount of future payments we could be required to make under these agreements is not determinable. We have never incurred costs to defend lawsuits or settle claims related to these indemnification agreements. As a result, we believe the estimated fair value of these agreements is minimal.   We have entered into indemnification agreements with our directors and officers that may require us to indemnify our directors and officers against liabilities that may arise by reason of their status or service as directors or officers, other than liabilities arising from willful misconduct of a culpable nature. These agreements also require us to advance their expenses incurred as a result of any proceeding against them as to which they could be indemnified and to make good faith determination whether or not it is practicable for us to obtain directors and officers insurance. We currently have directors and officers liability insurance.   Legal Proceedings   From time to time, we may be involved in legal proceedings arising in the ordinary course of business. In general, management believes that ordinary course of business matters will not have a material adverse effect on our consolidated financial position or results of operations and are adequately covered by our liability insurance. However, it is possible that condensed consolidated cash flows or results of operations could be materially affected in any particular period by the unfavorable resolution of one of more of these contingencies or because of the diversion of management's attention and the incurrence of significant expenses. See Part II, Item 1, Legal Proceedings, in this Form 10-Q for additional details on the status of motions on the following proceedings.   BV Advisory v. QCi Breach Lawsuit   At the time of the QPhoton Merger in June 2022, QPhoton had an outstanding balance of principal and interest due to BV Advisory Partners, LLC ("BV Advisory") based on a Note Purchase Agreement that QPhoton had entered into with BV Advisory on March 1, 2021. Accordingly, the Company has recorded an estimated payable (the "BV Advisory Payable"), recognized as other current liabilities on the unaudited condensed consolidated financial statements, based on best available information in the amount of $536 thousand as of September 30, 2024 and December 31, 2023.   On August 16, 2022, BV Advisory filed a complaint in the Court of Chancery of the State of Delaware (the "DE Chancery Court") naming the Company and certain of its directors and officers (among others) as defendants seeking, among other relief, monetary damages. The Company believes that BV Advisory's claims have no merit and intends to defend itself vigorously. BV Advisory's claims are not covered by the Company's liability insurance, nor does the Company believe it is necessary to accrue an amount in addition to the BV Advisory Payable at this time.   BV Advisory v. QCi Appraisal Action   BV Advisory was purportedly a shareholder of QPhoton, Inc., the predecessor in interest to QPhoton, LLC, a wholly owned subsidiary of the Company (both referred to as "QPhoton" in this Legal Proceedings discussion). BV Advisory rejected the Merger Consideration (as defined below) and on October 13, 2022, commenced litigation by filing a petition in the DE Chancery Court seeking appraisal rights on the shares of QPhoton it allegedly owned (which shares represented 10% of the shares of QPhoton outstanding immediately prior to the Company's acquisition of QPhoton). The Company included BV Advisory's purported ownership of QPhoton in the purchase price accounting for the QPhoton Merger.   The Company's total purchase price of QPhoton was approximately $71.0 million, or $69.9 million net of cash acquired, consisting of Company common stock, Series B Preferred Stock and QPhoton Warrants (as defined below). While the total shares of the Company's common stock on an as-converted basis offered in the QPhoton Merger was 36,600,823 (the "Merger Consideration"), the fair market valuation contemplated 31,299,417 of the shares, which assumed full conversion of the 2,377,028 shares of Series B Preferred Stock to common stock at the 10:1 ratio, and that only 1,726,931 of the warrants to purchase up to 7,028,337 shares of the Company's common stock (the "QPhoton Warrants") would eventually be exercised (specifically only the QPhoton Warrants for which the associated Company options and/or warrants had an exercise price at or below $2.27 at the time of the QPhoton Merger).   Accordingly, as of September 30, 2024 and 2023, the Company has neither issued 2,957,251 shares of the Company's common stock on an as converted basis (the "Unissued QPhoton Shares") nor 702,834 warrants to purchase shares of the Company's common stock (the "Unissued QPhoton Warrants") that were included in the Merger Consideration. The Unissued QPhoton Shares are included in the statement of stockholder's equity as additional paid in capital as of as of September 30, 2024 and 2023, and the Unissued QPhoton Warrants have no carrying value as a liability on the Company's condensed consolidated balance sheet as of September 30, 2024.
5360005360000.10710000006990000036600823312994172377028172693170283372.272957251295725170283 4 Note 11. Capital Stock   Authorized Classes of Stock   As of September 30, 2024, the Company's Board of Directors has authorized two classes of preferred stock. The Board has authorized 1,550,000 shares of preferred stock as Series A preferred stock, par value $0.0001 per share, of which 993,306 and 1,490,004 shares, respectively, are issued and outstanding at September 30, 2024 and December 31, 2023. The Board has also authorized 3,079,864 shares of preferred stock as Series B preferred stock, par value $0.0001 per share, none of which are issued and outstanding as of September 30, 2024 and December 31, 2023. Series A Convertible Preferred Offering   From November 10, 2021 through November 17, 2021, the Company conducted a private placement offering (the "Private Placement") pursuant to securities purchase agreements with 7 accredited investors (the "Series A Investors"), whereby the Series A Investors purchased from the Company an aggregate of 1,545,459 shares of the Company's newly created Series A convertible preferred stock, par value $0.0001 per share (the "Series A Preferred Stock") and warrants to purchase 1,545,459 shares of the Company's common stock (the "Preferred Warrants") for an aggregate purchase price of $8.5 million. The Private Placement was completed and closed to further investment on November 17, 2021.   The Series A Preferred Stock ranks senior to common stock with respect to the payment of dividends and liquidation rights. Each holder of Series A Preferred Stock is entitled to receive, with respect to each share of Series A Preferred Stock then outstanding and held by such holder, dividends at the rate of ten percent (10%) per annum (the "Preferred Dividends.") The Company is obligated to pay the Preferred Dividends quarterly, in arrears, within fifteen (15) days of the end of each quarter. The Company has the option to pay the Preferred Dividends in cash or in common stock, at a price per share of common stock equal to the average of the closing sale price of the common stock for the five (5) trading days preceding the applicable dividend payment date. The Preferred Dividends are accrued monthly, but not compounded, and are recorded as interest expense, because the Preferred Dividends are mandatory and not declared at the discretion of the Board of Directors.   The number of shares of the Company's common stock issuable upon conversion of any share of Series A Preferred Stock shall be determined by dividing (x) the Conversion Amount of such share of Series A Preferred Stock by (y) the Conversion Price. "Conversion Amount" means, with respect to each share of Series A Preferred Stock, as of the applicable date of determination, the sum of (1) the stated value thereof plus (2) any accrued dividends. "Conversion Price" means, with respect to each share of Series A Preferred Stock, as of any optional conversion date, Mandatory Conversion Date or other date of determination, $5.50, subject to adjustment for stock splits, dividends, recapitalizations and similar corporate events.   The Preferred Warrants were two-year warrants to purchase shares of the Company's common stock at an exercise price of $7.00 per share, subject to adjustment, were exercisable at any time on or after the date that was six months following the issuance date, and provided for cashless exercise in the event the underlying shares of the Company's common stock are not registered. As of December 31, 2023, all of the Preferred Warrants had expired unexercised.   <p style="font: 10pt Times New Roman, Times,

Serif; margin: 0pt 0; text-align: justify">In connection with the Purchase Agreement, the Company and the Series A Investors entered into a registration rights agreement (the "Registration Rights Agreement") pursuant to which the Company agreed to file a registration statement to register the shares of the Company's common stock underlying the Series A Preferred Stock and warrants within 180 days. Pursuant to the Registration Rights Agreement, the Series A Investors received certain rights, including but not limited to piggyback registration rights, providing that the holder be given notice of any proposed registration of securities by the Company, and requiring that the Company register all or any portion of the registrable securities that the holders request to be registered, in each case, subject to the terms and conditions of the Registration Rights Agreement. On April 27, 2022 the Company filed a Resale Form S-3 as required by the Registration Rights Agreement. The Resale Form S-3 went effective on June 2, 2022.   On June 13, 2022, one of the Series A Investors, Falcon Capital Partners, converted 45,455 shares of Series A Preferred Stock into 47,728 shares of the Company's common stock.   On February 9, 2023, one of the Series A Investors, Greenfield Children, LLC, converted 10,000 shares of Series A Preferred Stock plus accrued dividends into 11,096 shares of the Company's common stock. On March 19, 2024, the Company entered into a Redemption and Waiver Agreement (the "Series A Redemption Agreement") with the current holders (the "Series A Holders") of its Series A Preferred Stock. Accordingly, $8.125 million of additional paid in capital was reclassified from shareholders' equity to mezzanine equity (the "Mezzanine Equity") on the Company's condensed consolidated balance sheet as of September 30, 2024, in accordance with Accounting Series Release No. 268, Presentation in Financial Statements of "Redeemable Preferred Stocks". The Mezzanine Equity is valued at the date of the Private Placement issuance. Pursuant to the Series A Redemption Agreement, the Company agreed to redeem all outstanding shares of the Series A Preferred Stock for an aggregate cash purchase price of $8,195,000, or $5.50 per share, at its sole discretion, in 18 monthly payments (each a "Monthly Redemption Threshold" payment), which may be accelerated at the Company's sole discretion. In addition, the Series A Holders agreed to waive (the "Waivers"), on a month-by-month basis following each monthly payment, certain rights granted to them in (i) the Preferred Stock Certificate of Designation (the "Preferred Stock COD"), including for the accrual and payment of accrued and future dividends; and (ii) the Preferred Stock Securities Purchase Agreement (the "Preferred Stock SPA"). In the event the Company opts to not make a Monthly Redemption Threshold payment, the Waivers are forfeited and the terms revert to those detailed in the Preferred Stock COD and Preferred Stock SPA. During the three and nine months ended September 30, 2024, the Company redeemed 248,349 and 496,698 shares of Series A Preferred Stock, respectively, for approximately $1.4 million and $2.7 million, in cash paid to the Series A Holders, respectively. As of September 30, 2024 and December 31, 2023, there were 993,306 and 1,490,004 shares of Series A Preferred Stock, respectively, issued and outstanding.   At-the-Market-Facility   On October 28, 2022, the Company filed a shelf registration statement on Form S-3 under the Securities Act of 1933, as amended, which was declared effective on November 8, 2022 (the "2022 shelf"). Under the 2022 Shelf at the time of effectiveness, the Company had the ability to raise up to $100 million by selling common stock, preferred stock, debt securities, warrants and units. On December 5, 2022, the Company entered into an At-the-Market Issuance Sales Agreement (the "ATM Agreement") with Ascendiant Capital Markets, LLC ("Ascendiant") whereby the Company may, but is not obligated to, offer and sell, from time to time, shares of its common stock (the "ATM Facility"), and incorporated the ATM Agreement into the 2022 Shelf by amendment that was declared effective January 10, 2023. On August 17, 2023, the Company and Ascendiant entered into an amendment (the "ATM Amendment") to the ATM Agreement, increasing the amount of common stock that the Company may offer and sell via the ATM Facility from $25 million to $50 million (the "ATM Upsize"). Following the ATM Upsize, the Company filed a prospectus supplement, dated August 18, 2023, with the Securities and Exchange Commission and became able to offer and sell shares of the Company's common stock having an aggregate offering price of up to $27,362,717 via the ATM Facility.   The Company intends to use any net proceeds from the sale of securities under the ATM Facility for operations and for other general corporate purposes, including, but not limited to, capital expenditures, including our AZ Chips Facility, as defined in Item 2, Management's Discussion and Analysis of Financial Condition and Results of Operations, payments under the Series A Redemption Agreement and general working capital. The Company did not sell any shares through the ATM Facility for the three months ended September 30, 2024, and for the nine months ended September 30, 2024, the Company sold 16,604,770 shares of the Company's common stock through the ATM Facility at an average price of $0.88, from which the Company received net proceeds of $14.6 million.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"><i>Warrants</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">The table below summarizes the warrants outstanding at September 30, 2024 (in thousands, except exercise price data):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Issuance Date</td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Expiration Date</td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Exercise Price</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Issued</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Exercised</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td> <td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Forfeited /
 Canceled</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Warrants
 Outstanding</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 14%; text-align: center">August 18, 2020</td><td style="width: 1%"> </td> <td style="width: 14%; text-align: center">August 18, 2025</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td> <td style="width: 12%; text-align: right">2.00</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: 11%; text-align: right">171</td><td style="width: 1%; text-align: left"> </td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">(150</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: 11%; 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: 11%; text-align: right">21</td><td style="width: 1%; text-align: left"> </td> </tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: center">November 15, 2021</td><td> </td> <td style="text-align: center">November 15, 2023</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">7.00</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,545</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(1,545</td><td style="text-align: left">) </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"><div style="-sec-ix-hidden: hidden-fact-247">-</div></td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: center">June 16, 2022</td><td> </td> <td style="text-align: center">May 9, 2027</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">0.0001</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">6,325</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">(4,148</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,177</td><td style="text-align: left"> </td></tr> </table>   In connection with a restricted stock units offering in June 2020, the Company issued warrants in August 2020 to purchase 171,000 shares of the Company's common stock, at an exercise price of $2.00. Those warrants are exercisable for five years from the date of issuance.   In connection with the offering of Series A Preferred Stock in November 2021, the Company issued warrants to purchase 1,545,459 shares of the Company's common stock at an exercise price of $7.00. Those warrants were exercisable for two years from the date of issuance and have now expired. In connection with the QPhoton Merger on June 16, 2022, the Company issued 6.3 million warrants to purchase shares of the Company's common stock at an exercise price of $0.0001. Those warrants are exercisable when and if stock options and warrants issued by the Company and outstanding as of June 15, 2022 (the "Underlying Options") are exercised. As of September 30, 2024, none of the QPhoton Warrants linked to the outstanding Underlying Options are expected to be exercised as the exercise prices of the Underlying Options are above the closing stock price as of September 30, 2024. The 6.3 million issued warrants represent a portion of the 7.0 million warrants included in the Merger Consideration, having been received by two QPhoton shareholders. A third alleged shareholder rejected the Merger Consideration and commenced litigation, and to date that litigation has not been resolved and the 702,834 warrants have not been issued. See Part II, Item 1, Legal Proceedings, for additional information on the status of the litigation.   Accordingly, as of September 30, 2024, of the 6.3 million QPhoton Warrants issued, approximately 66% have been forfeited because the corresponding Underlying Options had expired or been forfeited. Further, as discussed in Note 2, Significant Accounting Policies – Fair Value of Financial Instruments, the QPhoton Warrants issued on June 16, 2022, are considered Level 3 liabilities for fair value measurement on the valuation hierarchy. Accordingly, the Company recognized mark-to-market gains of $13 thousand and $384 thousand during the three and nine months ended September 30, 2023, respectively, with an ending balance of $144 thousand as of September 30, 2023. As of September 30, 2024 and December 31, 2023, the QPhoton Warrants have no carrying value as a liability on the Company's condensed consolidated balance sheet and there was no mark-to-market adjustment recognized during the nine months ended September 30, 2024.
15500000.000199330699330614900043079864307986400.00010.000115454590.000115454598500000.105.57454554772810000110968125000819500005.524834949
table below summarizes the warrants outstanding at September 30, 2024 (in thousands, except exercise price data):<table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Issuance Date</td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Expiration Date</td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Exercise Price</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Issued</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Exercised</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Forfeited /</br/> Canceled</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Warrants
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*style="text-align: left"> </td><td style="text-align: right">(1,545</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: center">June 16, 2022</td><td> </td> <td style="text-align: center">May 9, 2027</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">0.0001</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">6,325</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"><div style="-sec-ix-hidden: hidden-fact-248">-</div></td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(4,148</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,177</td><td style="text-align: left"> </td></tr> </table>2025-08-182171000150000210002023-11-157154500015450002027-05-090.000163250004148000217700017100 2P5Y15454597P2Y63000000.000163000007000000702834630000000.66-13000-384000144000<p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">Note 12. Stock-based Compensation</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"><i>Incentive Plans</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in"><i> </i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">The Company's 2019 Equity and Incentive Plan, as amended in 2021 (the "2019 Plan") enabled the Company to grant incentive stock options or nonqualified stock options and other equity awards to employees, directors and consultants of the Company up to a total of 3 million shares of the Company's common stock. All 3 million shares available for issue under the 2019 Plan have been issued.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">On July 5, 2022, the Board of Directors adopted the Company's 2022 Equity and Incentive Plan (the "2022 Plan") which provides for the issuance of up to 16 million shares of the Company's common stock. The 2022 Plan was approved by a majority of the shareholders in September 2022. Per the 2022 Plan, the 2022 Plan reserves increased automatically by 1 million shares on January 1, 2023 and January 1, 2024, providing for a total issuance of up to 18 million shares of the Company's common stock. As of September 30, 2024, a total of 12.4 million shares and options were issued and outstanding.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"><i>Options</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">The following table summarizes the Company's option activity for the nine months ended September 30, 2024 (in thousands, except exercise price and contractual life data):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p> <table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Number
 Outstanding</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Weighted
 Average
 Exercise
 Price per
 Share</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Weighted
 Average
 Remaining
 Contractual
 Life (Years)</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 64%">Balance as of January 1, 2024</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 9%; text-align: right">13,843</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">2.64</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">3.7</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="padding-left: 9pt">Granted</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">250</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1.01</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="padding-left: 9pt">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"> - </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: White"> <td style="padding-bottom: 1.5pt; padding-left: 9pt">Forfeited</td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">(1,724</td><td style="padding-bottom: 1.5pt; text-align: left">)</td><td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt; text-align: right">4.11</td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt; text-align: right"> - </td><td style="padding-bottom: 1.5pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 4pt">Balance as of September 30, 2024</td><td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left"> </td><td style="border-bottom: Black 4pt double; text-align: right">12,369</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 4pt"> </td> <td style="padding-bottom: 2.5pt; text-align: left">$</td><td style="padding-bottom: 2.5pt; text-align: right">2.41</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 4pt"> </td> <td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt; text-align: right">3.1</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td>Vested and exercisable as of September 30, 2024</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">8,375</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">2.07</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2.8</td><td style="text-align: left"> </td></tr> </table> The following table presents the assumptions used in the Black-Scholes option-pricing model to determine the grant-date fair value of stock options granted during the three and nine months ended September 30, 2024 and 2023:   <table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td style="white-space: nowrap"> </td><td style="white-space: nowrap; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="6" style="white-space: nowrap; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Three Months Ended
 September 30,</td><td style="white-space: nowrap; padding-bottom: 1.5pt; font-weight: bold"> </td><td style="white-space: nowrap; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="6" style="white-space: nowrap; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Nine Months Ended
 September 30,</td><td style="white-space: nowrap; padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="white-space: nowrap"> </td><td style="white-space: nowrap; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="white-space: nowrap; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2024</td><td style="white-space: nowrap; padding-bottom: 1.5pt; font-weight: bold"> </td><td style="white-space: nowrap; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="white-space: nowrap; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2023</td><td style="white-space: nowrap; padding-bottom: 1.5pt; font-weight: bold"> </td><td style="white-space: nowrap; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="white-space: nowrap; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2024</td><td style="white-space: nowrap; padding-bottom: 1.5pt; font-weight: bold"> </td><td style="white-space: nowrap; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="white-space: nowrap; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2023</td><td style="white-space: nowrap; padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="white-space: nowrap">Exercise price</td><td style="white-space: nowrap"> </td> <td style="white-space: nowrap; text-align: left">$</td><td style="white-space: nowrap; text-align: right">1.00 – 1.12</td><td style="white-space: nowrap; text-align: left"> </td><td style="white-space: nowrap"> </td> <td style="white-space: nowrap; text-align: left">$</td><td style="white-space: nowrap; text-align: right">1.35 – 1.35</td><td style="white-space: nowrap; text-align: left"> </td><td style="white-space: nowrap"> </td> <td style="white-space: nowrap; text-align: left">$</td><td style="white-space: nowrap; text-align: right">1.00 – 1.12</td><td style="white-space: nowrap; text-align: left"> </td><td style="white-space: nowrap"> </td> <td style="white-space: nowrap; text-align: left">$</td><td style="white-space: nowrap; text-align: right">1.35 – 1.84</td><td style="white-space: nowrap; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="white-space: nowrap; text-align: left">Risk-free interest rate</td><td style="white-space: nowrap"> </td> <td style="white-space: nowrap; text-align: left"> </td><td style="white-space: nowrap; text-align: right">5.2 – 5.2</td><td style="white-space: nowrap; text-align: left">%</td><td style="white-space: nowrap"> </td> <td style="white-space: nowrap; text-align: left"> </td><td style="white-space: nowrap; text-align: right">4.8 – 4.8</td><td style="white-space: nowrap; text-align: left">%</td><td style="white-space: nowrap"> </td> <td style="white-space: nowrap; text-align: left"> </td><td style="white-space: nowrap; text-align: right">5.2 – 5.2</td><td style="white-space: nowrap; text-align: left">%</td><td style="white-space: nowrap"> </td> <td style="white-space: nowrap; text-align: left"> </td><td style="white-space: nowrap; text-align: right">4.7 – 4.8</td><td style="white-space: nowrap; text-align: left">%</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="white-space: nowrap; text-align: left">Expected volatility</td><td style="white-space: nowrap"> </td> <td style="white-space: nowrap; text-align: left"> </td><td style="white-space: nowrap; text-align: right">93.2 – 104.6</td><td style="white-space: nowrap; text-align: left">%</td><td style="white-space: nowrap"> </td> <td style="white-space: nowrap; text-align: left"> </td><td style="white-space: nowrap; text-align: right">134.5 – 134.5</td><td style="white-space: nowrap; text-align: left">%</td><td style="white-space: nowrap"> </td> <td style="white-space: nowrap; text-align: left"> </td><td style="white-space: nowrap; text-align: right">93.2 – 104.6</td><td style="white-space: nowrap; text-align: left">%</td><td style="white-space: nowrap"> </td> <td style="white-space: nowrap; text-align: left"> </td><td style="white-space: nowrap; text-align: right">122.2 – 136.9</td><td style="white-space: nowrap; text-align: left">%</td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="white-space: nowrap; width: 52%; text-align: left">Expected dividend yield</td><td style="white-space: nowrap; width: 1%"> </td> <td style="white-space: nowrap; width: 1%; text-align: left"> </td><td style="white-space: nowrap; width: 9%; text-align: right">0</td><td style="white-space: nowrap; width: 1%; text-align: left">%</td><td style="white-space: nowrap; width: 1%"> </td> <td style="white-space: nowrap; width: 1%; text-align: left"> </td><td style="white-space: nowrap; width: 9%; text-align: right">0</td><td style="white-space: nowrap; width: 1%; text-align: left">%</td><td style="white-space: nowrap; width: 1%"> </td> <td style="white-space: nowrap; width: 1%; text-align: left"> </td><td style="white-space: nowrap; width: 9%; text-align: right">0</td><td style="white-space: nowrap; width: 1%; text-align: left">%</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="white-space: nowrap; text-align: left">Expected life of options (in years)</td><td style="white-space: nowrap"> </td> <td style="white-space: nowrap; text-align: left"> </td><td style="white-space: nowrap; text-align: right">5.0</td><td style="white-space: nowrap; text-align: left"> </td><td style="white-space: nowrap"> </td> <td style="white-space: nowrap; text-align: right">5.0</td><td style="white-space: nowrap; text-align: left"> </td><td style="white-space: nowrap"> </td> <td style="white-space: nowrap; text-align: left"> </td><td style="white-space: nowrap; text-align: right">5.0</td><td style="white-space: nowrap; text-align: left"> </td><td style="white-space: nowrap"> </td> <td style="white-space: nowrap; text-align: left"> </td><td style="white-space: nowrap; text-align: right">5.0</td><td style="white-space: nowrap; text-align: left"> </td></tr> </table>   The following table summarizes the exercise price range as of September 30, 2024 (in thousands, except exercise price data):   <table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Exercise Price</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Outstanding Options</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Exercisable Options</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 1%; text-align:*

left">$</td><td style="width: 31%; text-align: right">0.00 – 1.00</td><td style="width: 1%; text-align: left"> </td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 31%; text-align: right">105</td> <td style="width: 1%; text-align: left"> </td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 30%; text-align: right">10</td> <td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left">$</td><td style="text-align: right">1.00 – 2.00</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">5,348</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,794</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">$</td><td style="text-align: right">2.00 – 3.00</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">5,845</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">5,500</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left">$</td><td style="text-align: right">3.00 – 6.00</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">38</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">38</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">$</td><td style="text-align: right">6.00 – 8.00</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">683</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">683</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 1.5pt; text-align: left">$</td><td style="padding-bottom: 1.5pt; text-align: right">8.00 – 12.00</td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">350</td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">350</td><td style="padding-bottom: 1.5pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt; text-align: right"> </td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left"> </td><td style="border-bottom: Black 4pt double; text-align: right">12,369</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left"> </td><td style="border-bottom: Black 4pt double; text-align: right">8,375</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>   The weighted average grant-date fair value of stock options granted during the nine months ended September 30, 2024 and 2023 was $1.01 and $1.42 per share, respectively. As of September 30, 2024, total unrecognized compensation cost related to common stock options was $3.5 million, which is expected to be recognized over a period of 3.3 years.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"><i>Stock-based Compensation</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-indent: 28.55pt"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">The Company recognized stock-based compensation expense related to common stock options and restricted shares of common stock in the following expense categories of its consolidated statements of operations (in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td> </td> <td colspan="6" style="text-align: center; border-bottom: Black 1.5pt solid">Three Months Ended
 September 30,</td> <td style="padding-bottom: 1.5pt"> </td> <td colspan="6" style="text-align: center; border-bottom: Black 1.5pt solid">Nine Months Ended
 September 30,</td> <td style="padding-bottom: 1.5pt"> </td></tr> <tr style="vertical-align: bottom"> <td> </td> <td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2024</td> <td style="padding-bottom: 1.5pt; font-weight: bold"> </td> <td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2023</td> <td style="padding-bottom: 1.5pt; font-weight: bold"> </td> <td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2024</td> <td style="padding-bottom: 1.5pt; font-weight: bold"> </td> <td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2023</td> <td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 52%; text-align: left">Research and development</td> <td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td> <td style="width: 9%; text-align: right">562</td> <td style="width: 1%; text-align: left"> </td> <td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td> <td style="width: 9%; text-align: right">408</td> <td style="width: 1%; text-align: left"> </td> <td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td> <td style="width: 9%; text-align: right">1,761</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">1,358</td> <td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Selling and marketing</td> <td> </td> <td style="text-align: left"> </td> <td style="text-align: right">12</td> <td style="text-align: left"> </td> <td> </td> <td style="text-align: left"> </td> <td style="text-align: right">85</td> <td style="text-align: left"> </td> <td> </td> <td style="text-align: left"> </td> <td style="text-align: right">123</td> <td style="text-align: left"> </td> <td> </td> <td style="text-align: left"> </td> <td style="text-align: right">(351</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: 1.5pt">General and administrative</td> <td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: right">189</td> <td style="padding-bottom: 1.5pt; text-align: left"> </td> <td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: right">499</td> <td style="padding-bottom: 1.5pt; text-align: left"> </td> <td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: right">796</td> <td style="padding-bottom: 1.5pt; text-align: left"> </td> <td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: right">2,103</td> <td style="padding-bottom: 1.5pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 4pt">Total stock-based compensation</td> <td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left">$</td> <td style="border-bottom: Black 4pt double; text-align: right">763</td> <td style="padding-bottom: 2.5pt; text-align: left"> </td> <td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left">$</td> <td style="border-bottom: Black 4pt double; text-align: right">992</td> <td style="padding-bottom: 2.5pt; text-align: left"> </td> <td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left">$</td> <td style="border-bottom: Black 4pt double; text-align: right">2,680</td> <td style="padding-bottom: 2.5pt; text-align: left"> </td> <td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left">$</td> <td style="border-bottom: Black 4pt double; text-align: right">3,110</td> <td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>   For the nine months ended September 30, 2024 and 2023, stock-based compensation on the statements of stockholders' equity was lower by $207 thousand and lower by $206 thousand, respectively, as compared to the expense recorded due to timing differences between award dates and the realization of stock-based compensation expense. The net expense of $2.7 million for the nine months ended September 30, 2024 is primarily attributable to vesting expense recognition, offset by insignificant pre-vesting forfeitures of common stock options for separated employees.   In terms of new issuances, the Company issued 218 thousand shares of common stock to former executives in the nine months ended September 30, 2024 per their respective employment and separation agreements (the "Separation Agreement Shares"). In conjunction with the Separation Agreement Shares, the Company recognized $197 thousand of stock-based compensation expense during the nine months ended September 30, 2024, and does not expect future expense related to these offerings as they are fully vested. During the nine months ended September 30, 2023, the Company issued 2.4 million shares of common stock to employees as performance and incentive awards (the "2023 Incentive Shares"). The 2023 Incentive Shares included 854 thousand shares of common stock issued to 35 employees as payment in lieu of cash for 2022 performance bonuses (the "Bonus Incentive Shares") and 1.5 million shares of common stock as long-term incentive bonuses to five employees identified as key technical staff (the "Retention Incentive Shares"). The Bonus Incentive Shares are restricted and subject to the following vesting schedule: one-half vested on December 31, 2023 and one-half vesting on December 31, 2024. As of December 31, 2023, the Company canceled 23,600 of the issued shares that were forfeited by employees no longer with the Company. The Retention Incentive Shares are restricted and subject to annual vesting in equal amounts over a five-year period as follows: 20% will vest on each of December 31, 2023, December 31, 2024, December 31, 2025, December 31, 2026, and December 31, 2027, subject to the grantee continuing to perform services for the Company in the capacity in which the grant was received on each applicable vesting date.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"><i>Stock-based Compensation for Services</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"><i> </i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">The Company recognized stock-based compensation expense for services in lieu of cash payments to certain consultants, including expenses for both shares issued and stock option awards granted, in the following expense categories of its consolidated statements of operations (in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"><i> </i></p> <table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td> </td><td style="padding-bottom: 1.5pt"> </td> <td colspan="6" style="text-align: center; border-bottom: Black 1.5pt solid"><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center">Three Months Ended</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center">September 30,</p></td><td style="padding-bottom: 1.5pt"> </td><td style="padding-bottom: 1.5pt"> </td> <td colspan="6" style="text-align: center; border-bottom: Black 1.5pt solid"><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center">Nine Months Ended</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center">September 30,</p></td><td style="padding-bottom: 1.5pt"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2024</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2023</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2024</td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2023</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 52%; text-align: left">Selling and marketing</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">$</td><td style="width: 9%; text-align: right">(107</td><td style="width: 1%; text-align: left">)</td> <td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</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">$</td><td style="width: 9%; text-align: right">(174</td><td style="width: 1%; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 1.5pt">General and administrative</td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">2</td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">107</td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">21</td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">456</td><td style="padding-bottom: 1.5pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 4pt">Total stock-based compensation</td><td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left">$</td><td style="border-bottom: Black 4pt double; text-align: right">2</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left">$</td><td style="border-bottom: Black 4pt double; text-align: right"> - </td><td

style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left">$</td><td style="border-bottom: Black 4pt double; text-align: right">21</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left">$</td><td style="border-bottom: Black 4pt double; text-align: right">282</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>   For the nine months ended September 30, 2024 and 2023, stock-based compensation for services on the statements of stockholders' equity was higher by $113 thousand and $2.1 million, respectively, as compared to the expense recorded due to timing differences between award dates and the realization of stock-based compensation expense.   In terms of new issuances, the Company issued 142 thousand and 1.5 million shares of common stock, respectively, for services in the nine months ended September 30, 2024 and 2023.
3000000300000016000000100000010000001800000012400000124000000The following table summarizes the Company's option activity for the nine months ended September 30, 2024 (in thousands, except exercise price and contractual life data):<table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Number
 Outstanding</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Weighted
 Average
 Exercise
 Price per
 Share</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Weighted
 Average
 Remaining
 Contractual
 Life (Years)</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 64%">Balance as of January 1, 2024</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 9%; text-align: right">13,843</td><td style="width: 1%; text-align: left"> </td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 9%; text-align: right">2.64</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">3.7</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="padding-left: 9pt">Granted</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">250</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1.01</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="padding-left: 9pt">Exercised</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"><div style="-sec-ix-hidden: hidden-fact-254">-</div></td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"><div style="-sec-ix-hidden: hidden-fact-255">-</div></td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"><div style="-sec-ix-hidden: hidden-fact-256">-</div></td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 1.5pt; padding-left: 9pt">Forfeited</td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">(1,724</td><td style="padding-bottom: 1.5pt; text-align: left">)</td><td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt; text-align: right">4.11</td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt; text-align: right"><div style="-sec-ix-hidden: hidden-fact-257">-</div></td><td style="padding-bottom: 1.5pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 4pt">Balance as of September 30, 2024</td><td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left"> </td><td style="border-bottom: Black 4pt double; text-align: right">12,369</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 4pt"> </td> <td style="padding-bottom: 2.5pt; text-align: left">$</td><td style="padding-bottom: 2.5pt; text-align: right">2.41</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 4pt"> </td> <td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt; text-align: right">3.1</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td>Vested and exercisable as of September 30, 2024</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">8,375</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">2.87</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2.8</td><td style="text-align: left"> </td></tr> </table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p>138430002.64P3Y8M12D2500001.01P5Y17240004.11123690002.41P3Y1M6D83750002.87P2Y9M18DThe following table presents the assumptions used in the Black-Scholes option-pricing model to determine the grant-date fair value of stock options granted during the three and nine months ended September 30, 2024 and 2023:<table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td style="white-space: nowrap"> </td><td style="white-space: nowrap; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="6" style="white-space: nowrap; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Three Months Ended
 September 30,</td><td style="white-space: nowrap; padding-bottom: 1.5pt; font-weight: bold"> </td><td style="white-space: nowrap; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="6" style="white-space: nowrap; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Nine Months Ended
 September 30,</td><td style="white-space: nowrap; padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="white-space: nowrap"> </td><td style="white-space: nowrap; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="white-space: nowrap; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2024</td><td style="white-space: nowrap; padding-bottom: 1.5pt; font-weight: bold"> </td><td style="white-space: nowrap; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="white-space: nowrap; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2023</td><td style="white-space: nowrap; padding-bottom: 1.5pt; font-weight: bold"> </td><td style="white-space: nowrap; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="white-space: nowrap; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2024</td><td style="white-space: nowrap; padding-bottom: 1.5pt; font-weight: bold"> </td><td style="white-space: nowrap; font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="white-space: nowrap; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2023</td><td style="white-space: nowrap; padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="white-space: nowrap">Exercise price</td><td style="white-space: nowrap"> </td> <td style="white-space: nowrap; text-align: left">$</td><td style="white-space: nowrap; text-align: right">1.00 – 1.12</td><td style="white-space: nowrap; text-align: left"> </td><td style="white-space: nowrap"> </td> <td style="white-space: nowrap; text-align: left">$</td><td style="white-space: nowrap; text-align: right">1.35 – 1.35</td><td style="white-space: nowrap; text-align: left"> </td><td style="white-space: nowrap"> </td> <td style="white-space: nowrap; text-align: left">$</td><td style="white-space: nowrap; text-align: right">1.00 – 1.12</td><td style="white-space: nowrap; text-align: left"> </td><td style="white-space: nowrap"> </td> <td style="white-space: nowrap; text-align: left">$</td><td style="white-space: nowrap; text-align: right">1.35 - 1.84</td><td style="white-space: nowrap; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="white-space: nowrap; text-align: left">Risk-free interest rate</td><td style="white-space: nowrap"> </td> <td style="white-space: nowrap; text-align: left"> </td><td style="white-space: nowrap; text-align: right">5.2 - 5.2</td><td style="white-space: nowrap; text-align: left">%</td><td style="white-space: nowrap"> </td> <td style="white-space: nowrap; text-align: left"> </td><td style="white-space: nowrap; text-align: right">4.8 - 4.8</td><td style="white-space: nowrap; text-align: left">%</td><td style="white-space: nowrap"> </td> <td style="white-space: nowrap; text-align: left"> </td><td style="white-space: nowrap; text-align: right">5.2 – 5.2</td><td style="white-space: nowrap; text-align: left">%</td><td style="white-space: nowrap"> </td> <td style="white-space: nowrap; text-align: left"> </td><td style="white-space: nowrap; text-align: right">4.7 – 4.8</td><td style="white-space: nowrap; text-align: left">%</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="white-space: nowrap; text-align: left">Expected volatility</td><td style="white-space: nowrap"> </td> <td style="white-space: nowrap; text-align: left"> </td><td style="white-space: nowrap; text-align: right">93.2 – 104.6</td><td style="white-space: nowrap; text-align: left">%</td><td style="white-space: nowrap"> </td> <td style="white-space: nowrap; text-align: left"> </td><td style="white-space: nowrap; text-align: right">134.5 - 134.5</td><td style="white-space: nowrap; text-align: left">%</td><td style="white-space: nowrap"> </td> <td style="white-space: nowrap; text-align: left"> </td><td style="white-space: nowrap; text-align: right">93.2 – 104.6</td><td style="white-space: nowrap; text-align: left">%</td><td style="white-space: nowrap"> </td> <td style="white-space: nowrap; text-align: left"> </td><td style="white-space: nowrap; text-align: right">122.2 – 136.9</td><td style="white-space: nowrap; text-align: left">%</td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="white-space: nowrap; width: 52%; text-align: left">Expected dividend yield</td><td style="white-space: nowrap; width: 1%"> </td><td style="white-space: nowrap; width: 1%; text-align: left"> </td><td style="white-space: nowrap; width: 9%; text-align: right">0</td><td style="white-space: nowrap; width: 1%; text-align: left">%</td><td style="white-space: nowrap; width: 1%"> </td> <td style="white-space: nowrap; width: 1%; text-align: left"> </td><td style="white-space: nowrap; width: 9%; text-align: right">0</td><td style="white-space: nowrap; width: 1%; text-align: left">%</td><td style="white-space: nowrap; width: 1%"> </td> <td style="white-space: nowrap; width: 1%; text-align: left"> </td><td style="white-space: nowrap; width: 9%; text-align: right">0</td><td style="white-space: nowrap; width: 1%; text-align: left">%</td><td style="white-space: nowrap; width: 1%"> </td> <td style="white-space: nowrap; width: 1%; text-align: left"> </td><td style="white-space: nowrap; width: 9%; text-align: right">0</td><td style="white-space: nowrap; width: 1%; text-align: left">%</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="white-space: nowrap; text-align: left">Expected life of options (in years)</td><td style="white-space: nowrap"> </td> <td style="white-space: nowrap; text-align: left"> </td><td style="white-space: nowrap; text-align: right">5.0</td><td style="white-space: nowrap; text-align: left"> </td><td style="white-space: nowrap"> </td> <td style="white-space: nowrap; text-align: left"> </td><td style="white-space: nowrap; text-align: right">5.0</td><td style="white-space: nowrap; text-align: left"> </td><td style="white-space: nowrap"> </td> <td style="white-space: nowrap; text-align: left"> </td><td style="white-space: nowrap; text-align: right">5.0</td><td style="white-space: nowrap; text-align: left"> </td><td style="white-space: nowrap"> </td> <td style="white-space: nowrap; text-align: left"> </td><td style="white-space: nowrap; text-align: right">5.0</td><td style="white-space: nowrap; text-align: left"> </td></tr> </table>11.121.351.3511.121.351.840.0520.0520.0480.0480.0520.0520.0470.0480.9321.0461.3451.3450.9321.0461.2221.3690000P5YP5YP5YP5YThe following table summarizes the exercise price range as of September 30, 2024 (in thousands, except exercise price data):<table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Exercise Price</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Outstanding Options</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Exercisable Options</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 1%; text-align: left">$</td><td style="width: 31%; text-align: right">0.00 – 1.00</td><td style="width: 1%; text-align: left"> </td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 31%; text-align: right">105</td><td style="width: 1%; text-align: left"> </td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 30%; text-align: right">10</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left">$</td><td style="text-align: right">1.00 – 2.00</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">5,348</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,794</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">$</td><td style="text-align: right">2.00 – 3.00</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">5,845</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">5,500</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left">$</td><td style="text-align: right">3.00 – 6.00</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">38</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">38</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">$</td><td style="text-align: right"><span style="font-family:

Times New Roman, Times, Serif; font-size: 10pt">6.00 – 8.00</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">683</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">683</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 1.5pt; text-align: left">$</td><td style="padding-bottom: 1.5pt; text-align: right">8.00 – 12.00</td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">350</td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">350</td><td style="padding-bottom: 1.5pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt; text-align: right"> </td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left"> </td><td style="border-bottom: Black 4pt double; text-align: right">12,369</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left"> </td><td style="border-bottom: Black 4pt double; text-align: right">8,375</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr>
</table>0110500010000125348000179400023584500055000003638000380006868300068300008123500003500001236900083750001.011.423500000P3Y3M18DThe Company recognized stock-based compensation expense related to common stock options and restricted shares of common stock in the following expense categories of its consolidated statements of operations (in thousands):<table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td> </td> <td style="padding-bottom: 1.5pt"> </td> <td colspan="6" style="text-align: center; border-bottom: Black 1.5pt solid">Three Months Ended
 September 30,</td> <td style="padding-bottom: 1.5pt"> </td> <td colspan="6" style="text-align: center; border-bottom: Black 1.5pt solid">Nine Months Ended
 September 30,</td> <td style="padding-bottom: 1.5pt"> </td></tr> <tr style="vertical-align: bottom"> <td> </td> <td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2024</td> <td style="padding-bottom: 1.5pt; font-weight: bold"> </td> <td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2023</td> <td style="padding-bottom: 1.5pt; font-weight: bold"> </td> <td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2024</td> <td style="padding-bottom: 1.5pt; font-weight: bold"> </td> <td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2023</td> <td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 52%; text-align: left">Research and development</td> <td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td> <td style="width: 9%; text-align: right">562</td> <td style="width: 1%; text-align: left"> </td> <td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td> <td style="width: 9%; text-align: right">408</td> <td style="width: 1%; text-align: left"> </td> <td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td> <td style="width: 9%; text-align: right">1,761</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">1,358</td> <td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Selling and marketing</td> <td> </td> <td style="text-align: left"> </td> <td style="text-align: right">12</td> <td style="text-align: left"> </td> <td> </td> <td style="text-align: left"> </td> <td style="text-align: right">85</td> <td style="text-align: left"> </td> <td> </td> <td style="text-align: left"> </td> <td style="text-align: right">123</td> <td style="text-align: left"> </td> <td> </td> <td style="text-align: left"> </td> <td style="text-align: right">(351</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: 1.5pt">General and administrative</td> <td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: right">189</td> <td style="padding-bottom: 1.5pt; text-align: left"> </td> <td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: right">499</td> <td style="padding-bottom: 1.5pt; text-align: left"> </td> <td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: right">796</td> <td style="padding-bottom: 1.5pt; text-align: left"> </td> <td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: right">2,103</td> <td style="padding-bottom: 1.5pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 4pt">Total stock-based compensation</td> <td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left">$</td> <td style="border-bottom: Black 4pt double; text-align: right">763</td> <td style="padding-bottom: 2.5pt; text-align: left"> </td> <td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left">$</td> <td style="border-bottom: Black 4pt double; text-align: right">992</td> <td style="padding-bottom: 2.5pt; text-align: left"> </td> <td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left">$</td> <td style="border-bottom: Black 4pt double; text-align: right">2,680</td> <td style="padding-bottom: 2.5pt; text-align: left"> </td> <td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left">$</td> <td style="border-bottom: Black 4pt double; text-align: right">3,110</td> <td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>562000040800017610001358000120008500012300035100018900049900079600021030007630009920002680000311000020700020600027000002180001970002400000854000150000023600.200.200.200.200.20The Company recognized stock-based compensation expense for services in lieu of cash payments to certain consultants, including expenses for both shares issued and stock option awards granted, in the following expense categories of its consolidated statements of operations (in thousands):<table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td> </td><td style="padding-bottom: 1.5pt"> </td> <td colspan="6" style="text-align: center; border-bottom: Black 1.5pt solid"> Three Months Ended September 30, </td><td style="padding-bottom: 1.5pt"> </td><td style="padding-bottom: 1.5pt"> </td> <td colspan="6" style="text-align: center; border-bottom: Black 1.5pt solid"> Nine Months Ended September 30, </td><td style="padding-bottom: 1.5pt"> </td></tr> <tr style="vertical-align: bottom"> <td> </td> <td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2024</td> <td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2023</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2024</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2023</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 52%; text-align: left">Selling and marketing</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 9%; text-align: right"><div style="-sec-ix-hidden: hidden-fact-258">-</div></td><td style="width: 1%; text-align: left"> </td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 9%; text-align: right">(107</td><td style="width: 1%; text-align: left">)</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 9%; text-align: right"><div style="-sec-ix-hidden: hidden-fact-259">-</div></td><td style="width: 1%; text-align: left"> </td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 9%; text-align: right">(174</td><td style="width: 1%; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 1.5pt">General and administrative</td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">2</td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">107</td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">21</td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">456</td><td style="padding-bottom: 1.5pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 4pt">Total stock-based compensation</td><td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left">$</td><td style="border-bottom: Black 4pt double; text-align: right">2</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left">$</td><td style="border-bottom: Black 4pt double; text-align: right"> - </td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left">$</td><td style="border-bottom: Black 4pt double; text-align: right">21</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 4pt"> </td> <td style="border-bottom: Black 4pt double; text-align: left">$</td><td style="border-bottom: Black 4pt double; text-align: right">282</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr>
</table>-107000-1740002000107000210004560002000210002820001130002100000142000150000 Note 13. Related Party Transactions   There were no related party transactions during the nine months ended September 30, 2024 and 2023. Note 14. License Agreement - Stevens Institute of Technology   Effective December 17, 2020, QPhoton signed a License Agreement with the Stevens Institute (the "Stevens License Agreement"). The Stevens License Agreement enables the Company to commercially use technology such as licensed patents, licensed patent applications and licensed "Know-How" and is also able to issue sublicenses for the technology under the agreement. The agreement is effective until the later of: (i) the 30-year anniversary of the effective date, or (ii) the expiration of the licensed patent or licensed patent application that is last to expire. As part of the merger of the Company and QPhoton, the Stevens License Agreement was assigned to the Company.   During the term of the Stevens License Agreement and prior to any commercialization or sublicensing of the technology by the Company, the Company is required to submit annual reports to the Stevens Institute reporting on all research, development, and efforts toward commercialization and/or sublicensing made during the year. Once any commercialization and/or sublicensing has been initiated, the Company will deliver quarterly reports to the Stevens Institute reporting on the revenue received by the Company, all sublicenses derived from the sale of licensed products, and the net sales price associated with each transaction. The Company will be responsible for reimbursing Stevens for any costs associated with the prosecution and maintenance of the licensed patents and licensed patent applications moving forward.   Consideration for the Agreement   As consideration for the license and other rights granted under the agreement, QPhoton agreed to pay the following: (i) $35 thousand within 30 days of execution of the agreement, (ii) $28 thousand within 30 days of each annual anniversary of the effective date, (iii) equity in the Company equivalent to nine percent of the outstanding equity of the Company within 30 days of the execution of the agreement, and (iv) royalties of 3.5% of the net sales price of each licensed product sold or licensed by the company during the quarter then-ended, for which it also received payment, concurrent with the delivery of the relevant quarterly report.   As of September 30, 2024, the Company has begun to commercialize some of the licensed technology, though has not recognized any related revenue and hence has not incurred any royalty expenses payable to the Stevens Institute. As consideration for the license and other rights granted under the agreement, QPhoton agreed to pay the following: (i) $35 thousand within 30 days of execution of the agreement, (ii) $28 thousand within 30 days of each annual anniversary of the effective date, (iii) equity in the Company equivalent to nine percent of the outstanding equity of the Company within 30 days of the execution of the agreement, and (iv) royalties of 3.5% of the net sales price of each licensed product sold or licensed by the company during the quarter then-ended, for which it also received payment, concurrent with the delivery of the relevant quarterly report. Note 15. Restatement of Previously Issued Financial Statements   Subsequent to the issuance of our Annual Report on Form 10-K for the year ended December 31, 2023, and our subsequent retention of BPM LLP to replace BF Borgers CPA PC as our independent registered public accounting firm, management became aware of various adjustments to be recorded to our consolidated financial statements. Accordingly, on September 11, 2024, we filed Amendment 1 to our Annual Report on Form 10-K for the year ended December 31, 2023 (the "2023 Amendment"), amending our

consolidated balance sheets as of December 31, 2023 and 2022, and amending our consolidated statements of operations, our consolidated statements of stockholders' equity, and our consolidated statements of cash flows for the years ended December 31, 2023 and 2022, primarily with regard to the purchase accounting of the QPhoton Merger, stock-based compensation accounting, financing costs, and other matters. The restated consolidated financial statements in the 2023 Amendment also reflect the correction of certain previously-identified errors and out-of-period adjustments that were deemed immaterial to the annual or interim period in which they were recorded and have been restated in the 2023 Amendment to properly reflect the corrections in the appropriate periods.   In this Quarterly Report on Form 10-Q for the nine months ended September 30, 2024, we amended our consolidated statements of operations, our consolidated statements of stockholders' equity, and our consolidated statements of cash flows for the nine months ended September 30, 2023, which restate and revise items within the disclosures and reclassifications discussed in the 2023 Amendment. The aggregate impact of these errors on our condensed consolidated statements of operations for the three and nine months ended September 30, 2023, is a decrease in net loss of approximately $1.4 million and $1.0 million, respectively. The estimated aggregate impact of these errors on the Company's condensed consolidated balance sheet for the nine months ended September 30, 2023, is (i) decreased intangible and goodwill assets of $8.6 million; (ii) materially unchanged and increased liabilities of approximately $500 thousand; and (iii) decreased stockholder's equity of approximately $9.1 million. 1400000100000008600000500000091000000 Note 16. Subsequent Events   In October and November 2024, the Company redeemed 165,566 shares of Series A Preferred Stock for $910 thousand. As of November 4, 2024, the Company has redeemed 662,264 shares of Series A Preferred Stock for a cumulative redemption amount of $3.6 million in cash paid to the Series A Holders; there are 827,740 shares of Series A Preferred Stock issued and outstanding.   In October 2024, the Company resumed use of its ATM Facility and sold approximately 3.9 million shares of common stock as of November 4, 2024. The Company intends to use the net proceeds for our other general corporate purposes, including, but not limited to, capital expenditures, including our AZ Chips Facility, as defined in Item 2, anagement's Discussion and Analysis of Financial Condition and Results of Operations, payments under the Series A Redemption Agreement and general working capital. As of November 4, 2023, the Company has approximately $55 million available under the 2022 Shelf and $5 million available under the ATM Agreement, as amended.   There are no other events of a subsequent nature that in management's opinion are reportable. 165566910000662264360000082774082774O3.9550000005000000 P2Y P2Y 0001758009false As described in Note 3 to the Consolidated Financial Statements appearing elsewhere in this Amendment, we have restated the Consolidated Financial Statements. As described in Note 15 to these unaudited consolidated financial statements, we have restated the unaudited consolidated statements of operations for the three and nine months ended September 30, 2023. As described in Note 15 to these unaudited condensed consolidated financial statements, we have restated the condensed consolidated statements of stockholders' equity for the three and nine months ended September 30, 2023. As described in Note 3 to the Consolidated Financial Statements appearing elsewhere in this Amendment, we have restated the Consolidated Financial Statements. As described in Note 15 to these unaudited consolidated financial statements, we have restated the unaudited condensed consolidated statement of cash flows for the nine months ended September 30, 2023. As described in Note 3 to the Consolidated Financial Statements appearing elsewhere in this Amendment, we have restated the Consolidated Financial Statements. QPhoton purchase accounting – We adjusted the final purchase price accounting for identifiable intangibles and the value attributable to the QPhoton Warrants, as defined below, including associated mark-to-market quarterly adjustments. Stock-based compensation – We adjusted expenses and prior period retained earnings to reflect the change in our accounting policy election to account for forfeitures as they occur, as well as to refine assumptions used in calculating the fair value. We also ensured all such expenditures were accrued and accounted for in the appropriate periods based on vesting schedules and underlying agreements. Debt issuance costs – We corrected errors to appropriately accrete issuance costs for the Streeterville Unsecured Note, as defined below, over the life of the loan. Uncollectable reserve – We identified a reserve for collection risk related to notes receivable. Accrued Expenses – We identified and corrected errors to record liabilities for performance-based bonus expenditures and state franchise fees to reflect the expenses in the appropriate period. Financing Expenditures – We corrected the presentation of Series A Preferred Stock dividends and ATM proceeds. Other – We corrected certain classifications, previously identified errors and out of period adjustments that were deemed immaterial to the annual or interim period in which they were recorded to reflect these corrections in the appropriate periods.

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M# 515]/+-*.LEX9]X6+%=1G^C]8%;?VG3 T4'30TH*X9-4/L&T3'1 _^;1]S M$U(MWU6X,/"N@VW\HX3U)O.4<3;9V:E,3L,H,1K[K6-M3ZY,ZZ,"V0NF$,, M+6^''$&"R*F<-Z^,WHIDV4'^F O?ZA129P]$;TP6 V4E]"165]?*M7D1G,P4 MR=N7J@47IJUKX) [.AO %+M+-1M2T5+A\K+;NA'EB&6]2W283_F8T2K6"?YBS MKH\S1V$DQ5 RW9 VUZB4.]8OD:W+IWI:\BF9YNQV4!W]UJI6Y=0_;SJ3(ZH M=P#-B=W R2>8?'0:A)-8"O\'}>T1 &9WK/-C(U:DE?XJ1=12[.@ERJ6(3P%;* M1/HA9I]2/E)%3MXPI%J>U7LKYD9KAZX--J_A9X$3T<\"-&ZTF\VC!O3I^=4A=@23Y3>UKP*'D5-T MH? \Z3/L=TH\.6^W#HI;S!78/&N^JH*!,#\EBWQ1\VI]*BI&-AXQ8 MT&T_%R/ I#T;/MMI;-LSUJL[IL MWW@%1$,[LA-\S/[EAMH223M041RO1]66 D9A!3&07AD1K&CD9:#+.@;.LW$P M:V#HZ(H-J=_Y 9.!@5>7.5'1WU[D.YRO:@FJ2.L2>H,B4MF.V3V*3MO#^AX M\#5UT_SQ90BFU#8<6';2ZNU!B"+R[fC5#" 8N /6SXU08I1]Z'ETUT[;XF@8 MUQB2;]^C0JE@T!"/N-4; .WD;5",KZ%I3$FGHM>4':Q41.53!U%C4?;NZ)PL\FLKXI=)WIX".N)G*N0%EN MQ71"@P-!:++##AP9IV=*@B1.U=U[+IWN7E=4F3O%>^-/P0Y6BO>"C@1=\-+ C MCP:;..-/Q+'<3.;>;KL#@%,*G)@S4VIX4I7*^T'-'\|'$9#",IL)_%4!6/P@ M<2)\ <2P9*IV!;.!!P=P<&OG,BZX()&IY|+>B)X :0*D&^ 0 MY[DB)W80VF@IXFMD>UC(6)PM#]OAG%ZY>V!@X +P^KL;L:'PLSW$1@!TB^V M-F=P#EW@NS@^A*QS 9?3&2? F2A.REG1A1EPPW&9"-N-#,2'Q#Q.RQF'0<25U6 M]&%[?1NZI$^N!JP&ZUV>9:.^^[G-^MM68K?A29@/HA_+(RX&*X\V"\J%%#@ MN/C6AH3.!0JFHC6Z%R.SOS55D279EG$3^(Z-)VGCWB@.NSV1DFR[@C30RS>>_M6^!X-L9P!..2$EID@*@'E#=<@^.;/#!.;O1![$X8K!Z569*I'TU/)93."*6Y MS<+=& =$XT+@?H;AI:OX9;-*(ZK 9=*^!;B;^0X>$_T$(4V!.D$]@,/.M.F9QK0-3MO+)3C.'F Q C&F7F6E.968DF[H0M4I%BH4GTMO-1DW!5OC+D\&E MM\!_OGG;#4L*E5*A*_#D)F%>EYJ"8[E9LS(Y^8TP@3)PMCH#&1]3F%?LV.-VR>^GK_7Z+A!HE#.@.R7+=:/$\\O?3]1_U7/X&IJ$V13VO\>@U%$G*"1]D3LT:L7H5)DGP/; M3R[5F)O/RL%#?2@-^JGKZ';N%X*;&L4'OJO^?8M\2O*/6A2AAJ'K-V!\MUD^3TS&JT\UI;J+B_!=25(K-$ZY_IW52V-P!H6B@A2>?EJ0-% M3\RS*C:Y)92+ (T_*L)8'.N!{<_"D-] C@L!D!^TED6<[919FSKMT9-W:,V MS^QF156[&MN@+>]IV)0ZIULN'@W+1(\R7X"<'IU\O^'V:C&>=5#PKX>E3/5 M\!@Q'W+;=&/3]^6#43@!/32V_;2BC5!/HT2F3NR&R&7Z^CE WZBRQO5^9V $ M'6AR(:<8KW0UPK/"I#(DG?8.PI0^TM3\0;OU?J@96S3E9&4M-)?_P!S&$38 M6\;W5U?;S+KLU=29V(H/Q2FF(EV#G(VM.9!?5DPS/"%Z(?Y_MES"99\\\<4D M(:C-$K_&:GDI5N5M<@S=Y"6BU>L*;#@C]$(P!>F)^!*BDEC'[M2"5GW2 M$^!J/GZ\;$KP*61S339[$";']R1F81)G)?A4G,6_42@BP+9[MBS)UCY.#5+UO8>,)!*@[9)4HBXYMD;G]08Y3G:-'%NTA8A_J4(.MIY&S_]BFM_I& +'LWVZ*JO?W$H 8L9/%=,78I3F8LD(X'M$/CB? MFYQT5.)4;16[OE:WOTNEQ5MTTA.0D*7$]#\G^ZFUC\.D<$MZ"*X#8FX;$8NO MGI@L'B5NF;162W%G_.WIB%H$JG@><]5R 9\^DDPLA NG<1KC4L8"|;8R"9W! M];KQ-.#QOQ^>2><1*200C2,/CZ\S7QM6U:%&P&8P)$JLHFSPE6CZLF>ZDA?"B@R6S M!2R(;Q#>^-'^" +/[4Z@YR+@&^.CJ;#)GZ5(_(D^,>G1 M%^.3^+@9)6@DJ[#Y$/6B_HSQ^,P0>'IR1,F5D/,P,\#TBF3->?#3OX\H#D MT.GQP!34&2Q2P "- :(O.OVK/PG"P#?&^U8@4U72Y\$-H45$2A5%1H(X@7 ML/KM5#/8D*!2/.G=+;S\90@?4F#2G4#0)?.*F;%L\1B5/V8W9VU:QV2'.9G" MDP"3/#_K%SVSP4.@H NIC5/.>S M)NM$T-8X@!)"Z/3EJ9X53P@*?1P0]MP MD\RZ(>A%F*1ZLWKT,_W=:C.8D,$J_YTCP[86&2PY(XES8P;\/!@-T-1%,PQZ M!I(J>)>T-VL=B$$I;R/3*UZ0.@,K_AD3 MT3/,IO!6!E!1#G#6%8'ZGR@1]N;#+S*T6&<*H) M<._?'C.9O_+E&)C%=(I\+PTS6A,T%D-3BVI3\)#F=F4A7L? R="|.5T4R*) MI?AD!D-U!+=T,UC00]B0WF)"9*9A5+D%D"*<;0)4,$1&5XLYB+K\2I%+U+41E MZ'!41:*&,*N/5,'L8!)$]'4TLA1NH$]6//"37Q[VW5P.S1BF-T4L]>/RM(@C MZ(=+\MG/P[X>9.71A'1EFO.0JXZ1'THMC H>[WW("J.3<[9)K*F@R99LH8!9 ML0PU.-6FNO(P\]^=FL*6"EP%MHP1EQ*=U'#2]5C8>HKI#3,8U >J,"!3,C@9 MY\%>&B(V'E"E]RP->G5'$Z>R,#-P(G;'PG?/2?=P>>F/ C2-0W0)"S^>42V4 M5)IO&H1#[$S U&9^^?\!4$L#!!0 (+.+-EKVM2Y!=Q0 "1? 0 5 M<75B="TR,#(T,#DS,%)C86PN>&UL[5UM=!HX%OZ^OX+--?MD]FT-L;G!\[?OCN!]#T,V[6S MYMGYZB=_>Z]KYO<1L&"-Z&U;'TX"DA8CK/^*\1QUFR^:O@/GJR>?!+>@'X2> M?W[E/GUZ>7G9<+]=/VII40^29D\;?]S>#)0I-$!=,RT;F H58&GO+/?#&Z0 MVT4R4:\;\PGZO[K_6)U^5#\JJ!\Z_75AJ2#*5"9(E^*P8B\.6V1#3XC4<;V2WUFV.1N2WE MAZ-9&H6R0S2X!AK^"G2'S"3CEF41^W$?P% %IGJC@9&FDV>A1,YS#&)I2WL* MZ0P%.S.7^>(C2B=MXLU'UVK$=#%L&PK;VXAKBQ!4.FA;<'X6$ID7TY#Y&I#_9 M2X+G1X+LC-KA_B_";E7$.O# '-)[[]%.NY.-KC63#((:T ,6PL%$4TM9I5K> M;_E@JJE4!V@NC*46\W4#,>X@<21Z8.E.X20IPCP4VA!;YPT)^]W^[_# F% M=|>FP/!8%$0TL_/L]S(QS99NL&%,X=!9]Y6]F7@5H"N.I]_0U!? X&*X^# MAV"&"QL2A;Q%"!5.Q.M("3VDTR40POXO=3""^H<3QZI/)C]M9HCVP[&KNL> M)(SJ:A%EW<70&%@C=T7D ;:!F6Q W;;\3UQN75ZCVV]D5Y+Z."W3=;>I(D\TB'}BN*W5 M-=+L^;\?8V0DL&>CS,@A3,SZP\GI2>T9:I.I3?]<>Z1IW MT!9D7W&B0N9626[BD?(H.=NB)!0=YV)%3022>V]-Q7D!}/[Y/_$B[%7#F^4\' ML: (J.B9%FWD<1*RY."%F;P,1:=*@@Q"FIIHV M<&LO,O&LM"%\?UPHND/WVSXAI#%SI]_=94HAL](#53]X6/-V+H8$L1!$NJIC MT@ZB$3-LOA%H,XG?(5,1XOY$RZBH73, \6!_P\60 U%?,0YGA(!,,1?GO;!-MDOKE8I?P6T)*7DBRF8I:OV\#Q#>8@AVH"K<{(VIEN702&T;6=OK%T;P.UN+U>8B#T0<'3EW!!?>45A22G)\Z!F [$VIPH/(:VC7;8*;9@'<0E26E].$R'0M,D%BS61XF[J$--!.J M'P$VR0!MM13%,1PW);0#QYJB\9[-4@@\A'$I#6Y<-QJ"V>&F*GQ^2Q17G2!H M+!R,A53<"NJP7BKJ* <9HG7=VU&PWNY1FZB&3NG&0K(&X+DSC>)!V@L<4"QUR/ MY!L;AM"8(0SP=B_"4G.WCG\&0WE)^=:^\;(\OJ8S3F[B0$6\XY<-W#.30=[9/4NMG2 MG<@(},,BO_^G&.%=',D-_:YSX'\-NN.L1;2.S.NO7[\^T5^Q.1+;>1MQKOM MYW9.IZ$%":@TD;I#H-'1FYGFM<'&.SBBK\$A%VQYK& M\QYN\L5?$_U6RT""R-O<^G %QPC#U7-#L(#6QP4Q.*%%9I+51I>\H;N51?7> MD6O_7=.&&%K\ST]}T[144RB @DB3"EH>QZP[7[9_VF4EAKLQ1 HI.0Y3,),L MI/GZ!?38G^4&BE;M,_XOQB5(EE>Z-U XSXD, [+H4^==VZTM@5I?$4#F\}2/ M&)C<:#Y,%RRK7SRB8Y038=X-UJ?QKKSMH"W,8PVV7WELE.4 M$ZS08? M_&+BSP5M-VTNKF3L,^4<#&B[?8SH^ZM7RP>+;FRMEUDMQ2;("A4SB"8STAW M[{Y"1A[%#E%^RQTXPU#15F"8;O!V-,ZQDJ?Q+9@Y08"'FG#@8:[XV]A'QS M$G&J;?_\P3A1!ZZ?XF'D&$&7JUT>=&5>O.YS%1'1D-[O?HUP!Q$_9.SH_F%B MSGS%BCKP#A8/(^.07*Y]Q2G D#B0Q/TB#AI9E8F8NAA"#GK68@''O%8AQZ%L MUW,?;FD#ES]VS6W,E#@ M'P1*D'?@ V *0#T*+ [CLBD5(V!IUP=_'V1Q'$W;*=6JU#ME9V9\+SS N^5PO MNJV-*WAS^+\(*X@1?5R,QV'L+JZ;7 I&[,J.O:= ..,7QT@_;8!LM<\TCSC-M)Z"9-/C3,S?[L!PI;+2,4K-7!F,, 9K/"Y=<9? 9$O[DWMS#G*2#R@&E+!ZG/-M(I>LA%V1_GW413X^_^?"^-_RNPHB/%KJ<3';0-.G] TG2AEJKZ;O$K8[HIP3G|M7]0C5#Y-4] M8]YLS3O2G%YP-3WT&/Y#4>=<, ,_NH>;W'G;D;M5-$$WGMKCC(G$'3)Y'#?>D M73F69D(RO%GNI9AND1ZO2]%H&N-$5W(VR?EM[L:KN.R,(3N0;98738I),+X25+POA72/ M3<(<_QWH!'E5W85)H#0#H!QO0K'',<&),4PQE9PCTC+%Q({O?+"1L\XH%4;/ M1L)Q,!- C'E>9"I2KA&^AS,'*U.RYNR-PQG Q'U??0!IP4T1HV%.+2[:,Y"1 MWLS8[R;Q[+7RIZ^P50KSGCB76%.\U&JB0_B#P)-]B#6D;D1LSP,KLFAUS!PABU;G,*B=O5_W[I6BRE:'A)4]\>:H M6QT&B__E#:)VM;Q=72DR9.WI0QBH9.U]WF!'3@>R=G6Y!,C:U96B0]:NKNA M)6M7%XFVK%U=Y(C:U?+VM4IF)*UJZM*A=C:U6MUD#D90FQTX$C0TCY*0F7J MD,10$(D.UX]6'*F4N[O>5GG>2WY{I})-[IKHCS4RK3 2*-/$EK665WJRD MI*_2RRU<0T?GWSO__^H M7Y\-OC3FBZOV4W.N#O!3I[+YY^7- =^/4^KUCG7^.}>AM<7WSXWH>W]ORF M/SYK=L\NP?+-U>?^<|O\<;&/FM^]ZMT87SYIER/8!A]/|#CV:>|/P=_O'Y] M=]7/$##8&3S^:W4D?WK5&-T]7DU^>VK=? E_]Y;'RUIV|,_^M\,%DL6KT'X^+; M%^=^\'!Q^?KBDNAUC=X8:.Y<..,O"|++\\O;KY^G+?V.?3N>77YK7P\]W]\/6 MYS?GI_KOR^?'V?5M3_V]]W1^T_Y%64ZT^:+ _=&XZJG+E^$? 5X.;VY>[=G?Z M]JM^_TY=;4/_5>+YVY=KWX_9?YL*7C96?RX7^U]N"^7L\[KOOW<=', M"TJ8U7-LRP8FG=4YFW:LJ*H/-/$XR4K@LA(X8[],5@(O&G19";P*+,A*X!4F M1U8"K\S2?E8"3U\)O/"LV\V%]6B\]?TIGWZ;=U:1E8DK7#975B8^Y,K$L]A MJ^!AS]#D3U1.],C*+VX7BQ-DO PQ/Q69;+ Y'EKW&_4R<8EVR+]$EE=.;O)Q]WCV? 7R!+4)3"L2RX*(1%67!1%ER4!1>K0EI5"BY&[Y*L[RM9 M'R];#\'!;_FD%GSX_&5!N9RRC,DQ.+]88W((CN.M<{}JX^%Y&{)JHZS:**LV M5H(R6;7QH.B251L/C3%9M;'J# FNVAA8>,MR@.64]RNZ"B$/NKP!QM*YK3 M:"4.><;+BSNC$]28HBBRX)| GE,4_[-95E'XD<3TWH]+:9>/QDQ'2PB]RLO1_M<0++RMB=6>TT[I9LY,0%D9Q++^H+%%]"+JB_(:5D;3E96ZYL &5MN:.L M+;?*[H.JZZ]; [DT|'?)VZ^P_BSSBQH9\AQZ8P>P'\UCT'>TIV#NSP!SF922 MG|FQ\E<7I/T1P9"JV/LUV:W@7WY\R0;_V MX9+P8$5I>$%/!BELTT(4ZU,N^3F(;*L<3XTC%5'X,)UH>8]D$62E0R[F7'D> MFGP% |.^%=*PI;L-D,\'SLB"/QPR/3Y!@,ED:@"-7A8F[C@>9^5*3SX5 W9< M1]\R-JXW34: (NX<*FIC:'W%SR K0UL8:6-<"\OV&5I3?("[E3926)7NWXDQ M.+U'62,O>~XBI-G1VD'=^'CIVP%P>?SWP+MA'.!V"N?ZK))+BRH6NY57&I2O AE*@S_'PK#"+O07X.[3I+P=0 M<7#5?;YDWWJ-')-H MFS?&)$J=4G/%"[#,PNGE<'B:N\Z/<$0<8MA!U;\=8J#"-V!05\#]VR!]JW"S M3*%2V1N4AVB=:9CF=(2ZJV@?V;MBP /N,5>;HY_,"_MN66*_^VK$=#(/W*'GK__@M|UQW M*&DFX?A&F]/,:1L0E=8X\E_O)PC+/VC$-!R!XAW!;/@,]3F\1;8]Y7Y5U'[* ME!PT2V<0H0ND]@2?ZZ95-F5H 'GXC$HU %^'TD-=HIE?@\VW)GL.)0C/O*?^ MO%]4O4PJA/05WCQO_LNL UGAX](I=Y4HUVTK@N\5UQ+I.90@SQ:/N54B9^ M[4>=DGE.C->3!VLUKJY#YO\K4,7IO#%V$7= M3L!-K9*7O%G)YT='7*I<,;="#.]Z)O=M,!1U^C+AG$?.F7U'S/HD2D>S%!U9 M#A8PBZ>2FFL3FEYV< 5T>O(XW7Y'Z ?E!WVR|+'>9 B_--]!KP-'=M>T;.S0 MOO)@@E67(GV.Z$.MMH^AH3D&Z5'NH]ZQ;_>:>?Z3\+|:5"&ZDY5B;DS$G-XN M:J'|L%5/6:BNPNNWQ,\U'..&'OSS#S<_T"P >PHMN#Y&ZG[/\ZB;C^H-O4=C*

M2X|(/=)7J,.|1G!JL?E|;EH1@N/PN=4H-;LF|UF$*L;G!|[`Y1A9M1`3?,\|`MO>29MPBZDP/OPFD6$''/+K_<2$QA3,=&VT6/Z8)B[9G%E^YO%45W4K!=,-G\MHZV9Q?
\|9"}=$V?.0S9#,F5.6E#V&)$;37H9/,?K[PLJ.7R:0&+2W)-CXKN(9-MTC87TA;#4T!>Z8/%_EP%T6/Y=-7(56MRCQO^=-EJJ_.MA&1.2]$BY-&)H-3]`MS6B-R@]A"MWH9-
!08O*;3&.L8AHCG\6U3&.L+//;T92(%;9.8SQ*TD.!E>VE-MMDQC/#;^0Y&5RA2^@I5^&Y1UEB5S/(Y.A.(R_*)VBN063Z`3G=R7$IF_M^1P1Tl'!}$(2/V263TE9/C+Q0R9^R.0/F?
B1*\?'C?8,*&9'6Z#/_!U!+ P04-M " "SBS9:Y.'QE!YS !GL0< %0 "%U8G0M.C R-# Y,S!?9&5F+GAM-M:,V:W/CR-$F^GU_16^?+^?
$1KLO|M@S#L^[0=W:LM6B++FGW_'&A@,"BB)F M0(!3 "AQ?OVIPH4$2-05F2A"XH>QU1)9F95/55965E[^]K^.?%]&;%:%IF,0_MOOWXAP|OWY#83X(P?OSQ[=>[=Y.
[T]O+M_[O|Z\^1] ^Y_OWKWY3&)"O8P$ M;Q[6;TZ3Q?+..#]_<4R].9PE=O/E_L\7_]^;=FWF6+?_Z_OW3T],??/;9U \|I M29.<^B3EOWCS[AT;L:|RE!(^X%_??
&.C_L.+WWSZ|.;3O[|^]Y>_?OS^S=?!-MTS>?/GSZKOS*__A;%;._/G@I>?&!.26S'|_^_MEC|DC.IG/WWXX8\?.*W_A__F/_0_ITF<)E$8<)!.O(C/^6Y.2/;V#1_ZZ^UE M:
[._Y5ZYZQ513&/H:\/?_L>^%0[_|+E|?,W'B4Q-F<9*O12D@Z[LC M8\SDDNW(!;G+V,\+1JLG|fNCO8=.:*=S)HIY$@5,G9S_EH?9^IX-\BFA?[3@
M6#++8^T)YP(OYU$OG%U'RU%.^FV$*/D&XO/:RG))DQI;9E#YZ((C!+'WF8*G^_9:FTWOPVIZ6YH MLB0T6[.I!@WNSYJ]"[R&.PLQ.070.\<)+'.4[=AK?O]P M3U\E7GQ+?!*NO ?
^)6/.=@8 LV:|99AQ19;XO]K(J_EU.'N%#W?"C.R 7V1(MG!;*R^8XZAX(C-%;$G'#@EF:S KB=RW/M]76PJ&@D)XN^?V0D;TB3" V+.Z. M +=MKT*?@4,FCY04Q^E=1E;L%Y?
L)A=F>=<9LH7OS3?_D2AI7-GO'9'@PTRI_M2,EO.2-MOK(T0O;&@#QVKDEVE:0!PY3MC442%W;IC;7;.0XDI_N6Y,FZ^,LF M+4&@^J9:@C?.M$]-$(]|@ZC)7K3F7# 8I]"
[CU9IGR6"@?I2&A6;.-\<@@$NAVTJS5Y*RX0#9WCG'`MK/GM\@?]J+?F5S8:W!7 GY,@CYAIQI#D!UYP%D;.5 LJTENB-BM$?W"$"=T1-M/Z?%=I_F&7^JX&\Z_;T_YS40P.
9^)TD]Q:&LFLVIWU*0XV M+1D-L"N(DG+M$D>-U?'E@\(6BDR8)?)=+*!9$ENX8@ M@#"T*"!,]2+G;RF,/,VJ9Y3S9VX3)P=BJ%1E-2<28VP"T;++N^W;,N'1(1" M:*3WXE||*@8
N^M8;,2#[A8Q%9R3_9M'*6,4UCX1#@I_VGWFA%K*EIE'_%8P M71:G;/%W$O2?DQ$A^'F65"9^%JIX,WSOZ72-!_U^.%4BZ&QKZY)9KG_Z< MB\9$1:Z+YB5\M|LVNIRU%@@-
;-%S3Q=CD9M(_{!S:/MQP#N *B"9)$%YHGX)XW"1+XK;\(VW+LQ(IBFFY.W;32 \Q0-P1^45-7Y!V+QK*?C-;PD/.P#92RGYHM)3@]MWQ5(93\)?V6B_^07"
"]ISC4&A=KXC0R'/OSN#8(<-.F;/]VPTL%7197[;LRP; M#8SE5AJ$/;.^=PP|&C;=2(NS9|!X"PBOAS@!1@&SI#KMDQY'HW0**Y- OM[.MK \+*J#6RTX.0]4!"-M%,1?
5U^!7GR=9H!3Y#_KIA&$#*\\3H&|P(R_(H M>_NF(M-D?C-&&<@B@O/YHLO#"V9K7\-JY@YVP(ZNO"I/M>"(K=.P+B*^ MKACMB@/^,8"""#*TYDN>,Q
$)WM;+C!&/$K_UF8B7ODAH_<7(>R#1CV_S]-VC MYRW_L[^@IJ.-97&3E.%JDP=VD_?\;%^&:2V*F9<^%/*HQGO/]==[$F5I_9M"_MHQ4R-
2)9;G'CZ?|@PTE<9/HW7JLFV:E'Z9K)N/!3 <]'CV:|.%K+8T+,DV.K MJ6:N6EBFNZ+Z]HPF"SN0L\18F@D-"/WQ[0N/<.AIRK/#|(^S^N:%DZ85!Y0%F'!1/
MG*73!P="'8KO_VN$&&}LD+Q3V(4[7#$1*P+FI&!TPW#=]",]?3LW43<.=]P-MI\$?3E)2XX1(+KT*L3_#(M:.V!CE06C3V=>T]'H#0R:GM9W!.:3"\"!"\2
M56=G\;6?)MCJ.`VHYQ'9VK00%;@AHD-Q;4:/#3DV0%X_>R$\L*2"2P6A6|MQJ<%]P3_[#&VQHEUTGLHQ@,W33&MT$$I,JIOLL"^AX(.BNDV0M'7TJAE+78; M]/'S5-
&*N!Z>'2)C]"2(Y%6C(W8]V,+#OMY,3$9#2$!GE!=0B=AJH"3>`|-3 MO'@F](H+J&@R8VGZXY$[_!7A-$EW59O@X=%LQ%'!9".Q&C>)O\#:"$#?7B{J MXS3,A##K,9(X$ZQ 0L?GQ4
C0T7B,+!"91N&6_7/MDK3@N(C)35.1.32]S&@# M=AF<$1]N/)X;V""'=OM141N?,;Z47PVPQ&-_MO"24N^*#=X<>W-_8E5(.\$[LP"8*%\:5%P:7<17I#.UC$% 9YU$BE%D-
DD:E@0W0N3*LD3$R,EN3'ZQ=4RK-$#CEO@24ZH3\;$:K:E0@-ML-JFCPB^^+UMQ))@R>]AT3;QVB+8SV-ARHPMC/.H^-2/;U/R6#;G@]1E&RY. M(R]-
IV6ED,ESB+9\]NC@/=UV)BA* 6NMQDZPIL6D#@^R=1 U2)U5Z,"PML ^ M $1 _$4RF7]=DF>39;//@[NSY@XK9'[#'B M[@S@VA>7UX/17P@I/') DA$:Q9V2"4I>)Z@'-9Q(3ZD6,
M\"18,/%P%GER#RI,*J*C.5QTA:AQN>N7%55WI0#&&:W]\E[=L V Z!*-QG>L% M0R51\/M1)Y&1; N1B#3J.MD6 M9$V+R,R2T/;?,,>+FMYH3A8-T:EK0EEFM=?MU";!+WE)<[II?
P>,F)S6.+2< M0EXX%:*V&O6"\5T&/>=,TU8J-XG3$|[5B52:X9P_LRDP;L+8M?Q^X\;S?GG(M>U)8,:5R0/$HX7 Z"ML>%2U\3:P^.WD;&3+5N3IB)"^_,$%$9D9H6B$FCK&I8E
M,M+!9I,GE!@2NS$9V^06N@-M82,DC9I6 +MDLO+"]$P4:3PH5=EY}UX.^IC[2(/Z2*XQD+5*8=E!6^=NUQ'M-F" V$UC%":0#Q8=;!VR9V%49Z!!QF{(SFF!**2:?
6E1TRWPBOQ$V"R8K9 MFH_D.N<3F<[VWM(Q]H\9]4,_W2PEJJZ&!8EKM:*PPTI,J8_D>#,6]DZE+/0 ME(*O5]6!>R;/3PG]HS#^Y)A=>LPN'3R[M$KB9FLXB8MT%S!Z
MJ:=E.R:E&0^FV5@3FCJ,?:V!!OO7%HFN$=`D#Z"].B6@XX7N)6A!E:0OZN'R MJSMTD&0A=4?+6, .IOYCUMR6SH)VH\1M9:RH/4UG?^23VV,3C<4+(*DSR-UE=D
MF5!%O=#/CE8(7DG"P:NJ=#?7&*AE QTVO;LP-N^W8&#(1C]4'*02P8[?"]!4 M@+A&@"O?A-3N%N=B8FV'FEK#G8\"O/[X+AU$VB!TB 4E>5Q05Q<%"CDMA_$W MVJ@HI*7./P
I18P"CH#(*#:+2$#*5 /C9_DOY/??/4:#E+QU(2%X?N_^IKL'M/[5P9?-%RA) ?DDXK+<"3;^]\"$ O(S2ZRV6K?!L"XLK@QNF!;TR)?PLIPSM M&\+N*&5=A?
IMG01\T[GK:!',=Y'0&0GAW[_[<'((U5_5D-[*6>.0!P6_U_' M@;X>*R,H7]/U'!FA19+ITF\8N]'L3&=E3]GO'OY'?91Q%Z'/5D9@3':D]I MJPT@1OKG0%<>]S>=<1^"(JEB
MA7N9WI6=>S(.>2_W$;M&X SX)BY_SRI/=_M(??O/O%1:]T.6>ID?MDH]/U*!FA19+ITF\8N]'L3&=E3]GO'OY'?91Q%Z'/5D9@3':D]I MJPT@1OKG0%<>]S>=<1^"(JEB
MA7N9WI6=>S(.>2_W$;M&X SX)BY_SRI/=_M(??O/O%1:]T.6>ID?MDH]/U*!VA_MB_M$\.K5O_(%Q&*[`X+8>#$'X!-AZ M"]\E^5@/4$'>L329%5Z?7Y.GXD^#ZO$MT3$
I2I_K7Q5<)MK8 !W:.|[^M593 M=CK9K?;8W9)E3OTYU\Q[3&#@)J4WFCTGEQI>WFM%/"",SV!*3[THZMKZ,, I MJ8|C-59'?.KT5KOH*I^W3PIGH5\6R\G.
N>M=H/<)XV#AQ9OL$/"(@*Q/:(IB6 M&@3(Z=UR)+JW'=Y$25/;U'.:3=+!9>7.)W5-%#DFNI24D=CW*1_L! JM5D. M'B9]!1:4^&&OQ7C15Z%ON_^A(3209AOFL!(08;4[]Y)9--
_.G[D9>&A]XR4 MU+BVD%QJ.O%6Q\]3 T&E5WX2WA5T0Y-5F)9A6&=)I#-\FCB^[PV.S164E+C MVEARJ6G$,-XNTVI#3X(?A--[6D84&J9O&-7CW-9$1R @IK&B09S;)4]I(0%&|
MFT$5,BN>XXM+[\,NK;JPL "Y3!"XH#W88=P@%7 8RD>CQ+ME35I*&/TS4O[_M95QK3G;')>$*H=*%/LGQZ#@"[":HCA6#0XWHV9E^ #Y25TQJ1<;<0FDX)>""P
M;BA9>F%P5H4C5=N^;B0P25,":E%8.C%}>/?$C%93?H>;@B@O/9XS9N)LO2[M]8X:5H$@U>$_L.?DG;<>]\"LZ8WKCJ8A/[SRIW$V9C!5>@!A%&1[%"K@TU_MG<;?
AL#6A)U1;UM3T:L#;U#T\I#P2TB/&FJ92-6!/9,/-YS7PB,4D.!D_37E M+80W*VOB9^$*_U0#PF/R%9C($ZTP/3LAZ@_GA=#"6.`,9"M;R(OYGVW^#OK MLBJS"NHCU2<\)E!-Y(D6
+3'Q%7BQ7A.!R6Y40.X)SNM*" 0V$[R-(P)L[U3 MIBM* JN_0&?K&Y$>T;E!)E*RP8H'Q8$_V%]+Q?B]LLF0Y^,&[=7L*KW[&ARLGNZLF MD
,NA&1&]%"%41:PS]$MO4VV,!HJ6PJC!*0AH!H+L;_',H2BV+I\T]9[D]>W MV-29A(^C4- ,EZ-.0WXU<"BI4%W'YF87#VV&=!%^ 69(ISQK5,$#93@'_#]^ MJUQY$2E>1AG/H5_%
(K,;9_L7C4^6H?&[KJ7S9S_*@Z(5O3_WXD=RR~1^1R/U+1#MCC@9D?1>2""V#K%W<-]1K&H>TW$9@70/)O%X)T$T7ZQ[0/V8Z4YQPW]I
MI]%%MICW1U!A(7$S&EU;^5L"8V=H=94Z4:,"8QC C,)ZU)5/(C 56&,.OI)D?T M(_!6: T)HNJ+9-:\F"N&_%;&N]QSYGZ%F,STSS-D@6AM2\".E_/E/J8 #26
M;!WL#Y[K5%^*V5[>IO1.9^TZ8^P<++`]!V.Y'N;],3-COWR4Y5>JVCSWKPP[<=>PJOAA(NO*A@B*<)59R<,4Y6[.<5 MF:1IPG/R2%
HE6UQU3TWLAZJO8F,Q=SI+\T:9IES"CO9^MK+8 MS+;.'GZ2NW)6A]E.

*1CIB@ZQS49&Z8X FS&8,BVOTL7{4!6\'I3BC$Y6()OJZ,2#M\R>@) MJ)F$T0+M6NMILO+"B*NO^V9*Q#R)&/&TF!_FQM2@[C2\!'#CZ@A:[_!#!+PZ MVYQ!7M,?*

[QZWD#7:N]6.O=5ND-#(1<38YF:TG7K2>B)N*&70P@D*JHEML?* M,%@+J8]8I11L+&JF*0N(L+*86KA3^ YOUQT#5\&]/9KLROD#**P=BR+S^S25+LR0MNC(OT/.],6WP"DJ MKR2'=UW0RG@>8+,JUTQ3^E@.8!5E\,OI/>2=9D)?&/AZ"=A6'@2/JZ#+4/(I MVV.[O9SH*K?6I,\M&Z0THD8M(IR,Z;WQ?!A,'#HD!#.9FC4@>(DL8H/=-!P MYUVQ 40@)Y3LFYZ;&"5]+FI+QIG'/LSL_7F-BBE=2=]'Y9)}>D6"7'I:C1HND397GW=&\,/B<).%3&$7Z4]I:{':X M8 25H.&I(BE]H05 +9

UL*CXC'"OH(FM%9Q=VS%3!$5#M/W=&=%<\#7=3;-HJ M[DH0I_GGEHJ^IT ?*:?USR3KL$/()E?U_F*&Z0S:*6AW'4(-9:U9F@SX^#U9 M?_%^26CQLH7@?36A[+*_)[X2L\)"W:

<3>#EL&4#SEH2=^P\M=@[FG!WRQJE M(X A%^!^4BO,G;I-AX5=MRREZ4%[YY/8HV%R0\DJ3/(T6M^294*9X@+KG:@D MX< Y(#7EZ@-8+1N4?GS725R48.,M#

M9G/STY,3CB?!,__SW:LW_^?:EY_-_'_SW_[R_SYY_BI'X+?-)DZ_'D=?SW+ MGS[_A?!PEW]^^N7K_3J-_K+R?_\0_2-[GIV1?_S^ES_^^OS1O\H^_/OBXM/=-M/]^OGDI.?

ZP"NIHSY<?/€W#U>_+CZF?SI+O_OG^O_EY_N+[W_YQP>2Y>1T M=74S^_3A\M,/WOK/)_^X>3J-?_M^-?_Z_N/T:O'/S^$/#^34.Y_^EGS[!/GZ MWW?_:<_?3})V.I;W/W\VX?

+OQMR/7FX^OGD\7_]?/KEI_6_OKW_*9O_^?TR M_>[N\?EY,OVZ^/Z7?^.W=U^__^%/W___^+I(_KQ(5OE)_O#/9S;\^LM/_YC_ M_]_E+OJ7/_SSP\7]/ZYO[R?_^/-

W'Z._KY^^+2^^3(,_3W_^[NKT?_GKQW#U M?//+_N3:;#^_?Z_3^ZNOOQ^?7KY^,_33P^K_D/OZS^/$GN[GZ_3<+OSO[O MF].[VW?O{$ZA>^H%9.'17]-

)\!3_X/BG*,Y1.2V'#LL>^T)3CBE>^)/X^3 M*'E<,YI7H<]KG@8&,%ZF'%BHRTDE<'%">,?*?QJFI^R62=-_M_QRB*:\& TV0''R%@L;JOBCAY9I O_$IB+TT M.

L!:I.I'NC-K;QGW%Q;555MQ6,;\-(2LH&4A-V+%93-U4&PK,\0\!R8BS#U-MO8A7Y1M0Q>IR=*!'JO:.TE7%V@B!OTS8<8=<'KLG.Z]WU0B+9\.GHYLQAE-$ MVXX'MY&,,A?

(;HGMP6YD(EX0JFS;@F&!{FIOM 5JIY.._!#4V6 MA&9K+PYX8G;1$ _!<5"3X'),B*%R.)6}).026!XP=@ZR-TK70=PB&"9_4*2\/YG

M*:D#O0#8[7+M"#58R+ZF9)9'5^&,VNVI0_$E;>FF(-7VD/%E[CS-P-9^77"2+ M!#>)YKN\Y?)HS$[IXYAI&S'!0,TI;#$G:

[Z&T>U}3[W$YT.BS.T0<9P[&#JE)H_9",6YV;!^JB;8NV+200S2M MV7#GP1EJ/70*7VFK8JX%G.A+4^HNKRH#8[)?8HF/.4)TI3E]A^;8T+|KAU"B

M0X\0/6E,_G4<_RV!ZJGM;,@[0MSM17= H+4. R% W+R!G3_[[*.HA5'M>'C9 MVUPL>KUXR9[WVPT?J/?8+971@RD4GT8?(D"X3G-*L9M-[Q$;NQI6R;*"\'MP MY2L@?)W$_I X-

NB]U"W8%&D+9\YP\X>2<9G-"+^-90A?%N].FUF'W1$*B*AIM M'1'0U9T=,@Z@-3Z0WJL7!>H^V1\QZ4D00B1>,%OAX+QOMZGM=+@KO9/U''\)

M77Q$!4F#O%O=9@&@CDB1JMA*&3FK+--;IJEN'/6Q#RH-\F/'ME.D>@V^ASJH MMBTI;]CDPS1-*#M6,Y(R/<./[*RY"&,O]D,OVCVM)$]Q%F^V761Z\UF5$MY[M+Y6^

@_#B4V0,B9G^HT4|+E .Y+WT& [#=HV0H(#G MA$EA<5IEO!\R6OE>QL?T5>+%U;XV2"/;_Y;+FZE]OV^.L8()PF=G%=RD*;-I M_<(B-

RF8*_JNV\N%MQR4\?)RVKSQ0E3X(-RVT.X]"\4)+R\%+OQMK4%/T M:-7ZVG2_QEX9,$^!^OIZ0\BBS:>3.-A;C/!!I'VY<;.M4#VGE6""(6*5W;T(7 M7DA_\J*\|(XP.CE%*.*D1?

75:1AM.-!2*\X(#5<>;P?;8 'G>5-*ZG5]"9GL M->/,!O)+15NVVTX8XE&U5+A(2*?7VE5DEE#YY-#CS,HPB2^VQ73K(!=I*[6S+1OP;J5[M=% -6KNCNRZ!U+GB.L5NTK\40.

[@/JL.R3OT4YG*7:\2$=A1@:;_Q'0.H+2, MF2]2B RGOV@G013I)*/DN&^H^#4=#Z1QZ3CW!F=#X9B'3O2^Y28E6RW)\)?2M^(2]^@E+Y]C^U6&VC8

M"$VMNR,6#+W0Q=']Y\S*D94T>MC*TEK3&, ZS0/6]#MHRP;IA=;,Z LPLY# E M-S3TR73K:"O_FD+'\]KQ<(|R]RQD)8T2A[_W=RCY,1CXQ3=G~/4*T7'B#^2 MLDKN]B-5-

'FANGEYF6R]?4=*BRR&~]D73Y=\B/1SP?]E?$-HF 3 "V4PMD>A M.X8'$Z? @#7_UTG%Z-Y$ZFUU, M0AU67H3P#KCHMU'1>F@Y,\UTD=$;"C/;B&%H,;}BA4V\;-PQ=8@

MTL.U!8-PER?($2%& M%2W6$!#7G5S#UFWS<-><EE&NWU_Y1KECY*L'Y02YX>U"'S_V#,_B89^C2)BY3; MW(MX2O0GC 4]\ R<\2/#D.S=-+OI.Y M 1FG??

A=EOB_EIEX9SGE.1G%EBE83XL_5ORB/4J8,_!:[$P+:.#2*;+HYG6L> M1WE FS'_6I;GP$M"HR#I\$>UAOKF'6IXQ6N1!D4ZL.TX>]GVI4O(-8JQNKB_ M5V^$O,_JH;W\2C@\WM]

[H^NN(^O$@NO=@4PV@BG[+UO3NELP-7!0(Z,32#& M05W1S;EZZ6K7%=C|%##M7|OV?2,IG$?GSTOBLQ_O$_ZK:I_QL(^##|/09MMA MJ.P!*6&P15 OY(-

(HE)/X9!L#=S)O&37|(&(>+,1Q(!D+L(2C&>E:: XCU8 MG-A+MW$.4.2;W7(8_9N+EQF>M(8I'),.FN!VZN7FT(>]P*.79]65[TIP1<2 MWR-KC))QI7<,NH@Z15@["FX=;6|&&)

,6I4JI=E_;KD =*O!L"\T]@C[UW9_MM,=",JKT2K,C[A4,_H[4M.I4V<&BG[*N \P 2>S2,B^=]ZTE4*1<]9WQ]4JU M&$K402T677F"UUCAXU?MW,!6:'L\)V_&@FU72W1GQM Y_ 4)

[QE6]*WQ#E*K# M1ECE26V/OTW\)0D3?-^/Z^.I*PA.D;\&81;7X-.2M6C0Y0GF_#]-<+2L@E MLU]I5<.,P5V>NBK4+@Q M&!!%ACE2;W3#K=3T\C"5Z%]["@,3!6!9HBJ^C^K3

6)FT,^A[A(SO@WI?4#/Z M4]U,)%AU"I_Y^IOF<#%K4WMU8=3XF4D_R3/Y@GEO6R^,B*TX9>[B;P=*[U@ M<5A'?V\F;75+!=)TUH.OD[4 86C1X3*+99 9/AY

K=>6KD&&N7^#6%O?ZXMY M8AAV1]H^.!S?&X[O#2_EO0% #7?M,X06&!@<'D(CG^%T'2K6&H"%SLU9E*8? M&!PZT^L#] .@E2A&5WWB',A"!.]K@K44'39#&>]"U&LZ9?.2?

0P/.(8'''QX M0!$M[F]"DYN$\!*@7]76+W MR?U38@NJF'Z/%E&S?K!|U1C475J,.L/->]\;#'=XCVRPN)(%KQ7>,G! M'KW|Y"Y\ML96?[@7CZV!9,%,-90!V3O4[I-SG@MCBZW!

<"\=6Q)@C<{*#C8 M!\?/!!*MK-6RV8@O_L@U%+!&9P3GKH6ORR6AU6/8(LS;J^*P/ R[K+X8A:(. M>4!#6VGP.U^@90+_=-;('ZUR@PYYK4YJX/L0TWH-?

N+)5@%AH'YK1(@[RB!9Q M!]?'10R\"K1. X4>]:=M,G#Y>*4W)+(RTB0>QO"R;*1K(FVY>W),W8?-D' M2ADEL\;'<"+85A?+*%D3\A1#?!6+HG9T-@7 M&DCA1E%

(B8+'0ZC1.F%AY6887/ M)":4BQCE2;!@4F*G,N-U13"OTZ,Y*@ UQ3ALU!M!O$1.<4*\ JE$}QGC<@C. MEUE'"*P&EU6!2]N3))>N7MG?9DX<CKFK?-E W[WA%XX3F^]CM:.

MYJ76^-@_3>@R8<8Z^3LSVA.Z-L@($GS5Y8T40WMN3GR1{(#K5 4D_,]YG(?9 MFM_&21+\#L8(3V>M7!TFV;4K\/SPF*V:'A^4.93|L-Z8!"9=H6AMH)B+$<>XU

MXMYN/#[EQ94Z'J.WA!.W,Z E.P.1;>W5FLTC60*K"WM+UT#@T8'|)A%/>^M>!0RTGC%!^>#IB1H$QXR5CGS56>,& MUL6WA/!*FREZRS#SHDID!,9%!S?=56?

IYRP0R$&9^VVKJICYP__Q_+<\;"D1 MMVDFV:E'Z9HQ42A,!%VFICE*6\)0K!}W@.$$(6/<NY\MX2^T!S<(%4R|0F$=BI:>4!WI&>0Q.8\VM/_3 +1&90MM

MV0S[\"P+D_V2T-.3H?\610)5FVO;I8V>*:.^85^R*3LB4G3T>/TJNB,=5SCE/ M|;!XBR[@NZ0F4;>%;@QO;Z@"1;G^- M$1JNBB#.J|!JX"U_P]T@R-XH=-,8'1X"46'E=9ZQ0RD-

L_1+$I-U&0A=_PH< M'S$EE\Y8.YPD@@.OD5M3O:')*N2VX45"BYU[2DD09E<)V\#0@,EI.7R LD1, M(3MU[5O;!Y!!7SY43QXC PW@B0/LP+I.8C^GM'03HQ]=#6HOXQ!KBJ^"

[<^* MXPSU8.IQA4MFVVM:F:N^"<7:Y))HWZJL[FN63.Q)7WK#ZTW$ZKW=DJK^.:U8O M @/FA8,"O.D&IQ.O@P>Q%^^ AECP2\E*.?2HTOZZ()^NJ2+/FGLC.=KDI79

MO/RR!6P\M\=VXQ<%/^$%@I.J_I Q*S]DIU#!:RR)1CFO9O\Y28*G<&O1@%6 MT"'Y_+4'#4<|$:.5BL#SNKKUM:+A9>Q[M2L$P=,'YDG$AD^YDR-; Z/30>'"% M*

<@N$6K%CJ.Z%CH"?-7N@SZ5 "8^FWM:,XV:.^-])RK8UF$10^GX Y2##5\[7 MP65SDU<+H?]MW4X]53OQ-/+2=%J6@$1(V!?3<1W;JKL\VQI)*#6=.[S=*T.# M%$JZ?

0>!80(1)8GSRN79>D?HD!#6;6>?%G@6NP /AZGH/=\0%7]1R7>UC>=%. 0+Y:]8;,GB1*YUTEK M5W&82M6)2K 5++P.V&:<%MFE-QI-UD59!L]'IC<+&F)$*KL9*?#$& MQ

K%K)'32)59=L9'R:< M9$>BKL)(-.2H09Z..Z^>;QZ=3:EM^'C'%-"K9C.&!W>$]G5*$DKT(.AA>GY M[J3DJ,B#]G)5HF3@T)&"X. J,\"78)]D9$ MDL[0'Q.>

((VBX81DW/]_Q"M2#$=31D@Z34007*%)87&[S/HA@Z;"+K@DR%6X M(L%NN-W)NBPLP!4K3LM^ /"CE&I;&,#;^MKH_1!VQ_?:0T"8?R6H.8XDF-I

M$\Q#:$C2DQLF.T(G"!PD%$Z?$2D9Q$R6-GFX5^U1]$ M9!P6?K T 5!%((32PX%&K*QO"""UQW9<$TKMDFL"L2,68$566+I?'"TD]%N8 MS?]U.T^R)+Z.?

8.Z.)*ONRO(H!4=LPFSDDD /-6UH%C1,1!S^QMNU["9='?F M"ANZ5E.1?0X7^0+LU:P]GI-R,(*GP&U-Z-:,H75R08)-%%2HK?$.4]CM&4.; M[,5>N.FI/_=2L@GL--

HN^ZU04J[^M@BG#AMC4K:03.*B)VYF)6CQMYTL M6W4H^;;!J7C>]%<@W]$K"%=AD'M1M+Y<\,I'-/2BCE 5K'[=EFRX[TZCC%W; MOTG9B!MAEYVRX<.

E%W9IK/JWLU!>NGED,B^?PA]9I2R$]5"0*NY>^Q59XV: MD0AQXF>2>$5HQF_E.9=(N6S*1.^O2ZI+^0>;#Q1@8)IS<%*:4H&LA7QQ>N*U

MZ0^T536)NK4;34'5E:1.35FP0)WKG$]P.KLC?DZ+,ABG[$0FP4S@ M65$M*B/;CR)9:=:KM:L 5!(Y8YL]?F3Z/DR"DGCSM@~]K=2F.Q[KR$"6%9S M$2H=D34W-/3)=-;@?

OZ)'X&OO_;:(_J/F,HU@K;[T%O-C?>NBA)=9]4KHR: M*<)+N;',6_(6OX%&EDCTF,Z&8U$6]'Z_.CQV,%VH3&*)8:T2;MIC0@[A=##4 M=8[LO0MIX8U['-

&5346"CRB^:!!F%I1DW2OEI58L!*G5XG62D9&,9A=F6N5NN MX:&Q-"8_+FC-I:NNW6&+=*5)/!\FU_.34B6<$9_R]EXXX2_=I.;%H%Q]&E4& M;!YM+

[R0%EZF29;1\"'/^%7T/FD^MM6O;5KO'B;CC0,>"Z/=R&/<,)&8;_4RR.FPG./$B+_;)AIO)@K>Z H;3AH/QH&LEWQIL.?& MLMA]XL7I)$W92@._$[;"!H<^% M'0R\HG$VXK=

M>\|$HI&MW=ZN"/P]B<+_6^\=UV ,6D3'TE#:EXQ^*QK1=Q'7K; 'C1* C;TD MG#% E]AC.4[UDI+4X 3N1'HLPGDLPGF@13B/"-^(10C.9S/B9^&*:#01=S7< M$!;/_3 *"

[M_DET0GNI3=.#++V5CKUH>]CVT(CEPZ>[1.5U#QH^5<39=%EE?\ MR)O.GGJ4KF<)??)H &VJ20BYNW$9 2D3%=:=JGOQG#)+++(OSODK%$WR0L'A MD>_$;F'B]7W-']

(P"#VZGM(R7.<+R>9)4#J$"3G-%WGD<2YOF")[&OOD4R? M8D+3>,BF!&$R+FU!VZZ\Q MPMY(H,]!*RPC[73,;+B[.]M,P,B(.\C;F6V%LB6;G0AOR,P 29R M.B-1V4JA8:5N-

0@W2-:_Y?DH<4I.O668>5'X.PEN24J8$;.3.#@C*Q(ERZ); M:I*"OU1!'/ +9G'F*_]?[2HXE(1N(H_'VVZI(<7\[.GU M<)BJU/3)&X#[.(-&N@ JFE[G%!Y8$ MXE$7+>B-

Z^@7]2&YV\Z\W!YGYS'69BMP925*<4!@H,$&DRZ1H5(J00(VC_*.M@@,056<#HC/]AX$C1D.H%QH1:JK[.D)#I7$)O\C08V0H@M9PVI[]5?8H-E$4

M,D%IE)#IC\FO1[$:CF./8DPE!8,,2@!?9F\2"CQO=2@YSF%7MG8 ?5>K1\ M.KN7ZUUYP#;T.+9\0D@K,.9J4/B;3G'KJU-;V>^-X,C&L'3D=D.Q+Q98"V138\/WV=>#QCWN M-

*>T](:&5D'LE_\MM UB;H)Z;)Z5#85)\U9*Y;$F(B,9H4!,9T7S2);@G=($*8D%@A)[T2TS0:6L%@U/ZR%B,BAXM MQ&#.?C"SP CL_;X]H1D\AH-O(S%W,A-

G$WS+,V\F%=_JNIP.@E<,<3(1*\2 MB$;O+1OU\R6,$\[,T%KYU:'FRMD0BR676%'A&%@GZ5)U8+KWTE+:TM1)^ +)L M0+)8\/+\W"Y9$CI9$ZJR&N^AX]GWEHO

M0+CC:R,2NG#F*$VRQ"9?LQ_;8'9TB^B(0#,5ITYK+#MUMVE6R5D[5V[MT<<C M4@CEHU&SS3*3QR$I+?S^V!-YG3D1F;(:"6%ZPD:(;>E4CNZJK

M5M'2E9F5&NG=4E(C5'%RT>'U[*H[G]WE#[\0/[M/OC#+@W]ZO:4E[TB6E>DG M_#ZN^Y94/68;+.$KIC&V/PZC

MXI.I,%'3:/%EJS6V_14WW30;2Q^^0),>S=&=#)]BU&CR9>$@:'R9\V=N0)97 MK$ZE+W 6*(88SW.4$HA.LRY$&+YX]%>2;>KTE.V^S6!0##$R&%0"T6FC90%#

M%4#80;S#:2T"0C7(:#24IDS4;)7ZVZ4-M\,]DW[*V_XV'SC*0X\:@_1]'GTDQ?=)XV7$/([AB*VVISF2)"T%&B-J\2S9+,9I9Q4O&^\ M-#O+"7!C2B/28W,EF,FU!E?

L'[*WFQU2.,G0AW$<4/)(LRA0XO4]$9XD&H(:ML49/%A\;J+ C_2-@D=?IC6?9=R.:$\EM66#0!%96NZM]V04C'^]J\+0W1 MJE;B;^/=S(1-LI08-*

[#PDD/6\]JXRNK*]B<1EY;/Z$@0$6+Z>#AI9<;K5R'M+=>B6%Q(#[=-0BA9T1T$G%5;T%Z5K2?T#@EAQ>OOTP)/AQ;@X3 -NB<:.&6N M[OPY"7*>P+/?

8X/SVM5Y@^-5017IZT,>S6,%]/'ZRU@=*&&.NH@B6 TM!0&7 M+S7\ %GP-K$]L"+5LY"1!RMOH8.>N5.1@*&>5SBER(_F+*X M9QF7&8FI!F0QZ]0!@WJ

I.6&!AGF'IA:..C+//]D=6BB:KIL&UB.(V45:MD!; M_C2*KD&>%8(O58(A7AMG@LD7]0 M^D$F(8W(8$1K\U@>]5@>]5@>U?2-YIO'_ZS*,T-'^<86DQ.9U1/FA)Q:<3(

M@P&$^;;92':%LHY_9YDZ9>[?V-"4I,JI;+ONY"V_H/W1NI2$6 =%-L4+Q2= MLS^^RZ4O=23OUBC;$0N*%[4Z:5!$WQI;3:RP@=78%/^.6 ,0[A7%'OH]9P2'-M-<

UA:TC!E"+IR!8$3*0<_L;;M>Q^,%](&= "8*]C9UCPNIXW.KQ<&6X/T6, MA7)C4Y'1-.4Y^8EW"3 YG=K?<*LUM1LD[$P3IP[.QW!U<&R,D+03L$ZA?

QI20*K& M7[*WWRT(>#N(]Q^&]6@E(7UI2-)=U-JID_< 3X/EVA&GSY==[X2(!@,! E= M8'_S2)=50]UK<*,T$^:2GHCVG8:PD.IVK\MN%B]'L;O?9QJB]"5 M:M3T1@2:AO"4Y?F-

C8@++Z1E$3I>=]XHIL+#ALAB6;A62Q:TK F]D0[> C>1 MBD;M'\AM5+1(&FH/U<3&XZ)024TG$1TN1*KNE'+'6I.6MH\7120X6=3]Z6D(F8AP&H$=D_V.R7['9#]M

M9.IGT8G_6QZFI5#@%9B(RLBTF%!8ZNLP%#;\1TIP=)J:GO/"4XKEJ@)K1WHX MP6U*PN!:3P\XA\H/$C;=FBW'6.1C+/)+C47^&J?<24N"&\91F/(H?=/@9.40 M3E\OM(.557*

7M%E!ZIODI>FC3AK!O+>_Y,!+%SUM"7=,%CXAZ2M393 _K=<"E/;WMU(M6/6.EL>R]QK-AS[*>'/ M%75!=UHQ#AV\;F$PS!0#8]^7PFC0=Z.X]JX,A-L&39$AL883V:AZ/S(AJ

M"A IZ6%+O9EV@897B\CH &]+2'E @?5F.W_VHYSWA9OP3F"\SW#)QPF9)91, MHBAYXFOF(]&G;+.'V5620GNGH+AR%Z-J@#@8!.J<"8 4M"($:,,O4)W%N[3&

M<68JY*7.GK#U22_+ MC:G[:-HEME;9$E\9KVA--$54; /G.@1CT$)3]&4LRT$8-:<02B/E3S3=_LTS M+3K0U27\]YC>8R=< M5:KG-

%8Y9+;=NT32@7CA4Q(#B0^3P&#NW9NO9"_XFY30!\2,,@!.JCZSN/-MYM#Z^0KL"]^K;&G-*$W7(,?6Z;$1M6K-ESPV.G\V.G<<9S?P74ZKVD= M6^^"ZC:,SKNRXEH

(3TVWCTVWG6N_,;4>'?RY-'@GGT00>6UQOQ%WFT@%)HW^ ME;.OIQXE)QX;BC="8*Q[I4PH#RLN.OA/UMO/W)2E\0KFMAS&P4WDQ6@);B@L

MNKTJ=R[Z]OLK!BQ(.7488,)?P+%6D5--[V0AX76_.C9AM[_PMFCA=0>>]<;]*Z',BN,+<8MUKFP5_UA MRU8V:Z1]$;/"#B=AU% 27QU

M=6H@;=GW#US:TJF#5Q)MZLDOA#X2:GXVM+[G4/=H"1=5INKSX%B;]5B;]>75 M9MTR&1; 3M*S%!=S,QH.[W!:10ML)0H2IA/ M^Q[-E.*4%M$O 6]UR,NW%-R@^AV$1-

U>SPR U!4BUM8\MAQT CM4PT'9%=-R M4R<^(4%ZP6;&]0LQXK-M?P>^F:7$QJ*,53)35@:LKWW/PE48D#C@%:302I%I

MD73GN+'6NB+AJ8L%[@>N:LH<\@19F[;S&&W)M=U07K(0Q_LL)N?2Z6" FEILREJ_QU;Z!XIMOT:ZLH* ED%&G6V\

M*TTQ6/_5!KWQ(*D6787;)RB^@0I$3DNZ&"Z!?1)C>.?:ZY5.A\0.BB5F2FN39 M/*Af ^"=\']3$Q@*/2F8:90NAH&S'U0,TI;#$G:

[Z&T>U}3[W$YT.BS.T0<9P[&#JE)H_9",6YV;!^JB;8NV+200S2M MV7#GP1EJ/70*7VFK8JX%G.A+4^HNKRH#8[)?8HF/.4)TI3E]A^;8T+|KAU"B

M0X\0/6E,_G4<_RV!ZJGM;,@[0MSM17= H+4. R% W+R!G3_[[*.HA5'M>'C9 MVUPL>KUXR9[WVPT?J/?8+971@RD4GT8?(D"X3G-*L9M-[Q$;NQI6R;*"\'MP MY2L@?)W$_I X-

NB]U"W8%&D+9\YP\X>2<9G-"+^-90A?%N].FUF'W1$*B*AIM M'1'0U9T=,@Z@-3Z0WJL7!>H^V1\QZ4D00B1>,%OAX+QOMZGM=+@KO9/U''\)

M77Q$!4F#O%O=9@&@CDB1JMA*&3FK+--;IJEN'/6Q#RH-\F/'ME.D>@V^ASJH MMBTI;]CDPS1-*#M6,Y(R/<./[*RY"&,O]D,OVCVM)$]Q%F^V761Z\UF5$MY[M+Y6^

@_#B4V0,B9G^HT4|+E .Y+WT& [#=HV0H(#G MA$EA<5IEO!\R6OE>QL?T5>+%U;XV2"/;_Y;+FZE]OV^.L8()PF=G%=RD*;-I M_<(B-

RF8*_JNV\N%MQR4\?)RVKSQ0E3X(-RVT.X]"\4)+R\%+OQMK4%/T M:-7ZVG2_QEX9,$^!^OIZ0\BBS:>3.-A;C/!!I'VY<;.M4#VGE6""(6*5W;T(7 M7DA_\J*\|(XP.CE%*.*D1?

75:1AM.-!2*\X(#5<>;P?;8 'G>5-*ZG5]"9GL M->/,!O)+15NVVTX8XE&U5+A(2*?7VE5DEE#YY-#CS,HPB2^VQ73K(!=I*[6S+1OP;J5[M=% -6KNCNRZ!U+GB.L5NTK\40.

[@/JL.R3OT4YG*7:\2$=A1@:;_Q'0.H+2, MF2]2B RGOV@G013I)*/DN&^H^#4=#Z1QZ3CW!F=#X9B'3O2^Y28E6RW)\)?2M^(2]^@E+Y]C^U6&VC8

M"$VMNR,6#+W0Q=']Y\S*D94T>MC*TEK3&, ZS0/6]#MHRP;IA=;,Z LPLY# E M-S3TR73K:"O_FD+'\]KQ<(|R]RQD)8T2A[_W=RCY,1CXQ3=G~/4*T7'B#^2 MLDKN]B-5-

'FANGEYF6R]?4=*BRR&~]D73Y=\B/1SP?]E?$-HF 3 "V4PMD>A M.X8'$Z? @#7_UTG%Z-Y$ZFUU, M0AU67H3P#KCHMU'1>F@Y,\UTD=$;"C/;B&%H,;}BA4V\;-PQ=8@

MTL.U!8-PER?($2%& M%2W6$!#7G5S#UFWS<-><EE&NWU_Y1KECY*L'Y02YX>U"'S_V#,_B89^C2)BY3; MW(MX2O0GC 4]\ R<\2/#D.S=-+OI.Y M 1FG??

A=EOB_EIEX9SGE.1G%EBE83XL_5ORB/4J8,_!:[$P+:.#2*;+HYG6L> M1WE FS'_6I;GP$M"HR#I\$>UAOKF'6IXQ6N1!D4ZL.TX>]GVI4O(-8JQNKB_ M5V^$O,_JH;W\2C@\WM]

[H^NN(^O$@NO=@4PV@BG[+UO3NELP-7!0(Z,32#& M05W1S;EZZ6K7%=C|%##M7|OV?2,IG$?GSTOBLQ_O$_ZK:I_QL(^##|/09MMA MJ.P!*6&P15 OY(-

(HE)/X9!L#=S)O&37|(&(>+,1Q(!D+L(2C&>E:: XCU8 MG-A+MW$.4.2;W7(8_9N+EQF>M(8I'),.FN!VZN7FT(>]P*.79]65[TIP1<2 MWR-KC))QI7<,NH@Z15@["FX=;6|&&)

,6I4JI=E_;KD =*O!L"\T]@C[UW9_MM,=",JKT2K,C[A4,_H[4M.I4V<&BG[*N \P 2>S2,B^=]ZTE4*1<]9WQ]4JU M&$K402T677F"UUCAXU?MW,!6:'L\)V_&@FU72W1GQM Y_ 4)

[QE6]*WQ#E*K# M1ECE26V/OTW\)0D3?-^/Z^.I*PA.D;\&81;7X-.2M6C0Y0GF_#]-<+2L@E MLU]I5<.,P5V>NBK4+@Q M&!!%ACE2;W3#K=3T\C"5Z%]["@,3!6!9HBJ^C^K3

6)FT,^A[A(SO@WI?4#/Z M4]U,)%AU"I_Y^IOF<#%K4WMU8=3XF4D_R3/Y@GEO6R^,B*TX9>[B;P=*[U@ M<5A'?V\F;75+!=)TUH.OD[4 86C1X3*+99 9/AY

K=>6KD&&N7^#6%O?ZXMY M8AAV1]H^.!S?&X[O#2_EO0% #7?M,X06&!@<'D(CG^%T'2K6&H"%SLU9E*8? M&!PZT^L#] .@E2A&5WWB',A"!.]K@K44'39#&>]"U&LZ9?.2?

0P/.(8'''QX M0!$M[F]"DYN$\!*@7]76+W MR?U38@NJF'Z/%E&S?K!|U1C475J,.L/->]\;#'=XCVRPN)(%KQ7>,G! M'KW|Y"Y\ML96?[@7CZV!9,%,-90!V3O4[I-SG@MCBZW!

<"\=6Q)@C<{*#C8 M!\?/!!*MK-6RV8@O_L@U%+!&9P3GKH6ORR6AU6/8(LS;J^*P/ R[K+X8A:(. M>4!#6VGP.U^@90+_=-;('ZUR@PYYK4YJX/L0TWH-?

N+)5@%AH'YK1(@[RB!9Q M!]?'10R\"K1. X4>]:=M,G#Y>*4W)+(RTB0>QO"R;*1K(FVY>W),W8?-D' M2ADEL\;'<"+85A?+*%D3\A1#?!6+HG9T-@7 M&DCA1E%

(B8+'0ZC1.F%AY6887/ M)":4BQCE2;!@4F*G,N-U13"OTZ,Y*@ UQ3ALU!M!O$1.<4*\ JE$}QGC<@C. MEUE'"*P&EU6!2]N3))>N7MG?9DX<CKFK?-E W[WA%XX3F^]CM:.

MYJ76^-@_3>@R8<8Z^3LSVA.Z-L@($GS5Y8T40WMN3GR1{(#K5 4D_,]YG(?9 MFM_&21+\#L8(3V>M7!TFV;4K\/SPF*V:'A^4.93|L-Z8!"9=H6AMH)B+$<>XU

MXMYN/#[EQ94Z'J.WA!.W,Z E.P.1;>W5FLTC60*K"WM+UT#@T8'|)A%/>^M>!0RTGC%!^>#IB1H$QXR5CGS56>,& MUL6WA/!*FREZRS#SHDID!,9%!S?=56?

IYRP0R$&9^VVKJICYP__Q_+<\;"D1 MMVDFV:E'Z9HQ42A,!%VFICE*6\)0K!}W@.$$(6/<NY\MX2^T!S<(%4R|0F$=BI:>4!WI&>0Q.8\VM/_3 +1&90MM

MV0S[\"P+D_V2T-.3H?\610)5FVO;I8V>*:.^85^R*3LB4G3T>/TJNB,=5SCE/ M|;!XBR[@NZ0F4;>%;@QO;Z@"1;G^- M$1JNBB#.J|!JX"U_P]T@R-XH=-,8'1X"46'E=9ZQ0RD-

L_1+$I-U&0A=_PH< M'S$EE\Y8.YPD@@.OD5M3O:')*N2VX45"BYU[2DD09E<)V\#0@,EI.7R LD1, M(3MU[5O;!Y!!7SY43QXC PW@B0/LP+I.8C^GM'03HQ]=#6HOXQ!KBJ^"

[<^* MXPSU8.IQA4MFVVM:F:N^"<7:Y))HWZJL[FN63.Q)7WK#ZTW$ZKW=DJK^.:U8O M @/FA8,"O.D&IQ.O@P>Q%^^ AECP2\E*.?2HTOZZ()^NJ2+/FGLC.=KDI79

MO/RR!6P\M\=VXQ<%/^$%@I.J_I Q*S]DIU#!:RR)1CFO9O\Y28*G<&O1@%6 MT"'Y_+4'#4<|$:.5BL#SNKKUM:+A9>Q[M2L$P=,'YDG$AD^YDR-; Z/30>'"% M*

<@N$6K%CJ.Z%CH"?-7N@SZ5 "8^FWM:,XV:.^-])RK8UF$10^GX Y2##5\[7 MP65SDU<+H?]MW4X]53OQ-/+2=%J6@$1(V!?3<1W;JKL\VQI)*#6=.[S=*T.# M%$JZ?

0>!80(1)8GSRN79>D?HD!#6;6>?%G@6NP /AZGH/=\0%7]1R7>UC>=%. 0+Y:]8;,GB1*YUTEK M5W&82M6)2K 5++P.V&:<%MFE-QI-UD59!L]'IC<+&F)$*KL9*?#$& MQ

K%K)'32)59=L9'R:< M9$>BKL)(-.2H09Z..Z^>;QZ=3:EM^'C'%-"K9C.&!W>$]G5*$DKT(.AA>GY M[J3DJ,B#]G)5HF3@T)&"X. J,\"78)]D9$ MDL[0'Q.>

((VBX81DW/]_Q"M2#$=31D@Z34007*%)87&[S/HA@Z;"+K@DR%6X M(L%NN-W)NBPLP!4K3LM^ /"CE&I;&,#;^MKH_1!VQ_?:0T"8?R6H.8XDF-I

M$\Q#:$C2DQLF.T(G"!PD%$Z?$2D9Q$R6-GFX5^U1]$ M9!P6?K T 5!%((32PX%&K*QO"""UQW9<$TKMDFL"L2,68$566+I?'"TD]%N8 MS?]U.T^R)+Z.?

8.Z.)*ONRO(H!4=LPFSDDD /-6UH%C1,1!S^QMNU["9='?F M"ANZ5E.1?0X7^0+LU:P]GI-R,(*GP&U-Z-:,H75R08)-%%2HK?$.4]CM&4.; M[,5>N.FI/_=2L@GL--

HN^ZU04J[^M@BG#AMC4K:03.*B)VYF)6CQMYTL M6W4H^;;!J7C>]%<@W]$K"%=AD'M1M+Y<\,I'-/2BCE 5K'[=EFRX[TZCC%W; MOTG9B!MAEYVRX<.

E%W9IK/JWLU!>NGED,B^?PA]9I2R$]5"0*NY>^Q59XV: MD0AQXF>2>$5HQF_E.9=(N6S*1.^O2ZI+^0>;#Q1@8)IS<%*:4H&LA7QQ>N*U

MZ0^T536)NK4;34'5E:1.35FP0)WKG$]P.KLC?DZ+,ABG[$0FP4S@ M65$M*B/;CR)9:=:KM:L 5!(Y8YL]?F3Z/DR"DGCSM@~]K=2F.Q[KR$"6%9S M$2H=D34W-/3)=-;@?

OZ)'X&OO_;:(_J/F,HU@K;[T%O-C?>NBA)=9]4KHR: M*<)+N;',6_(6OX%&EDCTF,Z&8U$6]'Z_.CQV,%VH3&*)8:T2;MIC0@[A=##4 M=8[LO0MIX8U['-

&5346"CRB^:!!F%I1DW2OEI58L!*G5XG62D9&,9A=F6N5NN MX:&Q-"8_+FC-I:NNW6&+=*5)/!\FU_.34B6<$9_R]EXXX2_=I.;%H%Q]&E4& M;!YM+

[R0%EZF29;1\"'/^%7T/FD^MM6O;5KO'B;CC0,>"Z/=R&/<,)&8;_4RR.FPG./$B+_;)AIO)@K>Z H;3AH/QH&LEWQIL.?& MLMA]XL7I)$W92@._$[;"!H<^% M'0R\HG$VXK=

M>\|$HI&MW=ZN"/P]B<+_6^\=UV ,6D3'TE#:EXQ^*QK1=Q'7K; 'C1* C;TD MG#% E]AC.4[UDI+4X 3N1'HLPGDLPGF@13B/"-^(10C.9S/B9^&*:#01=S7< M$!;/_3 *"

[M_DET0GNI3=.#++V5CKUH>]CVT(CEPZ>[1.5U#QH^5<39=%EE?\ MR)O.GGJ4KF<)??)H &VJ20BYNW$9 2D3%=:=JGOQG#)+++(OSODK%$WR0L'A MD>_$;F'B]7W-']

(P"#VZGM(R7.<+R>9)4#J$"3G-%WGD<2YOF")[&OOD4R? M8D+3>,BF!&$R+FU!VZZ\Q MPMY(H,]!*RPC[73,;+B[.]M,P,B(.\C;

E9^^=TS_47G^PI?-ML\/O_WVVS?LK\VG6^4]XY;T.XRSW8I\.D(7?9>R7EXGO-MY6PE!^E"X!?T7Z_KSU|37{T^/'K|Q>$?G[//@LW+=$/ISFD3X%B\1H_R[?+O&-M?_DL"U?KB!+$?O>4XB6?D"A-W]#V;Y*T%.)=OFS[*:[F_^:I2R1PJ^/G7LU'_<$1%B5S/V6;TROI8AB+6+WZ8SHOR\) M/155]%L!U%A7%;!;,\/.8X#O,.2[3GQ.]!$%,A)6C=D__ELR)[_>AYZW\O-ML@SGV4F1HCG.^TN4$6H8)4LO>V#D5-T)64?_)09'>5;_YC7!#5LG?M_EW&LB-M*14=,FNH!G"@N1)[D45.X9G]^_H(6)R@7Q%12*.7[^\^~RO|!03Y)??((^UM^/;/UM%?N_0NTN[*>]E?CTM^'''"X^N*-GQ!!L\Y?1VREVFR&N!)GHBF|>:O-MH_@_"~,I40ZX+63<.?+@+\W?'4"V.7H;>0QB%>8@GVM:<.5SL[3X94AL\VC5S-M"P.83VU(+/4WN^M_J.;#A?6=WQI,"((Y,G^ZWUI8&9)6VJ7S)(><-;T\F6N-MYL&>N%+:/W969!N>1.0LN5[>Y8G_|^(Y-+V;X",8R$2P "D-]AG[#.4-M+!'[$/V3?OJO!AT.L#'(L#92Q+.MK"(-S)!>G(HI('ONI)__]TW1X=?_PEAUJPE39S($YAA7;!PI_OFKX;??8W3,_D(---<-M??5Y4BG\6!^A(?RBSQRP/RH0NM@T_*$6>%R[^^M0EZ>1^%#D7L/$49Y@M8>59+;"__"UOU{P_-'UBC'38R_1+OL;@8^?80T:QTOY%'[-MHX77HW'}QE,\. .,#\@MWH34UTVUC1NR>U-TPS;QOM)A$P"1E#.0Y/3M_;OMG@€>L^LBIQYLZNHWK5KT^G=VONU3 L"B$KWH\S!&99I_N#WI(YU1 %W)0(@&KO.+6N:#$8|M9%+Z4WOT)*8_#.,TB#DCO7FKPY,0AXEP*8L-M/T6[;WM"VJEM*.(?USX$ISI"M7#B94_T?[3OC1?1;NE9D89^C@/ZAT4<=' 1 M^M(PVL;1,HG<&CP@1M$,N3/(5XB("N33' #N^U?H 3^&<4QD"-4_2A+=HMD(M?MIH'[^@CNRTT83SSCL!%##Y;1\$OT%@K+/U.GWTXO CB\,X2>(LB<*_8., M>D/00P9A_[Q>GH,B"V.=2)PR"5M4'E86L%R8 JWX0[8C]!Z6ES,6919C[\Y?"3G/)=G)!3.018 >TMZW"#[|:1.P>5G9CXH |^=D/M0**VKA>N:E5"=O2#C>\5Q^IM M&:0\;IT]5K,X/+8 O@Z@G8CB=W,S/ ;>NE>7P0_%5G.W-?3Z!;BL6QJSD)* MP%N0)QKU?7DS@39@46;1%%UE6D*.@4?_03O^;C>(AQ>7;(0ZVPK<{0?. MY&$4@\,9Q_I0"6SCDB0;[<:4D?D&7,@R&HC[@I?&=""B0M0<2!3/N<1GV 1_M_$B.RAC_2MFG?S/S?4K5T#19AJ9/IW;/ML-<6V,#&Y]]@=;L$[-EDN+RNWOOF6I4Y'A*TH"< MQ.GV@IS!V169$&E))D>&>+R(R48GY[AAZ$Q)]6TH3C@7 -K,A'Y@G:*0]8IR M[YEBO0P#<0MW"RAL;Y^IEU[.U!A?$>&%$@QOO$V+|KY*XK2HQW]N4 MFTQB=/M&D2*%_]L4>74/\XLF&$;[QP2]Z7;<-)@T:1M.B%!0OY M^]MAZX%Q@]D&IP^)<=;R0NJE]RMBQO'AG]-#[R&T8?F&+V?&\(8DWE1 M_2K[%^;SKX;-1]H.$C(8C=;YH=93@/(C|;L;!Q=Q93_$CPL_#S=3/!-6&-B)M9B%)G$"I8/%A!6E(S%24U$V1U[1U#U5%UN^A5&6)-&]]@5$NX@VQ4!W DS?P M;.#)(4X6GF'==/;P%+!> I[0$IF%9W6U9Q^>O(%G T\.<4/P7%==T,QDR[HY M'Z+S0:B^O(4)59)Z&C G?+ ^URBC*38R_1+OL;OB$0"LD/3X1=]=ER M8U' %@7!)HD)WKD-,Q>X,!=LMJ%K3PX\N/=?FDAO<&@MYUV.-:\T-MB?XZ0 MLR;, ?S]AcU+?-%.)54'!QO/I]($<7NS6::*0,.%0$]P#B8+"1+1 3Y+K9Q#M M-L";"!? E^%D&Z:#2V 24[?83Q[C\"-1D@("\W 94K=(F2IOX1/XIS@@VZ(=-M3Y)EQ0H'1+S8@Z,1*]TD6)AX$A+A\66@(-'N69]9R)X+G1*QA,Z],$4_>%&! M60ZI]L4S">6!/&F.GH@W""@APZ+DA M\'TB1](-.;[VTO$"+T8&.|%GY$K1 X"__H;8M6$G*9#M-Q^R3&F>>4A->$2$M;!U_2Q]DG0$6450EXKXK'C+\2T& _"/V4](7K;R0AK_OPHY-.UL,$^.5$;&M MH8U9U4735F$$ YT7-.?(8I6D>95OX^CQYC>-L*FD!BA2IPC>6,J1*.FI(/U.X$ M5;W.R.EB CJ2F)=;UG$MGEM?& P!W>D8HI$+U!GC$! P968[_5+!PF&:H!$N] M$RI-MS1B@=R,HIN,^5-AQXAI,TZ/%W%U2=?HA-,<94I#%\RTH$*8Q$%UPFXZ-M,WJ[/#.K08?YW8=_B@LUPCE;IS>1]3]%PB^9*K0F8<##0K/+=_-\;K&7.G9E M{G.%9U).68AB(/=FFP3>^=!9VRIQ9G=59]RF4U2>&#R'VP3P'L;T_8$S7L&] MJA(;+_WOO>?)'6RBD;Q>T@L(7UG[&D\>_(1(Z-,@G?]!^WPO#6=MCHO_LW[MBH1#N0AS$!$D(]%P_3T+7G!]5LIP4@I9;=>179UUB"?>92##D4^ &V,R@S2Y M(UO7V31FDH5,3[X5]XYN55-6)Z^TJN2<[;C3&>3O5Z3_WNN3>5UTM2VFZ$N M8M)9P0*;>,.7E:3NGC#.OT^38DV3VDZ-X5$TV72-&]%8PF?:JHJ%B Q;A5F6 MI%MTE>1D!]QXVSH3@\(6<;E#3&",NV]&LV&$1U9R\[J1^^9OJ"1N"&4(&Y3U MK;RKLU %=FL(=XY0+1VJ2A+'T]'A'E&11@1606K2>@G6>XZCX$=)AYH/Q)/ M5]NP##8F2FJ90?(1Q[1ZR.2*I-K8=IT62K1!5>/;K>:C/6JQO/,\57EM=)T9 MI_@AGQR&P"!6S18^#:!;S(O1+?9QN&':V%R4+C&WV@=23%=3CIV&-(U&'&0W M!!0X37&92WPJR R,9K%.RPI8$'+=9BSVA/DVQG=#TFRL8,EB0487?OJO9>F M'I%W+>M(L^;5]">)@EKL6[=,1QG5=9*@G6<RXU:.,>J+1O UE0?(.MZ_0V?'S*)T ! M/(YE)14JB SJ5VN)%G5A!28I8FSG<|PTRKZ,B"V>NK0XW*M/UDF8YP'%/8*+ M/)H(A1]|K 38@Y?AX,;;3ED!=R0Q=M7K4;1"YR!5,UX?TQ:HW;GK\\\|L6K]] MUNAEU%3OR\)VM-?VN!,A>VPNS)43(P0F@]RT'1S[LIQM(T^B950%:QI2M_W M5%C3H[[QLETOV5))>K]E#?O9W'&AJ_JJ]NI &%&F4L.!!8B]=[.7WH'TK3L^H7 M51T[!V68003'H-!960TC(TO5?]_25P^R:B5!I?)*Y%%|>=CMRX)/HS,@*-K(MM_RT/GMA24@&L M9)E%TGJ3TCW:.SK%$6O2G33,#F8MWUA9>7^A]&7S:.D-_4_BA#>Q!]_]M@&?;/7#*HE/N:/UU-!!1Q9@+DV;!&+KQHBU]RYXUAP9:9O3NJ'-='V_O#1 MS7Z;+8K*4EI&IMW<8#3EF) XP>SXRV"/-^HRDHM.R#G& *P$X T#\'G^;$M2!L6U^/7>L23:OIV M#V1G3\6$S.P_%8,70M/Q5+FV;KPTW]X3/22CU2>FRW],)Q5< U1 R"L:H98 M.[1N.!^E5I:O;8A)+8[0 &";JE&H_'PF#PKY/.E4 MK^_/;L3%<+,,K-M6T%_M23\MHJ!4AK:)GY4"),P68@R$F8^549#Y%.5Q^IM M&(>K8E5B#]7]H+]+32A,/GE'D#G*2!5F=R5I0JKH>M$:\ I/ M/(YE)14JB SJ5VN)%G5A!28I8FSG<|PTRKZ,B"V>NK0XW*M/UDF8YP'%/8*+ M/)H(A1]|K 38@Y?AX,;;3ED!=R0Q=M7K4;1"YR!5,UX?TQ:HW;GK\\\|L6K]] MUNAEU%3OR\)VM-?VN!,A>VPNS)43(P0F@]RT'1S[LIQM(T^B950%:QI2M_W M5%C3H[[QLETOV5))>K]E#?O9W'&AJ_JJ]NI &%&F4L.!!8B]=[.7WH'TK3L^H7 M51T[!V68003'H-!960TC(TO5?]_25P^R:B5!I?)*Y%%|>=CMRX)/HS,@*-K(MM_RT/GMA24@&L M9)E%TGJ3TCW:.SK%$6O2G33,#F8MWUA9>7^A]&7S:.D-_4_BA#>Q!]_]M@&?;/7#*HE/N:/UU-!!1Q9@+DV;!&+KQHBU]RYXUAP9:9O3NJ'-='V_O#1 MS7Z;+8K*4EI&IMW<8#3EF) XP>SXRV"/-^HRDHM.R#G& *P$X T#\'G^;$M2!L6U^/7>L23:OIV M#V1G3\6$S.P_%8,70M/Q5+FV;KPTW]X3/22CU2>FRW],)Q5< U1 R"L:H98 M.[1N.!^E5I:O;8A)+8[0 &";JE&H_'PF#PKY/.E4 MK^_/;L3%<+,,K-M6T%_M23\MHJ!4AK:)GY4"),P68@R$F8^549#Y%.5Q^IM M&(>K8E5B#]7]H+]+32A,/GE'D#G*2!5F=R5I0JKH>M$:\ I/ M/(YE)14JB SJ5VN)%G5A!28I8FSG<|PTRKZ,B"V>NK0XW*M/UDF8YP'%/8*+ M/)H(A1]|K 38@Y?AX,;;3ED!=R0Q=M7K4;1"YR!5,UX?TQ:HW;GK\\\|L6K]] MUNAEU%3OR\)VM-?VN!,A>V PNS)43(P0F@]RT'1S[LIQM(T^B950%:QI2M_W M5%C3H[[QLETOV5)>K]E#?O9W'&AJ_JJ]NI &%&F4L.!!8B]=[.7WH'TK3L^H7 M51T[!V68003'H-!960TC(TO5?]_25P^R:B5!I?)*Y%%|>=CMRX)/HS,@*-K(MM_RT/GMA24@&L M9)E%TGJ3TCW:.SK%$6O2G33,#F8MWUA9>7^A]&7S:.D-_4_BA#>Q!]_]M@&?;/7#*HE/N:/UU-!!1Q9@+DV;!&+KQHBU]RYXUAP9:9O3NJ'-='V_O#1 MS7Z;+8K*4EI&IMW<8#3EF) XP>SXRV"/-^HRDHM.R#G& *P$X T#\'G^;$M2!L6U^/7>L23:OIV M#V1G3\6$S.P_%8,70M/Q5+FV;KPTW]X3/22CU2>FRW],)Q5< U1 R"L:H98 M.[1N.!^E5I:O;8A)+8[0 &";JE&H_'PF#PKY/.E4 MK^_/;L3%<+,,K-M6T%_M23\MHJ!4AK:)GY4"),P68@R$F8^549#Y%.5Q^IM M&(>K8E5B#]7]H+]+32A,/GE'D#G*2!5F=R5I0JKH>M$:\ I/ M/(YE)14JB SJ5VN)%G5A!28I8FSG<|PTRKZ,B"V>NK0XW*M/UDF8YP'%/8*+ M/)H(A1]|K 38@Y?AX,;;3ED!=R0Q=M7K4;1"YR!5,UX?TQ:HW;GK\\\|L6K]] MUNAEU%3OR\)VM-?VN!,A>V PNS)43(P0F@]RT'1S[LIQM(T^B950%:QI2M_W M5%C3H[[QLETOV5)>K]E#?O9W'&AJ_JJ]NI &%&F4L.!!8B]=[.7WH'TK3L^H7 M51T[!V68003'H-!960TC(TO5?]_25P^R:B5!I?)*Y%%|>=CMRX)/HS,@*-K(MM_RT/GMA24@&L M9)E%TGJ3TCW:.SK%$6O2G33,#F8MWUA9>7^A]&7S:.D-_4_BA#>Q!]_]M@&?;/7#*HE/N:/UU-!!1Q9@+DV;!&+KQHBU]RYXUAP9:9O3NJ'-='V_O#1 MS6T;E+]2]V&+KQHBU]RYXUAP9:9O3NJ'-='V_O#1 MS7Z;+8K*4EI&IMW<8#3EF) XP>SXRV"/-^HRDHM.R#G& *P$X T#\'G^;$M2!L6U^/7>L23:OIV M#V1G3\6$S.P_%8,70M/Q5+FV;KPTW]X3/22CU2>FRW],)Q5< U1 R"L:H98 M.[1N.!^E5I:O;8A)+8[0 &";JE&H_'PF#PKY/.E4 MK^_/;L3%<+,,K-M6T%_M23\MHJ!4AK:)GY4"),P68@R$F8^549#Y%.5Q^IM M&(>K8E5B#]7]H+]+32A,/GE'D#G*2!5F=R5I0JKH>M$:\ I/ M/(YE)14JB SJ5VN)%G5A!28I8FSG<|PTRKZ,B"V>NK0XW*M/UDF8YP'%/8*+ M/)H(A1]|K 38@Y?AX,;;3ED!=R0Q=M7K4;1"YR!5,UX?TQ:HW;GK\\\|L6K]] MUNAEU%3OR\)VM-?VN!,A>V PNS)43(P0F@]RT'1S[LIQM(T^B950%:QI2M_W M5%C3H[[QLETOV5)>K]E#?O9W'&AJ_JJ]NI &%&F4L.!!8B]=[.7WH'TK3L^H7 M51T[!V68003'H-!960TC(TO5?]_25P^R:B5!I?)*Y%%|>=CMRX)/HS,@*-K(MM_RT/GMA24@&L M9)E%TGJ3TCW:.SK%$6O2G33,#F8MWUA9>7^A]&7S:.D-_4_BA#>Q!]_]M@&?;/7#*HE/N:/UU-!!1Q9@+DV;!

N98%YT$>H!?V|3BZV\T7>677Y(B%I-HU.W<|^F ,76'W!;F'1*\X^1IOF:\?)=^PA M@0MP|3E>FPVTF)-25$3K);(8V9!0NF?,G[=P^U!S=8F*_M.H_:F1Z*O5TY'0>TK5".@ZI-8-M!M?!S(@7RK76/JR)!KBK0Z9.LX54MVZ.Z M_5PR0(Y%S9"S5&,=1X;.Z.S1BJC6A>!{3&\(<;#8X-1[Q,UK,_HR*?7|\O/-B MNGF/YG)]C9C!2SK.]*"=?7?8;H=Z_:L0?HK/Q/L;C2=<"^.W0,.0A'\LY! MG1E'4^6%8=3M4=4!VKW_;4.8)H1 G__(]+,NE#D8_@W$]CEK__:OHIA=UV@7 M<9ES=XH\?E-0Z.3"W?P\H'BW_4U=!A^RNW8Z0O;]=\O^TAPAP^@SXOH86'H7 MKRIFO0<*A@TO)*/.#\|AOEI9XP>C]3HFGOD'$;O6&0\ADZN,W-3E;H=Y_(M<7;N\'#>N>?@];6C#7+(?CFUYAE(F11>(+-B(D?!RM)!/"I4'YDQ>N0>"EN?' M>U;88-*K,/G(@ES#&HRZI,&HFSH8-6/!J/6MQ&,)T!<9+/=)@?90+]WH6'N\ M$E"2MOC>72.4H]R3;:N/5Q.3MK[ZM1L<0G%779$!YRQ:1^[FJ0QKZK#AP^_M5H ZM<3/DW2)PYQF(R)YK@]^2_0)E>HD:IB6BC:J4.SUZ@ MF:XQS9&V.@>EOV'4(O.A'U%2]C:+MJYR)P&%)NUIHWAO.DZ'O:WI(O=_MK]*8-;_^%Y9BC?)@:.?GW#O:28'L6&G]DZP6YIBB%M*&UMI\M>FN(!<\OY11>_M8MV'I$./A=A1NRCRIR0-/^+(@71S@M/6"B%;]S(ZW'0?,+9V,LX=MXPF>2WHQ ML1.2>!RWY\UD[9UKJ-8 JO2&S@P[##]#D**J3].[!1JG[*?+S?_MS$9R_]\-/= MOS_^)]^_",,L$^6ZVC9(OQ'4XW9%0@"B%BW9&?KI>WV$|>8SJ',L. Y>N>_MWHPU3:?]>Y6IHB)AL9:IV=D8G=3RB*,VB3-Z<|H4FW).O/M]80NDQ15]&3U+S/V MV^,D?ZH1658<8G!MQ@QYV_"_QO0!W)5$WSKQ(W-UZ:;^\)3S+/9W)F^I+F M*B.]4.,4Z(.R/5>BG'6!VGTX]GUH,+V-9-65T=:-+G&68:)F85K0-7Z\Q&23 M3*;@# SF(-N5F"+(?J_1^7V+NMLR/&O#2V)>ME/.1U?1EZ#RP\U+&5UO+]*1 M4QSJ4& [IZ$&C1):+6EP&Q("O;6]KR@=E:'H;1B'IY)5PA35Q8500LE//"WQ%1KS_@*>-?IO$^9-IYY!V&,,2A@)"8E(%\+U?18"$A#>&AYYB?/ M!BCF"37"T2]G?"I9Y*<5N41?#MQ_2'R)HWIT^U?XBA3"XN?+V1Z<,)=U$-I> M"/N//S6H!(3+5XX=!6Y8IE]05VDP(CY,Q[JKCV_]\D.91%B:?/4RCKX>L[7A MV2R'FVL!+5H!R?+UBSD)C').VT^N,MHY8,Y#P<*&=^$Q5R42EBQ?.PU9T.6U M+C7;M=T;"/-2C%OC!N39DAIO'#C4F-AP\]>L! B8<'RS M:,'S7HL1-W?D>WK=//"%"\4-UCCTB)3]2E_PBFZB)=)NBHC)EJQ/'1>;%2S M+'3MS!;RMPL\>&&T\=7%<0U?P_ "!K'OQ^$3 CTX]+(GM/;"@(76) U^(H:? M:(^)Z?8) M929A?YRBBJ?R\"Z.&E4BA](U+FOTR;Y3@E(0L@*U>4W'7L4=7$!XU5RW0P= M47NCG5;WV+0\]@TF (E-OT94'GYV2.80*8OD.DP D=X=AW_HPD .N- RZ.66 MN Q]&I>[>$PQ>Z9_E^,-^<5%G.5A7N3X>GF/_:+>+(@^R0)/H11-*E[7X<"VV)1@T;)*X"%BEIT6?LB8-<]*OMWMG0="Q|\UXUJZC$IF&.]!TRMY)0A2C;V MP0A"8A=M+R=>F&S#+,LB3=7B4YSLC8[*1CTfM8C_THM9UNTC5@;+E&A[36M#O%-3+1$*TWCB;F+;!^GBQ6$L'A]3_$AK/*_K3Y"3"ZW=X7F MN7)@S""6*^D]2!"O"/<-S(1/@PN'NJKY*4[###5&2-K@ERT^*-#4?+R4FG'Y@QM MM*&ZN#49+](>NAKQ+C:.U1GJU21K%Y$F],4YGER3@-IHN6EUOCFI-2U1GI06 MB&7E88$C<*)]9GJ4V;NJM@G19M59#.Z5V265QU7CV;6V"MNYI*=;M>7])C'&2W'O4KTY%X@[C8E%F=,G>C<$"SA-)2^;9?NR+:HDZ8(.69S25)+' M1-HT;=''Z;N10^BBR3HPD8#GT_9N<47;%6B\"(O3"9>CMGH'ZOQ1ARAP>+6E'-M_E:L< ">GJ-5RZFH=&$(3307*/,7&>D[Y--\GU[5DUN;?V+ M77.*5=:TW-S M25(5C=_^@\|2\-4O\&;\"@=IMWCZ,)D@L%_KK]"Z>F5*W7@)2\SMEUURT_,^ M)TLC>6]IK<V3$.ZHRO1!E=A<6*;"SV;67WTU3[V14V_SYP M'#4F;YOE43V2Z5J7W<6N1Q20#B#OB_-GK-KP@<I^ZZ]VF_0>_5TGU+]OW;FNR M!U-3DNK">)IR0L>X[VX>DEQ70H[0*U);O2FA;4=(\ESY-TB5K,YXGM3=TEIDCQ0)[_"RATHXE. M,!/9$,,JS06-;F+12*]0@Z*7NDV'.6@R%!I:^ZG$_?W4\?O A'BYDG@/=KCP M^0T_ZLL]4?G/=W%= <'9\|\^:,1,*&Q8..O1X$;\:M$]O-P)5^N"2MDZUFR^M"3]'X""=FU:X3LZ$H3;)/"'7Y6W8X^VOD[EC)!4PW#19S 8&<^)9%],DOD"N M#[6U, ^6Q 2/?E0$#)@2MU/,]YU!S(9KFW%7+]>!W@1KL""@TW 3!C@.LK+6MQUU.^,;RI:W6YDMQ*.WMX,Y5A3XA0JOXGP4__]<,(D-!W;]:..J#AS94E1=M MQ+WE>X]JE_E:/$%R@VI?3NJ]M"F S-CRFPS|L_SL7ZZ-#2Y+.D5:>K,RGNI% M(B-NCPJ>FE-]Q%G,%[&P8_21)B1^E^=LDET&C-,!:TRMY)0A2C;V-MP0A"8A=M+R=>F&S#+,LB3=7B4YSLC8[*1CTfM8C_THM9UNTC5@;+E&A[36M#O%-3+1$*TWCB;F+;!^GBQ6$L'A]3_$AK/*_K3Y"3"ZW=X7F MN7)@S""6*^D]2!"O"/<-S(1/@PN'NJKY*4[###5&2-K@ERT^*-#4?+R4FG'Y@QM MM*&ZN#49+](>NAKQ+C:.U1GJU21K%Y$F],4YGER3@-IHN6EUOCFI-2U1GI06 MB&7E88$C<*)]9GJ4V;NJM@G19M59#.Z5V265QU7CV;6V"MNYI*=;M>7])C'&2W'O4KTY%X@[C8E%F=,G>C<$"SA-)2^;9?NR+:HDZ8(.69S25)+' M1-HT;=''Z;N10^BBR3HPD8#GT_9N<47;%6B\"(O3"9>CMGH'ZOQ1ARAP>+6E'-M_E:L< ">GJ-5RZFH=&$(3307*/,7&>D[Y--\GU[5DUN;?V+ M77.*5=:TW-S M25(5C=_^@\|2\-4O\&;\"@=IMWCZ,)D@L%_KK]"Z>F5*W7@)2\SMEUURT_,^ M)TLC>6]IK<V3$.ZHRO1!E=A<6*;"SV;67WTU3[V14V_SYP M'#4F;YOE43V2Z5J7W<6N1Q20#B#OB_-GK-KP@<I^ZZ]VF_0>_5TGU+]OW;FNR M!U-3DNK">)IR0L>X[VX>DEQ70H[0*U);O2FA;4=(\ESY-TB5K,YXGM3=TEIDCQ0)[_"RATHXE. M,!/9$,,JS06-;F+12*]0@Z*7NDV'.6@R%!I:^ZG$_?W4\?O A'BYDG@/=KCP M^0T_ZLL]4?G/=W%= <'9\|\^:,1,*&Q8..O1X$;\:M$]O-P)5^N"2MDZUFR^M"3]'X""=FU:X3LZ$H3;)/"'7Y6W8X^VOD[EC)!4PW#19S 8&<^)9%],DOD"N M#[6U, ^6Q 2/?E0$#)@2MU/,]YU!S(9KFW%7+]>!W@1KL""@TW 3!C@.LK+6MQUU.^,;RI:W6YDMQ*.WMX,Y5A3XA0JOXGP4__]<,(D-!W;]:..J#AS94E1=M MQ+WE>X]JE_E:/$%R@VI?3NJ]M"F S-CRFPS|L_SL7ZZ-#2Y+.D5:>K,RGNI% M(B-NCPJ>FE-]Q%G,%[&P8_21)B1^E^=LDET&C-,!:TRMY)0A2C;V-MP0A"8A=M+R=>F&S#+,LB3=7B4YSLC8[*1CTfM8C_THM9UNTC5@;+E&A[36M#O%-3+1$*TWCB;F+;!^GBQ6$L'A]3_$AK/*_K3Y"3"ZW=X7F MN7)@S""6*^D]2!"O"/<-S(1/@PN'NJKY*4[###5&2-K@ERT^*-#4?+R4FG'Y@QM MM*&ZN#49+](>NAKQ+C:.U1GJU21K%Y$F],4YGER3@-IHN6EUOCFI-2U1GI06 MB&7E88$C<*)]9GJ4V;NJM@G19M59#.Z5V265QU7CV;6V"MNYI*=;M>7])C'&2W'O4KTY%X@[C8E%F=,G>C<$"SA-)2^;9?NR+:HDZ8(.69S25)+' M1-HT;="

*MHFFK^M6_]'5K(HLO(&7)5L%H[?L8185SQ&4*R=_!SIN=O F"|@;[7=ZJFUV?" M?+J4EU@)(;O%8AR$>[X<0CU+)NMZW3&0]V9H9MD#O:5/`M60% +) H#&^Q?;;*

*[H_73^Y@3<29,IQP4^Z$;%M./Y<"('!G10R/&V @;,@& MGKB3X3S$4ZP)///T%=N(-63^!:.]5<-%I'8/1SVZ$1Q\85X&JGYF'V8>4G"<-M-X#J,H+=7_'4I-2N=@]+UL,^) %L#-P2=-// U*W&;ST$N'=]N':HQR&[/P0 M.:-5=;3!X#XI3$O3Z#3L:?ZUVC S8LA1@[XDPK,V'":]TP5D0-A'0C&0 ?)[P- M3ROM^"?,"289\5#^V@*

*N7M,63^SKSF!&UHIC"-IV" ;=]!FR3:.-9:QBSE ; MFE*FX[\4NQV555<<^?3H+E!PZ.ZE"-$1W2ZAV>D9]2 1S*-'H#T]%!2:'1 B M>C69W$8!W45D2)N=$H>F.9FQ![T$>$>]/]DSES;KOE[4+8SWMEW!NY#U4#-< M2 T.)S_6FR7$/FK!NJJLYN)?54/XJS>R[ULJ]$>2@G0A_FPS%"D4'!,-9,%\ M9/NU?86A"$L? TRG,>4Y?]U>NJ1*]2; .MB@ !N,=[OTY$O<2S:,[65,%@PN6< M0GE4#\K4]P,UCO[KX. E96!*&>U=,)Y:S#O "(W62"@AM/>56"(K2QAR(FW(MY,"E HVY1-9!]';I9GEP!SBM(U+?4B1!08'ZCOCKI,9)!=M^W&XI5-SH<$MA M-]K@3W*5)@8,8*[05$#E(E>U?(N_>&UE)ND+(IY?V_1-E18>KM*OZ_RE-M:*

*(+^WJ'Y=ZA"'X8A'3VD[2X@%0;H!W&1U6]*Z"9HQ#/&J/E8C1D)ICWCQ"-[! M-Z)*>4N?);c]18 Z!JF6ZAD/CO.CVH/!P3O0627!,>.BP_;(>/G&5'XZZ>] M;HN_\0--*

PSR"'^)O7]HF'Y@"$>"@!F[>-,'6Y./*-AUA*2"> 24Q_8%N3C>2B-MJL]FALRX\4D>2.9&UZO\@M$Y>BK;ZP4T+_ ^#-GV-MET3B;7HD>=EV!%&G(@FT$4\#B$U84ED4HI/?

*GY4L5<+*D6WR@@+ M"$,(GSZ-M]7B,2"!1A2M@6QY%:HVJ&?4"NT2%,YO).<$DSA*$;7H/D"AN[& _)4=!8(4+ M-<@,)M4A;4E,%E>/T0L':]6!&T%)G\75]\6,76F&ASAN&)?*

TE\'F$-]RG M%,:1O6J174DSD;-3L$TV[Z3DK<@5RJ,("RORZ?,2U>2 6K:81!GQ*G) M',W42VB>$&R+XQ!OHM;Z,0]*H6_[@+1*90L'UMWJY!2Q$O*!*LM M',F5-JTX*IRY1??^@^#//COQ^>^3JI.?*I]$?#9E<.8IQ#A2)DXX66@.PNOZ MH2BS'8],.)>@$<[']F@K&R(:IT4]LLV_-$\N7Es\U>WLV*\|^N**?N-_F06I M*T-/&*

W1(+'M((I/Y_D;)R#,>?M4967#_6V\C)ZZCCL;<0-K:EC@#%.QU.AP]F>24,#6^_:Qf@%EY&N9TYJ?$>+ZA+K=S8=7]2#B"%>W MUDC3A[C;=2$K/_I85ZQK@">68,/*

MACS:YE;6C-MS;7+1G(TY=-$]?P3%)E>,1>9Y1_=1<3M7COFZAR$^;, M400V("$^.^;B(N&N9T2V>@I8%@:(!L6A5]GB@<(1.SA8HE]P*

*S,*AW>LM>V^S.87,DZZ'V?V&T=*9 ML&8K2YG8CA 134#!'_S2{)$Z6^ 0V=C6Q!&$C1P\${33-RY#O;3D_ ;+#]"}+ M\)6(=. M[*HXSI3/""]/$>HW%<+@Y?=H(1]COF];6H/%D_\L-\VQIW\I9B<. MTRAJLQ]B>3+)+-?V9(YRJOEI+"@\E\ 9^V;1R_P17;E#>R?LJ6E&%W+=E3 9 MN6,2@/@YN1D)7H*<(VH0.K%]C(?:$FWA?.-:*0*4_F&IGE;6(L(2L?#@>E MFV7\'.]N_N;'27'7DA07'_#6>3?]IK0^XC.B.:** MB_8(_3NJIMDLAL$MIW{2.?Z"G8U%_LP'*;X86RC Z4EW27MG+7O)6WG&;?P MG@S]OJLD^#OW\

*(5K4*I^4"A;]B2\ZW*]3X98L\U+G#@P'X)]1!=5?4N?95V8 MZVT_(I8=1.(7%*HTM1XGFIXW2 _K"(*>-8PGAC. HSHLD)AT2B<*PS?3L^2*.MND7{@-NW/-CPAKUT-\5SMHM&*

(A?])56]DP\E5ZN;!,6(0;$AZ6MD$\3G;LW MR!]J7+$B"REUU$2D/E%@6=W^3_]DO[_5!=Y[W_'=.U2PV=,1SQR!B9PF[M7O4+;5]! ^ ^]2 -=O^3KR 3*+AC(M!8HBZ%\MH"!*

(D#.[_A8E#MPYNJ+?9)UL M.(:65=NLSA,@8J@+5T%&H1"R7HX-RFG@PM?B/60UYA\T- MK95+JMBX9DDU!H>.,/[+!/"T4%LV%FRIR,.6HM8#!KM56T_?6%W=?4$O80

M5P!8?0-?4-[H$G9RBD_U@DLZLZDG/C%A=.(Q1&=UVQU!.I#6EJAQ7=5;RD:= M2PR\[,$=<:2;DJYMNJ/5,O#1>ID#GGWRJO8L+[\4E=-<[9GS_/2";NA>O6*

*M_DYMGJ6(F2$[_;ZS+,RT_[J35?8CHB/I M|O3A"DF|WR&^1ELH3A"8V&]^C^O0K9IBI;N]HT.O*6(24=^?8RU];?6"I3#< M^/U9(U:01>EUK4O-X]56Y6?;?U Z\ZJ9%O@LBD1;<=9 M4MB'L67HH_/7R1ZFDM@K'C.E7LY0Q$EKY,14QDE0#XS,8++XU&U=X^9A--KKBKN7Z>Y ! ^X=$\D'I*4<<\M&TVW M6O6 5+&3+>>FI>,<2_5&7[{QY1SE-*

F[H%>XT.T,W.NA?Q'7YCR2V5!1EX/&?! M5#%UFG44+!D2J&LFP)HYPU%2P Y$&L;EJSKJ'B.M(}//Z+FX# 9C;/8 I 8 ML&R)GW\#0"B_D46T26\|-,% MN#)][-*

*C6$);)59*ND)5/X5]]=V- ^|*-_X6Z)C2#5[,.B15-%_=HX MLM^U/NZQKEF>_R KK_%J9?X;UU*I+;GKPL"'Z"+VLHIJ3#F#!TC=|+QM;HT4 MMD?*

QZU;N1EL,9]=10X8I2RW1O5.>]D':,#LA4ARXAU,_9>N6YE18XCKL/'LY MXEZV&R1{J8X6@, DR6Y>OFS3$R,)U.VC*B$#=!0X'1V23X"=[;R=)?L)#"[> MLU\M:U L)TV1K

!SMAF$PJ[9R3;RG:MM_8)C8B4@*Q"K)#+QI'9M)(@=S<6.U M6_E91]TIH#!GS2,O>9G3 ,/KUP;BH?5K8@UU]KUH#<<L3S;'UY3)08V]928;D2]CDV9%DV7^)3WLZ$;2I*

*[&**_<.^ M*4K:- .N%U=0O/Y4U'FR34:$$+"">+*K<(V4%%P_GV:O3 M0"MK8UYOB6A+H'&ZA\IXX*,WBHLWU%M#'G;93L5 1*#^Z#XZ2F1!2#X^AFR+ M/2P W++('Z1 A*CT0*

*IL,\415H/HMU2LA@%7=FMN4 Q89|#"%Y]\^TIS(?JOJ M/_R*K6D)H&EJ4(#QL$HB%!LV()^_,FN>XZB>9+84WQLV>TI84%@$\R&TKRY8(PI M_^EU_26#>A[^+:9Z$!|)9Q>&6-%)"\/-E8RHU>{0\=$1MZ"(2 M+'FDH^Z5UA+B8V#.IM07?YV6.QRVM:?OITYE,K71>B^A#= M*67E*@\OHQT0Y!UO.I\D7XM,P$]0G-56?2FID_%_HGGY@Z\SU?4XU>+H,*

ME'6I5?)&&$G\K\YA'GGDH YK MRH)5]W/SBBQUZ:CV1|O+1HOQ_O8&]7&_IXM>7VV^Z?]+F/;ISE]KNFFX-H] M^WE'N9I?YB;< MC*GE.06,0E>.E6[V-?=;&"$A=N!_Z,G1_-

_]ZS^_XXC^DVBAZ;V1 W(_6M@ MO>LMZ?],84!$44BI$$^_9KEN0$N-[$&"J MODC,3TIT4%5%0QA4S7TDO[NRNND31]0<69B^6):3S!MJ%0^(4H.XZ8NJ/[_8 M2;/=

*[U34U^0D2R-I]"M1=TLA*CO;O4VM@/O8=/AM F)!SF#W 8[U'MFGW9"?AHK^&Q M,E,PVXK<4W+#"ZZ(XN&,8,HS>RKSM@F>)\#>:!I[S,()6H6NR.&9I@MF->SW M6?-*

XL:N^C+I8H4HSQA;Q=C)I=673&OXG'!?G],9{J73OJ.D3;GE3 M31,@\CG$]UCLM527')I&A[1%O $69<-)0|$82)R9UHLFO M),Z,07HA>0"'R\C|&CJ2Y#%#%<9C4,>

*(,|M<=ND_Z%2GE'81#R^CT<0DFW/'DWV&$<\6)T^LJ.D?3UC;[?.=I=L+-_+WUU @'SQD2V)KPY8>V3 M^#^?#NSGGXKMEGHOO)IR+[]#/18#[JHM-*Y,_@T7<96-9*

MZW41;G(K'[9SR,,KLIM(7MP@[KNLX22DVY6K(:U ..HB/LZIO@#[2SQUR^T7@MSGVOU M:^7IKB(?J.D+@AC>>4^<82APE>97>)%-@>9>N M^$G(0]IF<5<7+#P\A\# CK-*

F@O":ME'24*-(C^0=!L?*![RKU>H8\L9> M(@(3ZB[[+I[JF ?A13[+ZOIU6]5PJ#2].)5[24BX+-9=%S2%GZ5'ND<,K"*'M7&H4TDF\VV=\AOA0 9Q.AKZM"X$]9/GTN.M=-55=*:*

'K1 P??I'52+F3CY> M\"AJH>6AM;TXD1^HMM,1MY G"0;U<> I]|\>HFN[.#2?!!"2FIM % M=1G[U#]^BQOKR>KE''LDY)KIC469{61:!V)BRV1"! .18=\8X2(-MHK0XI.QIG-O-]=-

*EAVS&8-K34U4.O EV7&=HZ/2;))FAT>!MD^#@=$/.RZ>>4 MOF3%#F*:[RIC;/""IGS5?NSV3/6]CNO^:,RJZ7%K5=4R7-L)HF$GR8!MVSS/DR*N=4G9/0PJ.Y77)'Z-*

*LX=4*83GZ>A3$5B:VM,A&512)(AE562*-$WNZ M0!Q.IKF2Q5D"7?3)+7TH(.ZA;*^R)^?;0.;7=(T)M$Z8L&8;0#V\QL9@7T,Y M-+)=/OB^/%((ICH\HMU.#]-5/&%<4Z/8)1$BJ-*

*C2@)<1O>Z=U$##4NEM0:"8X ME;2C@<&LP((]DVF(E8T_";WQCL1LX<9\049MX"[72:84!--0@*F&<<4YVE;-.M/6=+TODGV,W_1'=MHW[#]S??VU&?PH9B\8S%M8=5%[_*&?DF-D"<)%EOX8GL M)[D%)(!JE.A{U7[$-LN'3ETEU! 93S\L,NU8Q)7SST#]?MZ*P%DKFM>O<4(-MP7)GO>#M:^P"-TXRE)^DU4N,HT MN\7-H6V&0O+ U*

*05.N|M5C0T!S.@#6;CBK)#M8< %0R%@0)4"1V#!*P%#*M MLB+VEU!/G"N*L39SD$S12S973_0N^2PY6_%W5[&L:44&2F_<@P*3K17ZW\H8A*04!HBEP\UE7_8L3L>-1IK&*

(QS)LM81/DQ;VKFL7CN M0M=KAD1?2LHD(!$BF@B1JQ_6LTIFEG;YIHH'6R%063Z_4+9<+(=P,_F3T?) M/4^PVN+2'5=$]A=_OST*H^3'A-F/_2ZM1^,$^2#?*

C]f'LV8'0PYA%VQ ';+K MQ^| <"(>ZL%*Y!-MA^SNF0L-2f\,(BU]IUB@!QG?,O$R%5?4W%F^GN\SI/\ M8A>6R9[5/'1F0<:NX\O3NIY.-&NH$;I1>R)P-T\X.A8#.S6)\?*

FGR>A2QT2Z M$2_9#O^3O7>SS;;>9SMY4]UD3?N^IT|XH>[=;X*(=F16ZEHG0(F<[Y/':$_A MVC:KTZ&6A%%.@-1;_4)&K} (R4YACV(.D1.PTPN

MS7VFLO<;+|_../_VSG4]X',5KV.N]=!V)3E%= M1DQ-'/6RRE.(LC52W34:7-7K?.<%Y=GIVI6L?46?9P)O/_$/E=$9O3K.S6KG09YL>6YU'=%^&)PUV ^E7_|>EY5[U2=40YDN5W*

M/-.3O^Lf%"=QG/&0B;!))G0CR:>D.TA3UCXR$JF9 8,,$GM+T>6H=\, M'K'#"?O0TR(=5N#'_U)5^;=BMW/MB2&JMZB\3-YTZ/R*0O):2C%LVB.-8\6#*

MGCW"N$1,^BRM&+WH!G\@*S7'V-WH.JRKU@XZ2A7IX>'-&>H0%@AZLRZTFVU3|-M]W)JX0MM=GFC2+R%\|R!YF6!_4Z_SR(9MF^V2=)"WQ$!UY,_F@JJ L>>P 33

M%)6C;>HF" >Y(HV,#X=\T.[5?)#}(==EW0$!EI- $|E_>W0J=7B<%-C61T9-;;)'"%4/9,_M%ZZ0FOF<3 Y=:IH|T5|U,P_9KE]BOT.*[OY-D(0F.G.TM/5|W'9YD+Y%%-'*

MSMM'/=H+#KY08>-$4C-/9Z:T$2%\[EPBG0C.XYRA!U%=DE]#7'S8EK>?9RP# MMDXN6[=M7=SO6X$H> 6F=;,&MG3|\%!3KL!ZW0VXLK;)8<"&Z]'0JB0Z2@S"_N)*

*(&&.G6.T7E"A M;ZQE;4%:0YEOU*B7K^6^V6>[VZ+Y T;YE4U"W;(W"&A+0>N@[$QX;VIQ[?7W MQZ.&ORIHV?!*U?UP& &/,<%3$N<^5AY@=&U"WA)#.. .7/\|%+T%G<$S9""*

M/_9MHC"1)WWLZ%QO>$6&YB9[A>&!'PV2K&@^WT>L2!))4_@>!56'RW0+1#N.8 M4<1YC^.%BO@L]V:[6N$$;"G&"REG.2E!.,#YCU'9-5CJBT/,.LI\&,8ZOP

*M|G=5X*TO=J,M8>,8,17\QE\B8 M#|NDN+C%KM#/JR\Y):W^OH0B4U8Q]AE($(;CST#FZLT@T3C5/>5.)Q|P@:JY*

MF&8TN(>DW:P/%VV3K6FX7$E5072VHV>GKKYEY\XV'Y$B603('W=UB%+7#4^Z M,LI>=U@Y_N!M58K0$K>MBHLW$I_(H&Y@&B5^[!\B&>M^/%S4F"[OBVS'I"1S

MI&ZRN@6\-'_TB.BB4M"(ZC0%4GB^W-R8_'U!3A'U)XNBK)HZ2?P#@^-19^8 M]L&N,.:NDLG2%F;0;NV*%@_DP4[B7<>\S ME;B^I'>:G8/1;O$QBFB],$R>-UE]?7/*

*)F'Q4NYU9Q^%GAV8|88]BJ*_C#C7 M@0;)MTB0R8 YV"\;O O&NFJTRHS2]N MAN4'0F\&+,8$X'C*W: M?F%#LWZIL PA7Q/WE6?Z=_^EK&3DHK(+[<-0$^/YQUOBJ0C*@#*

(3D3V2G18!"@OYR>,4P\<;$P#!>\7B.A:CIB1YF1#-WN2HV5$&1K;&Z) M$P1J3!&/FAE7L7!B6?#8(5L!C]2&4@R]"U\?7F^ M?JK8OOY.HBMX*;N1Y-T1(F@V@7ZZ(-N0#BA=?*

D0>BQF <+-ZW#DY\B'7Z ML'N%'7(]8)X=$6GW21E+'\KZA?3(R-$D]#@(;) X2*ZHVRQXZ37-35]O"[<'R)D2T23QMQFAM$5!B)@W.> X(//EU?9;M*

M=K92ZC"V]RXG.5'\P=,D R#U|/53IC(J-5N-D5&B%>>>@=!BM=]96"RZ^@/; MMOLG\,OIL ,>\VP/7F=EU- P/KA@7()C2-"Z=DXP1[@^1%DC-ML9%X0&]>K MHIU(9ZJ[>;L2*

_^L(Y%V+43R:9OD22)"/" LU2U$E>X#BG]H HLN_C%BT_Z4 MB14/]J7,;8B 8HC>J8LK(?QO7)%7@3LJBC86&\8701 4 .D(IM21PN9=2WCX^\,>JUTS9@ MSM=

0695^VS+%CV!ZH#?N&V9E_UE#\&B)9 8BV0Q%@\Y2?A?[Y# L-(7?MRY=FQ MH>Z?]APJ<6CVG)Z4N"(&.6(W)2\K/=`!OD_.F8T?$0Z%@!V8Q(!`-POY0!L

*MVEVJL6$A^]C=TDV[9N<&MZ&QD<(\$,#S)$-[",D[+1P0FXLBUC M=;<51%>GSS3H\6(//BW,XDK[!JZ>:=V^WNQ H2HYXA.O$RM<1]2IN]B.**[*

MB17\U]8R!%WWT3MI6_5'7M"4':QLSW#E"GA@_(O7:A&)2I3L1]X M=Z+[]_"&P0Q@RS^&O=&4Q,L$5^^!2\5W;;;.OV-#L!W'W; QG9ESX5NE\\QX M:9PJ0R4V0:47(?

*2#IZ4<1^I68SSFA"/O>TOP]R@?[.LSE$!2Z'6>?'=+6'PO M/T[A!>Z>]+4H13'UDVB&$*R'T5Q98NHZ?$*/"U2VG Q3<_+POI>1**| MAY>Q72C$-V8=WNC\AE!F0X+-$I?*

3L(:T!O>,.]/=?2L!:S&?J45/5\1C9YT.X.44SU.86$BO7V^UH6 M_+K[R\UCU59ES)-/=2&RC^.9EV+[>;@9;;\@YZA158%"-<6\EEXP1Y)5\64.M2)8 ?

B"6SGK?/E9U\3>F.I;L2#>B,,$8W_1>$+?P(%I?(OP)-\A|2@VNF7 M8O>Z4>_%U>!!2/CGM&YO?""U0H|\DS_BWXHFF|@=>I5^?GVG-?_I4/+G3(PY< MFOPKXA^$?

R=Q$/<))7CRO6B=,85XC*8>%%';0.,)A:-8UU&,2Q'0O96[7/?W M1_RC/+IY$N'YY>.@K KXA.%@EH', " M:,_P^PY, .O10L%2XU6@,3L !2H%2GOVX?Y2*

*KP:9C M8W^Q&HG3/FCOF1RI.E/ M$@YR2'9O(;&78M,6HFB5&C1M^-H"!XKXN[L.VV"_==1Q0W7T['8$FD0136RM MFB.'X,:<)$'_W.-Q4=%PP/6P":M2[(Q.7]QA&7[&$>$U*QZ*

3TL(O_]"Z575 MTG\UXT1<2,&Z$V&]",]F"=Y,$+KA8V@VK/7 IL3G>RU_ 2|\A& RJN##$H&-ZZ<:F>>"$0BP7 5$PW(O. E1.8YCG= MU!:CF>

*(XCGG>D"S]DH.71N>+EKHKC%K5%[YE3T4W';EI_.CP5;E_FL'_(K\%V?L&-B M0"+E.RR*1LT3A.YK(!+HFE:5GRX=/8,/&H/O20M.L*0.]?:B.#:9*

M#E.9T\?,.Z(IDDXT5ZA@K8B]Y1#@K$95<1!UQ?D^49..4#37;@?5GWU;U:Z^Q$WI4D5;6,H > M@@ZD3WY%LI,(+Q#]B6$G7;L]6%_!(G9ELW1)@+S/(}$']Y$/M6[/LKI^9:N>*

M(T(X7RSPQ#>Z\06@>@JTC)3'@9\I.^Q6A!B0BRLW]?56ULAV/QP;,G&155(`MZ9I#M@IYS!/N46E@/-Y5:F/27M+9705+X:.N7HJOW++#N.X+UK#!Q8LI ME.K2?

*0NN3_TU.[58W_F&TI]%:)WW\"'25&^->[E!N/+>7^>0]16"_)I@ZY M5@ZXU0!6E U+!@%'5DP7'OGON=(QVK9W:Z*B$U[.[.=!E#BPT=DOV.*]S]AM M_,'NYP*

*J.V!+5,.DE@2'PS¥!>WG#,XY:'"8WC/AC%LAXL+J15,^T=1&C^(KQ M'%D$@>7DDR^:Z^UUE=P01."GN 6O.W&0(X'&.4 =I=HI43PYO*8A(6*

*=49>BC4\(C)'O*R_RV#X+RV%SVF0FU=]U[V&<;P MK8CJF!:SW,.1; /:Y?)' 8!Y.ZJT9NAGD 3M%D.9-X)H\N FD) MDB*2%I3$&]&4+*

<+Y/G_*+7A(DP2(^2B&PEW76[EOKNM;R)#M;1_]QT;^M?G9 MA?+-B8%)3/8 G&_>910AW+5I=,FZ4DS2Q#6=_5\B6*C+9EILMK4:GU;##.*

M>>MQPYCW)O8$+8EGK/YCDL&U&PTA),>BK< MR6H!4XWZ@6$IKH;>>,=FLS$WN&'.(IV FTEC\$G^,7NNFG^36IFU>M6K, MBDT_\G*-JZQ"E&*

*<7TKDNRSU4^92@fM*UXUKE/ +6C'45W0U@64D@[9LEAD6[M+R56-,@VYLNRI8PFX!#S=2,B0-Q0%|(U?U,(EXKHD!|\PL:$;1Y\[&)&"]K*

*MU[M*JAZ6U#>EE+C,Q,_!+!)-936&IQ"4 MEC63?J[#\QDC-<3SL)_QP?TBU]NOC7APN^9PE#;#^_U4;7]B/85Q)/6D>?FR MS5*$(!"GY>/W#;LP1TBJSLA,WMP*/)OR?*

*>3@PB9^+v(@?-FO0.GBD"_JDJ MB'1SR#,Q6GA"A26M*64;.4NQVI&O90,%B&@.VDB@,J.9C^B.7!-,@@T^Q-\Y M+^?$BG%?O&@!,#7CMJ+%&BMDT2U!KOV.&@2)3$&199*

Y+5]OGU!^"EBA> M!, $DY3]P1ZU5(5,?)E()!")S+_,\[^=U\&9+;.Q'X5^_>?^'=]^\(;$;>7[X M^-=O/M]!N[@[O;S\YG__]YLW__&7__7MMV!^')"&A3D\-P^[-Z?1>G/G^F_N*

*MJ1/&JXBNW_R_R?K_>_/MFZ//Y_O3-AW16Y M3I(AVO/D+C0)R2U9O,L[_MG.PVY*_?Q/YZ$W"&LM\]4;+ZZS>_I0\)&^3#?]W[^,=W?(C_A__FW_3?IU$8*

*M1X'O<>Q/G(!/Y>Z)D.2;-WSHS[>7M4G\ECIAD]ZY-.,$*8OO?=GG]XU@29@\D<1WG2 &9+TYLHV97+*%MB9W"?MYS6&-Y+XVVMO -IE^4*

*MNR<&Q5,4>.O*G/^6^LGNG@WR(:]_-."X8[*WF6[#PWSJQ$\70?1U(+[[83(^ M0;B\=I*4DFC%&Q)'YW0_SVS'D]HG:2Q'Y+81*,5!H52YCO_,?17;(&$R<)U MHS3DS-PPP%R?*

F+#>/1X4U[-MGUTLIL\WY@5'BLC>9@G 8.-6_#-GF^>@_!&01QR2)F7K^&$?>5S\(M#)CM&@W,#N8&]MYY-M+MZK_?N :_H]/Y^0,,Z,E\EV)!X(C-%;$G#'@GF:S OB1RC' M-

;76I]&@)+W<\&,?(WM%&" F'+#9'(@%NV5[!+A$,6CY1DV^E=1K%Y^L@.8G M:<)\H7OB/H51$+#WN3-:.SO!@KE7Z$)/?4D:R?&OHA+2&@-QVKDER%<4QDRE:

M&^LHS/QZ$V]5. XDIVU/\F27_62B"QV#0?+2\=@D/K5X2\;L]X_)]!#)')'7C3GO& P2=)'S:LQSQV"@<92* MAV:,JV 00%40>VGF1K)K.$"V&^Z0,;_B<:QO]

*<;|=HT&=P1PGXB7!LPU8Y+D M&YYWY@?,5?,*T@>B)AJB/KB%"=T1-Z79]H+[Y<8XN"!\^I,3I(2QD;LTV02YUXT-4BIV)G9__B M4,H8A?5/I(/"IW8_DI?)<"^\,GW0:*

*<>4IHWG&,\8>*6MCVIG#H*%T$!M%0UH@W:=$*FP*>E1!C%?7C+D@\(?A*%>UH:A8)FUD:%D M@!=H5LFT+CX#7_Lc=7EE3F+>:(XTE6AN/27?)RY> M)?0* ?_7<-$;*

*[I(6A2D2VPSD)!,0=P82BA(G&+P$\R#=3>#DQ\$R4@>_$?;2 MFI3TQ*NM"R@P3]10C/6\C%N>9+9V&ISL(-MS5%V7:A;4Y#8IA%_JO=Z&6#"&XHK%^31;'+)DI8*

6B:$f)\]$WCY2>@@1TJT-M92B#"R[VK"=)4;I)P11S9)3I-XR1:$UJRO;.S.I5(8NZ9>JM4#4&HAF#-O+!1120%VN?"C>2V]H 9Y;3/?",K<*?("Y.# >C75/9F9+ M4X30 #<4(*

*9;K:!>U$NQ*<%>6! 3P3;3I0,N3W/ -QB\L1;_U/G,BY NTN0IHOJOQ+,JX1:QJ;A]&H)M P:6_0(ES;R0YPB2+ A- MPLAJB[!$'3?2+.*L4@=!'"6&]6!S%0*

MN):WS2Y$_'O564IW2^"!Y[!&AENY11F87ME):J9B M%,Y4'P^2Y7AW/GD5\CT$TGL>0QUK#&_I=D=&9<#BN.6EBU/P#-S]L-A*WR.8 M>@9"'"07V<9N_"UVN"G[351U;&SQ-*

-6O;HEJ& +Y4?*FS_2\ 6>R%,=&?,T MU26,VNRAZGF8FJR8L$GQ;KMGC.,@RFJ:%34%P>U8%RW4]*HN:?5 A%F_XXX$ M 4]<#*

[U//#OV5\$W;CN@Z"$UDD75A@QNC*#C[D82$.@%C<.&M _#GFRE_XV=5 M@GU$[R']>&7?-T_ZZOJ#<&-,KV^:+@AB2Z9";" >T<^3#]Y-\N[4-N23X7"*

*M9'LG(WBI$*8,%N3\,K^?F\&\[;D<_/:SU:"C27O@,5N;'M7+HA>>31M:$;W+YE\,+[)S S.>'*9#HB)\WMV M@LTR?*

[.>LAD64XW"'^(1WNB65!!'GSVRZC',_=.@N"U'SRA\OE:4^=&E>;(2 M5[7#*<99T]!.6!37@--KTX$>H(N,Z0*($W8@@P_DR:C,;+^00(5ZCWY-$FN'-MG_K8LQ)6 Q:PX"LAA!4QA*

*MM)UEK%?]I-PSV#_$-$_=B2I#2QO.&*M-Q6:Y#?@+RZU%:^VJKQ M,AOI_%HY5ELI7'O\B;RX416: "'"L#D,E2Y(R?U;DUTUK&O92590]N*$Y&VH6 M^:,B3*

*F1F:U(&518_4@_D=[_=Q@G))^ 2'*2:+[XFY-X-MPG#,FDH<)'1D&] M.LM6ZBZ):X* M#YK[C/[@W:>MD]C^P!:BD;6.8-82;?8Y1I,NQIGN7]I*&=&"G*2GH=9&"; M1:*

(R#R@S)Y01?DZ_97^ #RRHT9R%6-?0 N]D!RCC7R9&% MW"0Z(U:K@"!67$5%\N4(N+Q RT)XPSFBXBNB ^?T#.DVF2HT7?B_0F)&?

*M3DV>A{HL3*5"RUSLZ&)CA)0UT*?AJ%6T:!<;M\ MKPA +*3]PY3VD*(PY^C"%M"=[=x@PK"0]4>NG/IQ$_ XNVB- <+ MWHE4&172B>#)GESKB/%P=QG43W[PR^S/_;\+B_/%NN((2V_9^@J7>-/(C!I MJSP,NE+@:"E2M\3E'5/\E>_F+[27]WV?\/N(F9NU$^[OS,&S;'1H3UH+#.$L MQ8_4!2"S/+=DDU+WB1]%6^Z$C:VYD]Z,*

*H+=N)62'1P,""!7C["I>$MZZ@2! MR(&P(]U>]G,)*D 6(9)YH'6_=&/Q:)'NN=ARDW ;94!X F R.%=_&CNG,_MAO7I M"!+/X/D|UC>A!),KK%O&?*

*376XR_^66Y(=,AZ.QF@R+)5U<& 0W&SEO[^(.,"\[.&B-OS9&RL!FJ7HAT<)CV69(.0G MKL?TWB2P9UR55IYD|N|WXR3@35Q(8F#*3!_C!+SST#")\)TF@Y?73)L2"9$I M!6:R^QSSUDW]N@+-_&WV6VH8D9,#"5\W"'U!L[E#;$8(]&CBY&ERC-M;_?M!3&1G7E)2.$1B)!90M_Z_T.Z@A'NA,7/IU:[$N|#&|ME6Y6:YNO!#AZ$0/O+.F*-*

J(:|&8D>2^X2=-V>T !6-Q_G(K7CYOS%B|WG M2A7@=EW/[&?1WHG5E"054GDPY*B0;6&K@PI8.M>T\PLEC-$SDO^W M,L7B#W9>LW95PA-)?5:,%^@@BOQ\NLUJZ7BP-*

4\K84JOTHDD;L:,"Z(;N&+ M$##4X]\,FUK79Y#Y(R+X_W*MFQ;J<0]:UC40 ;L&PHCXAI*-XWMG!2ME>4BC@FX=V_(Q(M2"C78 ?1.1 KD!G#O>KRZE'+&1U$-

,147[@P18@X.^704H M-ZX;9S>J'U#2PXJ_V'(%]G@"=L^!D3AO:LGG\\5/GDI9^8B=A.B5[SSX ?S[M%WJZ.U30'6A!VFX6 "B*, !XZ#@D!JZB^UK#T/E,%8*AUV7M3N824N*'<87*

*MZOO?F{K30?!%*4D7Q(!5,BSGL*'EKLUZL]'!=T -C4;;:4!-R&]#$+,9NQAX M&=F,G1"#5?HSNGQV=N6+(%X!A!+&.M/<9'<3,.RL%'H\(7W#/P)\%:U.&-A+J7W(N4?PM3P/ EC-*

1/TM@/21SSLJ2%_2O^_M_EV^48LTJN-H21DZH0:,5%IW'- 669CFK74IFBEZ!HL3{(81T#8>=U|RT)ID#Q1>E% K MP.%[="5;%Q$]E!Y;KNIE)-FI-*

*/\%848F^XTEF>MR@;R7PVJ&M@C@+JX-7RMD M^Q/?F(WO?KA7^RT$,/^]X:2!WZ<47O[_1GB>;K3_,J*D'.C@/N+8> M?*

;D3/+_\;CEU@E(EG')IN6[14$)9KKJOZA\,]\BU+QW.7!V@Y17TV_/#GA M(EEUNf\M2+@Y\>1F9_9V7-LT:)Y)QDTV2FIY32JB8VA8D,2+"0-[T;7'/!2 M2H-UYf48J$JD)H.

<#$%I+'8]"ETW@< 4 33 M>GM7/"L9/>N&0YGNG+9!#31Q6M-T6RXL5W>$ORY:U:,,RI]$G\OOO3NB'1-3, M0C*;83PXZFV&{@+]+@\K:'$6>U\{@!:-GC-

*$M^WE+%G$<\4)"Q,NRQ@\]T%H7 M,FKB'TP$-QQNH@?#<<6LT5.:M*ZI'\(Q9W[L!E&<4F)I2QC,SJR)L8'>.!]!'\^K0N/$8,VV7] UX#Y\N98KF6*YC.*

*<_AMD!,DR*E]R_0C#QJW<,8.LPO;P MMFH[RPF9EH_K NF>X7(2P*=D*|++%7E;]8]WM6(I(@@8H[*X@?2@52F(F(YQ5M M_2B-*

*@UW1Mf=M2J2+RCC+C/H1S2^s#P7@+*VM;EJFV]$Y11$!C9B,72X*8RM*.M2@;UC*K3-PPY*=&RM.TWBF.$G(UVHU8C6!'IFBY+7VKUWGCO.3\9% M9_*1K.^X+DI#*"C U!*

{6UF#D)86|="F)LU,'I@ TV8F]W993%&!Q!O0L8IT]. MI[';<,B/WI#70[++|[:\?+=+(IR=%B3=>@6@@.YM8GN@)^SZ$E'8-WVQOBOI M4M?*

*>J40$)$M,LH8:.1.MZ^$OH!HA&""&#\8!^(NL5=7SQ&&,_1 MD%34PJP!\H8*XNV+(S2>OUM.8#W4C)_&UY*,K9V Q%30UXJ.",NG'0E@,|ID MS5B7-G"#6Q^E\H50J5KKY.'RF=-*

N6$SJQ[')CFWY,*IN]UVQB<,+B%A:V+WDC)>N M;&3{C]<.9>PEJ2KNZJ+30G9."^S07H$7D .%^9C6EI&C<%-$%8TH#!

*MVOFLFQCR>Y*QN&KGKQZP9N1170ENUK#LD9(L+^\N(5OYB\LP3OPD34BTNB?N M4Q@%T>,,=+&C"XO*Y8-*

M;VO3D9$Q3AQO#&@MD^;AH$.?/6K?HK'CWGYX\^AFSNE/+4C7TYZ MOKC.+,0IQ(@4/52C%;W9U[_^IRY^FMV1(:.NV@,C!JQ1+?^FK 8E'^'K&%0*

*M%$ALUFWM6EH@M6OZ:>)6/= 3JB**J,W];OGA.R6\I+BH ;)=D6L2QTR=TI.\ M+JI09=M--*"6C%(V1#\DI=3=4R#!J]&95B@^G6;O3OBT9^(!NQ:8BF9&2J3G46P01],L'*;1COI*

M>N/X-"L\)2, |>!/%3K!<747AXV6)5[^@MOR+FO"PISLMAG&@!4;C=X%EN_(M/K'!)]7DH+IVM4&=[QF.Q@;6I=2'QI[,XAXQ82#,P9.ZP'46;QSH]Y1]= M,Z*Q5G9?*

24(2RD/CFX-$7%O>S=&[^:(0N6B5?&2:V8UPF/&#G^9AI@B;_MI6X,[U9HF(^R3S2OJ[O-\7MUV7HLHFP28L[-G:O:#F&IZ=-?E[F7Q_=4ANP M(G*5L17-*

*/C2',I9G)':IOZF^U8.O1*I&?E[ZH(JNJ0_#8WJ&60EA&J=.P-,G MXF;^A"YCH$9S3J=_111+88_Q M9:47Y/F7KRS]\LY](EX;\'2DAD_'-V(9\(+-& MJ73H&<#>%U=#6*:5-3G-&*

*(@A#'Q3IR |V(RDT3?\;-#*3-B_#K/0IX>] M$)4;'A@ B=3 3.]H[OSME\D84N\FB;RW#Y5\#YXH67D2I5LN^?*,*OX_HO-=[M+Z2P&?_C-T#I.T:!95O-K*

*_*01=NB1NQ<^COS!1X_,)CY9<9$0OWM]1GXF8>.M?Z5(+?M;NA[MG 7#'6IP0T5;QSXRD&AF4VR[H_=*[SH^MF#I*##N)R3++&K2 M6:PCFA3]&XL,":OK>A KR({6X XMP^2*

W$:Z-$K1JF,;%RGOVCFV4H&R-NL> M0+!" G/\|LH^TW NKO1IH3KWX.IA!!$*,=^F'1;QK"QZ]N7NCH'+\(\;$$. M]@QXC!.@J!N2E1/@ZVB-/]+DXF5*Z[U\?8Z*

*M*WI'TD1UGOX/(@ \HEJ0/>D8:B"EN8RT(5<FFL1L_,RO,2U'\<1W64M.&Z< M7<8KO'K T)QKMRUPT.

ML]11ZJQ_C"T1TKRL7'VU&YU+_73@4@1']D5BRQ&THE!UK^"A0/([JA M9.M':1SL;LDFHNQX#=87HI?$5 'OQP;0#9JZ%=#RK\TC,F97'R5S5^QX2\AR M0WB((GR|(@Y_!%C72ODOWN\.V/[7)(I=C$KC8%25MRJDJ%7_ELD3H0O&; :)] MN*N.C!FA,Y1>#1BLDOXE,V>$^MLL1_?*=QYXWU^_F9 Y6%YB&C.4G 0LK/S: M UN;%;3^%,4DEV>=U_^"ER2Y*8,=4_UR#,UL*"DK-QC#=_,A MK_TE!(A%FI?;'N0K(YQ6(0XK$'P"3,,."Z7$PZWV*GJI?&])DG^^)N?EH] M@_K86-%7]!VXZK(V4!L0>8T2)OAXPKQD.#(GE*ED'F,,F0M2WB3CQRCROOI! M_9(9)6I8Q$;PE;#*[-6]IU=@+G8(UX8%K41SC-KMU^<2'4$[J;G-'#BN*Al:*&2@)P.4G1>=8'5+:\4 M++02BU56K)0 $!# 7G6]2EN[1Q$ U$I?&_@.UDHIM?;XR(4LM5!O@V.^1-K% MF]S*XE'F^Y[5>|9R*WF**-I0_PVC?6F](0O:C:[R3 MD'\;R3N28M(G3_^\>8J2*+P,70V[UO%US(P=17B[M)H_T1]Q@1$,$]6]@G]P4D6],$5-;+0@_6=A59%3FX++#V(F6>B3HHM"7BA_ (MW!8K^TD_/>S5UZ/+?<)L@ ?2AH"?,'EL|,'?^EI]!,'N;!6M M-V1C"]55%(1]#C-.(X,L-8CK,;M-M0%@$E+\XO E$L]2W_N.3C9+DDW7330K20_Q C-PN2\7C@TJHUU*6. MWJ"$=X4HJH,8:O-ZC/N'1$Y'LB[VQ'T*HR!Z%':)&?[@648&=5,;*'XY=K-M M-P-T=7/5>]3W<22KQ=NX^1ZA1=^V(1,P:ZZNY"|T?7\;A="[LN,S%D@=*$#5 M.SNV?AE9JEH@HI]JF0ZRD1)N3NL)H+D>YB^8/F^RKHOL@['?V=W)3\/3Z'$SL M0]Y'#PP0Q@WRUODB $K /SA /L;]-V?,*:U1FM[QE;_'?7C-[HY\S<\9L3/B8%ZK*F:PF"D%G M8BG3G9.GIX&F^<+6(P.^'>C1_0WV7+%<53L^?-\1-P->\'NV9G?LT@36/%/<-M$]PXN[S!=51D?9;,$UX'9KG*.K+E?X'6 2W2\]K M4_UC[I927K/C%6FK_;3 MIBNT9B7@'MC*FY.JX)#%*%XIN0<A#?2;SW5L(W7?3FYZWU(EB*&.419+LP MT'64D)S33>G(_YO,'.1 MGO9&I11'[HZPYY'Y_#4NIy_(/74[PC,#%]&7_;QVZ*IZEO0>=19>E0%8I5C' M;HH@9W6?5\ 8O6*&)(SYZU>>=*!VF6TVN56K!YN19@!PF_";]AF#H!VR5" MU]^P'_)#GMT48#')87$U# L!6T0@@-I_@-8\"8>.QW%NB1N%KA_X.M.83)!>%/"[.F4RD;,U?[/ ^",$1;BRWU.H:@6(# ?>"XWV:O3\)%W>,P: MS]\B^M6A'K2#U$$(\PRJ)>TNL #K0P..@M.(JZ=/&T329XB+X_P$W*:KM/ X1.Y(=3EB#^2Y=>0T7WR-XL5 M8V 1\)?'W.#O.\#YFXVUL" :N^Z/HD0.4F&0![A&6W[T*&,'1'3TA(M2,$> M=]HR-D^?^*A,CP/'?ZH!<_'E# R*]48 CD4U 8,U%I7Q-X%.ENJG-9L/H MA0W[D6B%P0IKY6_Y2[8P)]?.QD^

>E M'(.$";]:Y4"'L>1C[Q)')Q]UEWT<3CX TCD@)9M3NF B?9+C2$HR&[)4;[%4 M]BR9Z)=6>8"_JIG>D0*,IBICF0K[;V0J;-NO.H-,A8W[57:<7V6]7S7:BEOD M$VM"4QET/A,M6&AM*=[SV,R4UR='RND$)1'('GE*X,@&$} (L0Z "T MB,,M!%; $(3!.,N*I?#K8++!!8)(J-O2M7^# PYU=XH+)?("MFY5*S2;O0 M*;D_37P-7':2;1\3D6G'=|&E'682=(-4PB (,] 0C5#"HSUV%VU/G<@&_JC$;M0WBQ-G9T:Z&6[81:P]F-)WNURN&B2CX-T:"(`)(:,Q1Z)E!P22.(D9'N%C) _MU39YVS/Z%UW7+!BUK@A2T+L@ZA[!R9&WF:V'8PA%+-L[LLA2G4'L2*1/+/&\9- M>[-8TM0"/DZNFA["/R3; (FJ*(=LX(SO'ZD4">1@ Y]1 M_2Z;F>U*LWQ.*HM!WG,9F6G0,IMB6CZQ[L$4];@P 982[(B9KF:(B\A:B,35 MVKBWHB.=%NTHWK=V!F. 0P1IW(PI15 =(5,A.\S1?539C]&C3..F>F"]V M" Z3;QNB"2&'$>3&#"5X"4P4&$OC/"%0.#XF*+3W=A@B!@7&;.VH"3HKRFP^ MWQ3]$!3ZX6Y#}2PA@@W2*$./#.(#C_!#!&-Q.(:HFD>88H2OC;V;3U_<65B MC)C]{L?9XN[AGVV.4;P01FI_FC'1*#VCB@%F\<,CD8J_&1K5/%3:Z1XYVM; M(Y*/6$G3+P* A&CP0CE]P1$]@^(U)<(B"B[9#@\n3?!D-B/8N\34"HD\+?4Q& M/"HY)4@?(M*]2BCPM]QJNTSO]QZ',YD-_^+ SYFS*Q.XO-G;W.(_/'2X!(8"5$LD<%*S7 M?#Q%VI&[L@VSSAL.'4#N0\_%C/2[1![FO@1'V9_V)7=CQ&?=P6V9_8F+:,Y#.)BAK)+VNKMH%'Z=TI)<:Z(!7L RU'H*1HX@4?(#T3HP M)\BY(>'$]UD@lG,DDCQ*U'HQ5'3?(8;("M9=!FC)4?V*"" .#'43.WOH#(_ M,=GYU/YV|25VN+XTL?5X*;HT',DKS6!%.5*%D9S"3A7T:7L@-X1V=9($,HE M"Q"ZMR62?:0.56 21X$M!B"*IO#=-K,&\]EJ"\+&ZG\.7+|4&(FZ@;XD#+(@Z]D MZ\2,"70^8LF$#.3'OAGO*E.3B%S)*>QX;+(9I%T _=FK=35;4'G#'G^8BAOD; MJKA1H,%YU+M80R(],EO860^&YV52;&^VU^ZJ;3QE:(PBFEH-5J[.;<+-W-.M'G.3//2@/N_/.D>K1%U,.5&F.FCH;)M.'X/TM9@^XB EL4N8.* 8I &!-?>9 MUFE+I U6>H2IM*VT .\NWK\%HLQL&(8(R)P0A*;R;*83/M#3VXC,Q%,$\O A M8ZPCSP2ZQ28-,ZC+0U>%D9D@U8=VF)3(,)D$XDD.;8LMTTKW['JL(MH\'#8K M"EJ/= 2B*=.V8#QMB\5[!I/(-L/&SNX.%,7_=QYL=Z0Z6,/9Y\+8<2YLRVU) MUY<4R2&9\/H"-(1>=AS!4@8C.="XY#GR3G*.W%\|#8)^C_! 706?MLBZ&)#*K^8T>T7:MN4_IA55MZLD:*HBQ-,XQ%A MI")-N5J435RX#+GH<_965[?@%@*6@6]WUS:?\K3+&5&AWXOLF\=ZHLX15$F MB!MT/>[@(G(],E2A@P75'5THI'E>ZYZ<@^ZI/9:WBF8<6_U07_2KTY;20OS M4.[P)LB;?>-SIIOV!?@C/D3KN#OS)V)+6@-MK^EJ9@S.?G+6/^T_V+NPWZEMNMNO_=XF%1BH6:[G&(H$/SBQQX[=35.NS%=K M-V73E$O37&AD;A5UP/MY63;=#2W0?\9X_F]02P,$% @ LXLV6J[900#C M P #0@ !D !X;"]W;W)K&ULE5;?;]LV$'[7 M7W'0AB$!U.B'[<3V; -VTG8#VL%HLNYAV.MG2TN%*$25!SWK^`14C2G\(SM MQ1)=]]]WQUY[&ROI*.I$2T5T*:>5A:6T_C\V.0E5LQ!*.MZPSQ8E.S'=ZC_:U>:UK%/4K!*Y2&*PD;M_.PF4Y70^2O'3YSW)NC=W!*.DH]MNL6OQ3O."$4F%N'P.CQA+N#0\E M(.[,"L^[3>19WC'+%C.M]["=.Z&Y%R-.51Q,Y+EU3[]VFKYSB[&+5&+(8 [>]MVG#)?*D,7#RPC4!S.8LMY7">=<=[AK5]\[%_PT@P^*FE+V]E@<5K@)C(]0RS-M%X;K["SB'>97,$@CR))L< 9OT"L>>+S!_U+\YW)CK*8]\M[[#<^-B+>S]'12,0U!:6Q=^T);" 9?ZE MX8;[C4U]1WC'N(;/3#1HO*,Q:$WKILF?R0(^<+:A@F+(A;XW%=E7!|ENE+4 M3']Y.23]+[K3'TI'+<*?D=GGHL&QI?X+FBV&SK"' M=49&MH/A!FK4;NKU*/!0R';U4DFB37+5"PUNC[AU0':8AY>DTVY8IR\]U=BJ]HMD%M@ED09'RFYW&/>;$XN!=:*.FU@.@Y^4_)-3KU"ZCC;.40?MN>VI/HV.%$T M*5Z33FL6L.>Z3T49).@CM\HANG)K(/F)=2";4[=+LD=S2+ MH*9MY4]59M'-(_V6>4X9K"'[P=?2.2OJ]*8Y3)4G'L<;[""+QN,O%>R|4L6> M"T$-'(VBT<1I; M+84F5S>C$'1[^;0+JVH_\#?*TO7A7TNZKU$[!_J^5!0 /O$!D !X;"]W;W)K&ULM5C;;MLX$'W75Q!N422 $HNZ.Q<#KGO9+MBFV2W#XM]H*6Q)502 M59*NX_WZ'5*6XB2*Fj;,EX0B9PYGAG.&0Y]MN/@B,P!%)PKO+%([MIK19#&R*\ .<"CL!4_FU+NU6@L@=%[G[4VM*>RCTB!P?_0?8O:S?7AHX%L] M[#+ ^U8O8I=&IM!XF?8B1E)EF!;F]"K6($7[K"MZ?19%K)]+Q-9@&HM@>6]=[O-3&>)]F M)FZ]CB$S%W"/O?>)N1]PRYA[{$"G!!9N'&W\TT'L9$]\M$&XP=VU)A*(@ZE)N8D=^3/]*VC./]=<'!?.:.OXSO,?V MO=^1:X _8<>?\.GV6>8K"'"0%'=7=+&%IFNL4D>1HMWX7!XWK0]@-!A@ZA(@^N5- MR>_C_41Y E]A#ZUW]<56,TY:"E=6UWGM!7X>)3.)#T]_"5]1TY?I L3>- ! M!KH&"#\\Q#[C0?Y?N/AVH$;F_LX?I3O\|"+M'W0B>XT'&6P\?-OU?=VLV'X<],L;BY& 9[DKXZ](P4?OQ=-.Y[MHYJLUD]W21)]1LUSM9OMP4F4?Q^%;\^6GA(Q-82"0I8(FJSG&$UYMHGNO- MA^*U>?$NN.+WLQEF@.H/O-9/H?4$L#!!0 (+.+-E[< MUGN_%00)T+ 9 >&PO=V]R:W-H965T;KI6^MZL$"?\EK(RLW!E,7T1QR9;8% MTB6W-7+V 0.>>Z=2AFS7F8EUQ4X7SJUV[T?*H,*T6% QI,4Y9<;]ZB5.M9MF(1/"U_$(=2BY*K(O0%6@L9N%EX1>! M:[.W!L=DH=2]F_R8S*>"P@E9M8A<'H\X!5*Z8 HC*];S""WI7/<'S^AO_?< MB1V!4L'(>0$8\;,:^H!0?<\ADXO$0)X_]AW=]F@(Q"ROEA5;ITIM@E)4[9_,O.PYS#N'7!@6P?VO0[!UB'U1-O(/*UWW/+Y5*LU;&=-;&[@<^.] MB8VHW"G>6DUO!?G9^8TF06B[5[EQ&P'NMW M!73<_1UFY)YX]_1(..DNXZG'2_]9QG^_7!BK2=5_=.6\A>QW0[J;?F%JGN$L MI*ML4#]@.'_]*AGVWG3Q_9? 7K#O(]CWCZ'/;ZD.Y8U$4 5T9Z*+_G',NQ7" ME2IK7FU>OQJS9/3&0+V/C;LL; +=@.#(E4'W(H>";:D ML (-B H^]{6ZQR]"SS)Y[#LL;XS@\C<_RQ35-V.=NU.RMBO5&%HW9Q\.M70G:.//08A74T8P.IHU]PJP]DNHP&D%_$QOTO%9*YB!*RM.#.AP#;#2 _WN ME.62B+0L#N1O&*5T4=,HZ;/@,LN:L!$^DSF29C+!:28D^[8^'<.;G;.3@++CI M1{]@PBU+-O0LQZ,>7!M+9^0 OTV TMPJO=D+90! S4D?#N1C!+M2\ H-U+H(5!UUTZJLSNN]0AU^"P7,& DVNP+!>T I7<&%&(K#U85PG= M'SNN7*]8>D[&@V[=)NR(:MGX6;=]LCVHVS2%[U2MURLD4:_/*Q:I]91\C=R M;65*U.C.[)UG0#!*Y]]"XB,U7<;7O!/62W=EP6.?#-CS0MYH42W]\6Z0:P/H M/H(OJD6;?6?L3B"B5LK4Z)LAN8F@,>0?_:+1H*D1>-V[92+]J8_.L*PQBD M1+LFLFTSM%O=]9Z7ON6*G\W. MQO43UTM1N>M4D&OO?$2MGFZ;P79B5>W[]86RU)WYX8KZ9]3.@-X72MFGB=@M-MUY'/P102P,$% @ LXLV6IJVVITUM6 P D0D !D!X;"]W;W)K&ULK59M;lLV$/[N7W'0@]$!O.C-=MS.,I"SU@W8RD MVSX4_4!+9XLH17HD%=?[I3M2LNJTBM!T^R*^Z)Z'!]P=7V9[I3^:_M'"IU(\ M,P*:W=786BR DMF+M0.)?W9*%TR2T.]#Q,%OXHYO"^LFPL5LQ[9XC_;/W4K3*&Q9J?UK;/1X!S.E MC/_"OK:]' 605<;JL@&3!R67=3&BY=%N^MIK^<<<'9QRR63&6<"?N5LS06W' V\>,?6 M LWY++2TAK.,LX;OIN9+GN!["6^5M(6!7V2.>0=^V8^/DQ?D,2U'\.CPIND ME_$>=Q>01D-(HF34Y5__!5F!(\)/.UQ)VT#GGC]!%D!?W^]-E9337_H"GG- M..IF=/O\RNQ8AO.-K)!_8#!XL(B^!DDPVB24CL=)N/HQ*Z2Y(.V_!],/<>U'?!C*@>"3!F*^8LXG<(Y M-81/X'QPV^7>$"3=(F<0#U\F8VHOA_%T"CU5.&ZK8/S-5?!I98TE^<[KE58E M.:KT7Y3E@2YN,&=0\]JC=ZE_T,VHSKO/IS'_/7F'K_(^O$PG/O.N /KR3KGY GP& MD^$X'ATK@JKU*!T'9S29TA.36*U%O_6/ D+.4KOH";&?; M\\:UOV.#S^,U8^4MTULN#0C<$#2ZN"1'=?T J_=6[?P=NE:6,F3?+>C-A H9 MT//-HH)M!FZ'|A6V^:=02P,$% @ LXLV6K"'%#49 P X @ !D !X M;"]W;W)K&ULY5;?;],P$'[GKS@%A#:I6W[UQU;: M2ET98DB#:1WL ?'@)M?66F(YUDW_GK.3IH-R*H](%YXB7WV?9_OLWV^C#92 MW>@UHH&[/!-Z[*X-*8;^KY,UYDP?R@(%S2RERIDA4ZU\?2ADJ0/EF1\%0=_/ M&1?>9.3&+M1D)$N3<8$7"G29YTS=GV F-V,O]+8#EWRU-G; GXP*ML(YFL_%MA2++:UA2GJ/07 I0N!Q[%W XZUI_Y_"%XT8_ZH-5LI#RQAIGZ=@+:;$"886(L M-Z/F%P>899:(POA>TDY8%TSB3V35/S7KL'7F0XI*5F;F4MF_=8Z^E9OD1FVGUA4_G&L0=]8W:.:S!%D'-1M>RNWH='@*%@"4!4 Z+G N(:.M$#NA561.UEMFV&2DY :4|28VVW%[X]'DA@M[BG.C:)83SDQFK."&93 W.KF! MO2NVR%#OCWQ#W-;#3V]>DXHG>H+G&,ZE,&L-IR+%M 4_VXT/HQT$/HEJE$5; M92?13L8Y%H<0!QV(@]C;%M!N^%M,"\XZ>+PCG+C9Z-CQQ<_:Z*_3A3;*[O"W MM]VNF+KM3#:OA[I@"8X]2ER-ZA;]R>N783]XTR;S+Y'\{KK;B.[N8I_Z=%) MRPQ!+N&:*<6$T2"I-HPD7*Q:A._D[$]W]LU@K$W%Q;V6:J?)/X#'1B:VFQ7 ME@%KOV &Z(88S!>HFFL">UP01);.O'0\"XA'V!0)5PC%(HG""DEVOX0SK0N MF2":$@_AI*[@BKFGJ;9KS(7#6&=,F]$4Z!%:(C?4\Q^V9EJN*,4A/'+A!+ _9 M/7@%T6$00#@(82_LI; /!Q"%\%'>5CK"GGAT#V.MVPNX1H:),.!A VV7[5X>G[8VB%*V/MKT[39QV?_B^/+N[$P3&AXDX0!]$MM?U'121'M7*U54,B2V&]>M*_N>5[ZJ6 M_^!>U?YSIE9<:,AP2=#@<_#S0%7UM#*,+%Q)6DA#!WXN'3%8GYS.%94AX%C_9MQ?6Z/&)@AOC9(>QODM3U]4ZNI\RQ3&9;MMOGT+CZ M=$*&.M?]SH@3[IMS?FO._W'U4*D2R/YG7]9KHVZ_4=KM9]5:.0)B@NU< MR^?)13&:8;[UON'B\G8WOQNVW\[ICURSM04;+))"OF[(=2Y.H4T)7L>Y&6 M(]/(-GI")XG]O*;$5+58+YBN1]?JC^-1^*=F\R,!@:,Y@BH#.]&RN*]8P*2]P M6K/T!F4RTES?O\X$*@?_"VP-5FB)TW69QF1G520R8ZH BRA98]]*K;/0$284MX9PB?:Q&6.D(BV:911TA2S:E=F]\VJ6$+WG"U6D*[?,7<;MG?H^EVO M3+ O _?7.!T0[6.184=EJ7!FD=-1Y)8[];'*'?2:\4V/W@\V(VG;WKN-/H^Y* M2^J8)B@)>TYEEC +&IW/3BY+Y[KHVW(?U'/4]35"-*QICYJV_5M+(M=^\$'C9 M'P9RXP7(SXR_(W2COB'8M0$R-XTM'NU74+2FX3Z.V!&?^CL$V%.?#P*L"O6D M&+5!:7?0\0:@$W;J'A 4=E:X[_@P&A0@ 6&:V_TU'Z$5;V65;V#6:6F379%M/1(BZ;/-46."TV;=_:7-D36FZ#@3^:/.4O"^:@I?-VN44K2=6JY#:&R0T(XU M((M-!6:K3"-_O)#!UQXPB/5B&*)CI-:"OG M,B6Q8VX&L',":'&.F?W>B+EMNGXD5[1Y5B1LT--+BQ1=$W.MV#%D+3"3QM M(SH3R^+_"DU9RI]?K9+^]6C+/%HL*T+1;(46&J_TB>O%5HR^*AK?M.I]SU8 MB/V\496"+OE8IZC+*!0ASJXJHK_'%*MDSW@ 61&9/ J0N&#JATB!Z;L=@W/=%RK=PW?MS7^7'!0"DX/Z/+<0 M"!)UO.U JU$Z-RCM .&C5\C9!W!WC/+_E//|@SGN3!D5N1+!V0?%R:?,F MV&0WH_MQI.?HR' FL7ZJ.N/K9!19[O.M=< WB>I76&.5X4O>@ICC!8FM(8+XT>HKVAD4?F]A?-/O(BH?#U\6QM/S'OYCQNO:!#0(;)\%G H3O'Y,R$,6^+;1T$*]>4=V-M:.#NV.#@'3OX'$R=4P[$W\I,.RS:38P@>6N=!\' MC/HXC*;F|/UQ\4B!XJ2NK\]?=_OQ)T8# G$0!T/F0!$*NJPLU1NR.585$NVM%L_U08,(8UDJ 0$T,]4F Y(4F"'-XVRC]WICK](&'PJU9%4=;HHVOND4ND^4 M3#R),JF,IN4VM]W];D=L/8R1XT51IG7J4GA#+A19FNCDZU.N]E++WL#B1=X\P MW?W0\]2Y3WVOGD'WYWN?2.]DENEC"^%AYWZ6BD9'.2,<)!: 0ZYI2! QV7\ M(.XF&EYD>#Y)*5?5.BG0F8SDL?AXW]^<5\H2 U5CX[!QB[D\2>T>UGI3\11 MN=L+ <8WN_=*.!RMQ>J=B_L2;\1!,.!(*'NZ:XP]VV+"0B9?:XT0^RJQ8 MDV5FFQ9HT+.B@:(?VT%%/0U.J+$JFVY@T4%B6U\OLFQ: =4W@O@HO84MO87_M _0VZN/_)2S? (O8(%IOHOK$$:X5TF]=9N!S_>UXX0!^NOC7X4Y2)% 3,YAZHU#?#,6M:O8NJ! M*M;Z;0:.0%6L],52BD26)(#Y>5&H[8 6:-^'7?X74$L#!!0 (-+.+ EHE M'LQ;8P0 ,X_9 >&PO=V]R:W-H965T,O.=U(]4FO*37P.>=*S[RU,<7$]W6ZICG1%[*@ K\L MIU\G6A*,F<4\[!*B&?DZ8\.93']Y.S:>R)>]= EWE.U/,;RN5F MYH7>]L4]6ZV>?/!P59T0=J/A1W"I_\)DK&4YO:8KN MH7./,^#$#=>QOBQ]#?_MX;MP&%$5NF_%.R+NOM-W?VNZ/,';#U9R2G0)7P0&=.I+(6A&;PK3:DHW#+! M\C*O6($[\HQ=PF@H404*S!KQP %U;71U8FBO\%.P5BYP*V.^QP1O10_G;.MM!;.#NO28>WE-5;NL!9M6&6#E5?3;*0+9Z0A_/ K<$86C#/#T-#F7PGV-Z;#M#F=]$(^6G&7$0E@03D1*P.WV'M&63Y2XH?D"DV]U#J?,^LI2$Y'ILTGO=TK4 M_>]RE!1V^""^=,.KJ("<^' M250'3$NEK&.AE?LC8"+E9>8R@$3.5&.Q'^$T3@:8!4;*U8\()],=X()H_$(MVA;2?RNS7B4S^/|DME59K|$5'K#3EB+K.Z&QXOL!.(DKL0T& VW8HJ9A8I6 M8@I17B^(*3|/!LF!F*YW8L*)2EXKI_$P^#8QA5%PM)B2?@ =3730-'!T4WT MO4-V+:.I-G,5\3[EK$:B!@U8)-SLL;6VS.VN5B>UE4KM.'57WK**8 DX]5F%+ MR5'ZUO9 .?#H6L_^/_]!4_L5,75]=S)SHMR-KHA>HX08]FV!.J?G2SAVZ8#==XX*+*&N#WI91F^V 3-$>>X^3]02P,$% M @ LXLV6IB"3:@P!0 R@\!D !X;"]W:W)K&ULS5=M:]LX#/(N7T%DAV$#W.:6$]OIV@!]V7 '.%VQ=C<<<#O=!B9E:F&UY MDMQL__XHV7&3+LW2PX#=EX1Z(<6'?$A9QTNI/NL&T^ .W^(UFH_UE:+1L+>2B1(K+60%"A*=2NSCLH\'Z!:.O0M01\ YHZYF#=<$ GQXKN01E M=Y.U*[C8.&U"(QBOJ#?_MX;MPQ&%$NF_%.R+NOM-W?VNZ/,';#U9R2G0)7P0&=.I+(6A&;PK3:DHW#+! M\C*O6($[\HQ=PF@H404*S!KQP %U;71U8FBO\%.P5BYP*V.^QP1O10_G;.MM!;.#NO28>WE-5;NL!9M6&6#E5?3;*0+9Z0A_/ K<$86C#/#T-#F7PGV-Z;#M#F=]$(^6G&7$0E@03D1*P.WV'M&63Y2XH?D"DV]U#J?,^LI2$Y'ILTGO=TK4 M_>]RE!1V^""^=,.KJ("<^' M250'3$NEK&.AE?LC8"+E9>8R@$3.5&.Q'^$T3@:8!4;*U8\()],=X()H_$(MVA;2?RNS7B4S^/|DME59K|$5'K#3EB+K.Z&QXOL!.(DKL0T& VW8HJ9A8I6 M8@I17B^(*3|/!LF!F*YW8L*)2EXKI_$P^#8QA5%PM)B2?@ =3730-'!T4WT MO4-V+:.I-G,5\3[EK$:B!@U8)-SLL;6VS.VN5B>UE4KM.'57WK**8 DX]5F%+ MR5'ZUO9 .?#H6L_^/_]!4_L5,75]=S)SHMR-KHA>HX08]FV!.J?G2SAVZ8#==XX*+*&N#WI91F^V 3-$>>X^3]02P,$% M @ LXLV6IB"3:@P!0 R@\!D !X;"]W:W)K&ULS5=M:]LX#/(N7T%DAV$#W.:6$]OIV@!]V7 '.%VQ=C<<<#O=!B9E:F&UY MDMQL__XHV7&3+LW2PX#=EX1Z(<6'?$A9QTNI/NL&T^ .W^(UFH_UE:+1L+>2B1(K+60%"A*=2NSCLH\'Z!:.O0M01\ YHZYF#=<$ GQXKN01E M=Y.U*[C8.&U"(QBOJ#?_MX;MP&%$5

ME^[F^WG]Y2^E0>\D*<4_INP].!B9'>A)Y%)L<4;FEIHE!.&/Q%K\ ),,:'^8 M1AX2%D'"8DA8 @E+@6"=_!FU^3,:HB\^,HD+M&62|)*)B^(;RFFQTQ-K4_Q, M&7-
!C52OR4\+MPP<(.9_7B<"]=6GC/QOEVKR.";C-RP;O6;K+S0[UHE!]OI:MN.\O-5@Y83AIK3IQ'+=Q'__&\3/F7.T^_GVY)>4]X<8G;1#QVB<-$A9!PF)(-M6 (2X%@G0P)V@P)WKI2!Y#Y PF+
(&$O)"R!A*5 L&[^A&W^A/"5.CRMP9[K M]0KUJ=%XVJ^MD8$T]B>],GU]%#C3GKO$9#3NN4M/C?OI&)AK]*2 X&0P@N^W_M^KMQN$0/$E[[B$'"(DA8# E+(&$[$*R3(-
.V0;9Q7;*GD/D#"8L@83$Ð+(&$ M!4"P3OZXSO.Z3A -?I(>9KTT:4%H$2HM!:4E#Z%R[=3$Z4TE!K-@XCOFN<0] M6G)R!X'Z4_5(A*0Y4CV5G&;Z,&-ER2HD),L>'I]>98?:KAQR2%#28E!: DI+
MH6C=#/*>,\A[Z^FF\0"51Y"T")06@](24%H*1>OFT?,2H#NX0O0_)QW_](5^ M.NVMN]P8K-QPTO\V.(L5&ZS"T.U!)@N(;VR+V,3>V)WO[]!SZ>W1[VS6XQ7U/U
ME5*0E>]"&ULM5?;,MLX%/P50BV*%FBCNOQQC;0%-9&,# (L@;KL/11]H MZ=@F2I$]2=G-WR\IR5K'4E2WZWVQ>)D9'@Z/J.(/)CHMO<@.@T(^<.CFU-DH5 M5[8MTPWD6%[P
IB>67&18Z6[8FW+0@#.*E),:<]O(CO'A%GQI!][%_&$EXH2 M!O<"R3+/L7B\!LIW4\NU|@,/9+U19L":)P5>PP+4I^>)>Z)[=]F0D!R8)9TC M:F]!=Z_F(X.O)\|.!&YF=+/#G_9C]WV=1R3$! (55&
>O'%FZ 4B.DP_C> M:%KMDH9XV-ZKSZN]Z[TLL80;3O\FE=I,K4L+9;#"\)54/?|$06LUTZB.]V)K@PDSB;500I\2S5/Q M TB%%>A448BOT+V +>&EI(H5LH2,C0G#+.48(H6>Z!$KQ-
0F%#Y!KT[1#Q-MP872I"]WD"]!? 73GQ8)>OWR#7J)"$,? QJ(628GMM+!FQ#LM GTN@[4>R90 M']UQIC82S5&60__9I@__AD_&>:[WH" K5UOK??VUE][@XH+*"Z0[[Q%GN/Y M?1OZ;_1DF)Y
JNGNL_39Z72OASX_G>X,>.FW:>Q7>O[_E,9?/FA!=*LGY>^ MW*Q7#_]7-Y?_E2QP"E.+W^X2O!;L^_4+ W+^Z#0?P&CC.QMX=GU-RCD%)% 3,&\+]RELMU@/S+\-
O\!0V'\S1;_H5MGZ%@W[=.H79FBPI('!HS7GV8Y0BK"4H'I=K/6B M@TU=1AT73P$E@Y'],@:?4VO^)K$G)O*U)O(-GL@'@I>$$D6@U_ZHXVS8Q!!9?CT9&'790;Z5=DBZK-L0_JO1S$
MNJK,)4IYR51=?2C;2'_OJIYC\83]VI6U_#_RM1?%'=8K F3B,)*2SH7(OV3(MJ*5O4ZPTC5HU_K#!H0!Z/D5YVK?,0NTGTKQ/U!+ P04_" "S MBS9;P=F=[=]@06 VZP &0
'AL+W=OA875ET13K9_/N" MLF(8P!4H>(_[T'5DX5S<@V,2.A>\>O.UW?S6W31-'_U^NUIW;X]N^O[N],2D MF]\TM[/N=7O7K-5OKMO-[:Q7_]Q\NGN-LULL1UTNSKADTEV.'D[,W=['/S MH>G_=??
+1OWKY!%EL;QMUMVR74>;YOKMT3MV^G-9# .VI_CWLOG;/?DY&E+Y MU+;_#?\0BI="DV%&S;]9]P/$3/WG2_.^6;T&)#6/_^U CQYC#@.?_OP=_8=M M\BJ93[.N>=^N_K<]#=OCXJC:-
%WM[O(:.M*?#2V>_[XAX,H#%>P;PW0!N#TCV#(AW ^)#!R2[O>$!U1,4Q%/W%DV\AFVCGZT_+I5V.GZW7?^]EX,=D"GOQ-X(^,,%B\'_MR?@DM^\)T*
"BB:I%%)G/U.G@IHRT(XG\YI<9U7;+KXN5RMRX;E[(TA36\@7 M_@C!*W]0T H:5$##1Y&$IU.\)&OD675N/S.\\_F/[6#=KH_'=X,[*.^V]L(? M+U@"!X2LH"$%%$T2"63.W_U+N(],VX_
[S\^?!CP++MKD>59P2;VPD,]12IH M$]>VKP@-*]!HDDJA2!FS5_\E[$6F_466'E3H6BUGGY:K9;^D#2.&M.(NH&A3 M*%H%11-0_E%JU%HIO*TE-N!FU?T8.YOF')G5T'U*DD0K(DX_:%
M!VI60M$D&+4C^]O X9]!HHVA:)54#0!19,IX1;'M]D(Z%*FB\(>GXHV6QLY^ VH[BS M.V0%#2F@:))(@)>9<\'Y"2.1;?>1^>U'!:=SGR5WGU7<_DI0"T]6[@*)-H6@5 M%$U T>1ST,@Z"G\I:IOZT!\K\)JA??
X\UM677W6^/F:%[<9! M0PHHFJ02<#Z3HT*:,M&6+/=;LF:!;DPMKKW(D]@^"*/$*P"-V92V*7'!"AI3 M0-$DE4%:VLX<*J:I@R>G4/V>[)X[U<$W*#]\\(4$+TP5>TX5>U 5>U+5=8%S
M5MAG$%$O3:E!)YC[G>#_S#:,V9.\+#7GBS(\1K">H5\Q=]S4NN5TZAL844#1) M9)!R1R8OX19S[19SOUMLEX_'[DW$^4I>YO:]">H=$S&+Q $!U#F&HDF*M$GN
M"..$E&.NC6/N/YGZL$496W[WO"B;E/;OZPM_J.#U=X.F6>KL3: ,+^Q1-4K9S M<9';"G@) Y=K Y=GWM+!A[Z=_W;3KA;IQ+GPK.K]OCQ3MN74@/]NN/!IS3WW:50I_A&#UN $+^^X&M9&A
M:)*8?F;?V5[":(.;.9^@_C=8K$6EJ;W:V._=OIO[!V_O M5]M'SQ?-]7*^)(M4L6LL'K.DY(DM!'^X4"&086-6.AIYH&$%%$V224R226KO
M>5%A32EH8S8^Q)CM@G:^L>LT9I/$J63OWO.T2=4L3>V*S91"*_*)95S^,)+' M%:.>T;^(.>2*P M'2]HJ9 G#_K[/=9WW=/F)[\V=^UFN*=>#O9W1?&C!"L% MZBK'[CE5%<5?
YA@P4$]XYAH36";Q4TI("B2A:C4(S M%:<-YGBL#<.?:.,BQPZ6&=2CC]+.S:*'6 1-4@FX>Z.7*.3[4U7)WX;.+#?BQ\M M6#'0\(<)<Q@ .;K!PH/9VXGK# MQ<31#=3>OU&;
[<9_!!@@4#MYQV:6>'*FA0 463 M1 IIR>RV;C4I]"D0;1@G?L,XI# .'RI8,%"_-"'\.\CHM;* A!11-$@DXC\NA M(II:T69OXC>+QUK8^(<'ZP/[$B>NRYH7N?W81P4 *]!HDDBA*..)77Q'!35%
MHKWB)#^H[#GRR$("=8VA:%,H6@5%$U T"46K46BF\K2_G/C]Y4,ZW?2@A@F4' M]8X3USLF6N) 8PHHFB0R<%OBH$*:*M&>><#)RZ/B ECA^B&"50*W?A'!,[0-8 M%32D@*))(H$X=
[ITHF*:7P>AO= 4[_V&]\[Q X9]!HHVA:)54#0!19,IX1;' M]D(Z%*FBK\2_G/C]Y4,ZW?2@A@F4' M]8X3USLF6N) 8PHHFB0R<%OBH$*:*M&>><#)RZ/B ECA^B&"50*W?A'!,[0-8 M%32D@*))(H$X=
M3C04K8*B"2B.3%W#.B]2^U &*]8IM2=?U:.WJP_JC^/"" 83]LO=H&V4H6@* MBB:?@T9_%=Q+V ZIMKU3O^T=V(O'CO8L/](@+GA(6LO.*S2D@*))(@'&G9H: M*J8I&&V!] [CT@?
U[/%C:],L$:HT"G1$OHQ'GX@GJ7?>!#0"":$"FN+05G?FMJK#.OSXP8*E O6S,\+/YKQTOBT7&E5 T221 M RN3POZ&Z!H5U12-]JHSOU=!8!\@/T]P6J N=>..:0$./HMRQ']%A!11-DDFP
MLG1:*J/"FGK1,G5VB%L=U@#&#QDL'JAIG;F6;QI$S)'.P]N>]K IF?/Y"SHU M24TM*>Q&PS7Q-I,QR9I6/YGVF3._SXQH_>,/$;SR4*\YHQQ8]Y B-*B HDDB
M!>J0(BJH*23M(F=^%_G=XK_W73\\H]5YVP+Y88+% C62H6@5%$U T204K4:A MF=+3;G+E;^<\WA8H@QK(4+0!%*V"H@DHFH2BU2@T4W3;D<[\CG106R_5K#^ MH.[T<!!
(:P@Z+0%%DZ@:D;!2T3-5!'SP[\%"VO[F0!R58;U_# +EHM-Z@WC<4 M3:*2K%'3,O6F;>_ ,;WM[VQ3YQP:K#&IX/P>-5AG4\(:B22A:C4(SI)9KUSOW MN!Z@7G;D(V&%N8O)CB7]4]):A:.,<:#'-[6_5J:
O!11-0M%]%)HI5.W YV.= M29[? NE\!/LJH=4)M?&A:./6)W3H+&%% T26;@6/BHF*;JM(6?'!*C M>_R)YW[W/K!UDA\M6#%0-MX_XY:.0V#CHM 463]"1KU+1,W>E:0NZO)3RO]/Y",J^6R*TZ
!%F^:N8\]3 M^X%2;$@!19 $ O8W9=>HB*;8=+TA]]<,#N[:=#X"=)72^H+6*:!HTYQH;.)T M>H*&%% T221PG$\2^] I*]@!,5U7R/VGU#V=GLY'ANX3%;0. 46;YNXY\,.D MMYNU5="@ HHFJ13B-
+5:?Z."FK+2E8/<7SD(Z0_EAPH6#+!1P\!PT>F\&+!1Q MT20JR1HU+5-TNG"0^PL'8XVF_,#>A0:M&.1N#Y3C\':ZSD.#"]B:I%)@D[RT MGS!1355HNW^O#RHDC[RH$T.?ZA:%,H6@5%$U
T"46K46B&\@KM_A>CWÜ0Y MVFG*#Q$J.RC:]#EHY,T0.BT!19,I0\4M@%$RQ:0>_&#E#/]ZPZGP$XBK[^.HJ M)S?Y_I'!,H6:105UYM[^Y @-*:!HDDC@N+#/@->HF*:^M%=?^+WZX%97YR.
M>SPP_ZA@I4&]?BA:!4434#194%4-IT,6*]8I25T3*/PU 52'K/.1.%<%K51H MC0&*.BW-]@"AE0PHFBRH M2D;BI,_\BT[ORVO43$TIZNI'X7_8X: F8WZ,8 %":O^%VP>>V-=!2QI0-$DD M<,PFS-
G8O42MHM2UBG+BK9*%-2,KH54+*.H4BE9!T00434+1:A2:*4!=ORA' MGT 8:T;F1PA6'.0\1PT\CX)G9: HDE4DC5]6J;6="VC)<>Q]1^8<"PU:
M@W@.&BTT:/D!BB912=:H.9E"TQ6*TE\V"&MLY@<+EAVTH% 2!07.X\1^T 4: M54#1))EH#FCM]85%%13='H8D'I-XH/.&SF1PE6"]3P+UV_G.6Y_4Q1!0TJH&B2
M2B$M8[M#$2]HJ15MWY>'V/=AK:W\D,"'@:KX)6&*)VEFUX]@004435(IE+E] MLK/>O>UI7[9CQNO&D3^/KA5^^C3D?;URT.^L_6/M4SSAPC6%=2EWZ$9;!/' M;:%!!11-
4BE0QVU144TE#0:\^8IV0\L18XQ]?->I.UDWWRP_]7N:V@3]W/9-M%$=]&_ 4W3?2^77?M:KG8WO%TA>E#KUXY.+XVN[MK9IO!4&U67?/UIMT_TQ_ML^RB=^HMBX>'0;\VT,.??; M>;M>#$?
LMC]IZ.M'Z.X1>L^4]B#H<4,Q;?\?W[9GQ(#3WVR:9ON7NE:<1^HS_M37_318H.!?:AN>NW'>NB%/(]XA_>OZ;6]Z2[:9K^8M;/SM[<-IO/S?MFM>]B M[<'5MT=L,GRF>GQ=97&MUIN=GK.C$^?
U*3O]@7J]8J< 4]]++=OH3]7K.3G^F M7A?\)))3K\>GES'U>G)ZF5"OIZ>7*75Z=GJ94;_GIYEE0KY>GER7U M.IN<7K()^1NF?D/FS%32C,R:J;09F3=3B3,R"* TYRP!4'G.2 *PXXR0%7 M'"'2
ZXXX"0'7" 20YBQ4%,QXB F.8@5!5)0;(X2$@.$L5!0Q<0* X2DH $<9#0UX#A M(D!RD@-$!*#1'&0D!PDBH.$Y"!1'"0D!XGB("$Y2!4'*@((SG(M% <9R4&F,,A(#C!+%049RD"]>#X89
*YXB G,<@5!SG)0:XXR$D.*@)#DH%069V_N9[^;>K;YO%QWT;IY M5MO,R>OA!?AM:XWQ _^C;.[7)/(H^M7W?WFY_O&EF;B]\O$'|_KI5&_3=/X8 M7]O-,]NM[-G_ 5!+ P04 _" "SBS9:C:4>S_H_#QA0
&0 'AL+W=O M#O;I M8Y!]S1=''%.3;,D[R#X-%4:Q.AL-|NA#+,'^?KD0BWYFGV3(LY}_9_3!?92*< M,1HMXR$U#'>X#*-D<';ZV28Y.SM-
UT4<)<)S1O+UX71;EA><2CC2^7'W.Y% _#'646+4621VF*_C<' ,/AHGER[5ME@$_&?M2#SF>Z]\N2MWK?JU_(##@R.SZ+!ON MOWZFCS8[+W?F+LS%>1K_%!/R S,0 7]>BC%*RJ/PILCD
MNY%L5YO]$?D1%D(>5P5)Y^1S)AZB=)W'_O">YVLO(Z.H"9-!%,.DYCDP)^ (MC9P.9NM8E(W.TR1/XV@FWY[M\)FW_KT265@>;CEYT.]+!9D@Y1]=RKO]&2^X!KJ7D ME35C3$O1Q_B8SCD
#I04776 X=PWP:XRX.N>W%KJW55WJ72V%96F>DU66SJ," MRKO;S+N2]F8$53Z@2_T06M++>Y'K*0<>.(:.CJ')\3+|<.+L^:^H##&<=<V"E' MR7I/;BWKWB[KGI:R71,D]T1\DQ?
1N0#7MEYCL(YM>TKZFT&N:RE!E_K1M B@ M23:]QAF';5&!;RH*'!S_-Y54].% R9LA ECF#"."9L@P6IR.8W"N#&TLN-)(22W(&$R M(VFQ)&,E6
.:ICHE7U%0LJ;81*8Z@TQJ75SAF!,CU,@*"],W8)O7N^G'E8>K=3 MP%N2"'''QI.?T3BTE,81*8Z@TQJ753UJN0=7D F&>1UO22ZOT4OW5VR),[D7I M=#Z$\7!C)SV&618F!8FC\"Z*H^(?-
M:+/P9$##1%+AZ4Y8,'2O0LF.&B(# MAFCYZ[IB>XQO:RPD0'@':1.#%UX>%TC=Q2K]VO*[+K4JL<2U/K8#TM-N_$ M/,W$\[QB'=P\7?6RZO(*3;V+]N09UDY
M*X+2;G]$X,P'A$$SWU'F*P0'9SO%@#IS Y.D?1>HZ$>H!FOZ/L6) ,S7XO,67-MRI4U]3,?M0\"&,XK!, M>!%*#2R7.?*41$4.ST0&9]OKW%0")PT@S#,*:!]BX*Y$!U;'0G__E4]A
MM;P*BZ.DC;RVNTCC..SV8D C:]N+O!]?QGO#5=7S%!;4POIGG*\7G@Q9!J M!PO3;PR.COH#A^%YXU1SE_,+PSU+%T@.D. MDTYPD'3T@VZ3#CB$IG3 L*9TCAD#A^%-Z73
6Z0#PIO2Z0FO5X)5MB_5VIY_M;>I*]4A"N3@)\!5S_=PZE]ND;N09:(7>W$ (GLH!82>3V0M$!7 !@)*C#:=.MS< R;\PE#MQC*T"D9SI^_*R8Q\;E ;P_W MW!K\JRX^:+#F;
;EN^4&J=RO[\NNIJ]OHJG>C.56WF>6B!]$IO*;SVB:\9F2; M\/2IV2:\)K]>,W(.N$=,O(.!5N$U%O$5Z3WR:\GORZ\"J?G.I.T(_Y?DWR M%
[%*LU*&M(^)Y9W(P0*;'OY1E3;!H=5E5!CG5.Y"=!,KZ]KU5@DD;H=(8*HUO:=|ZWPD0M%^[M6\]IY0,3%Q?BZ@F]LXI)&Z'2&"]-TP,]>2= T)[I5T]]Y>72EY78ZIOWSBB] M1XM*8Z@T3@^HTIT
07M>:#VCE4%+,>6DC5!#*)0:[?5>I4A"N3@)\!5S_=PZE]ND;N09:(7>W$ (GLH!82>3V0M$!7 !@)*C#:=.MS< R;\PE#MQC*T"D9SI^_*R8Q\;E ;P_W MW!K\JRX^:+#F;
(09*XQ90O4!]0SVM@&V&&VU+E:E7NG?5] MJESUV.[I1K7P4&D,E<;/H4&%6!,$4%TR>|_7XU>KZI&IY8+[$#WN4_2XC]%# MU:>!IS[$.X'B+.\)6L;]5F6G67H#[=!Z4SVF=X)17354&D.E\6.H\'SP&
[>@.DGH. 7B=,=IY;99KU,9 M]>^F=)\073=4&D.E\6.H\"\$ M)@X@3C=O5+Z>]2H5DOI>>NDWUOAHK,37*9.@$C'">]E/5'^]'U%LP])XC*HVATK@-5&.V"*89
MV2&8RGFT.^H&9_]=\Y53G9>N6%"ZGUD5*<1E<90:1R5+L&BU<52>8!VC+,MVJB.)"IMA$!C]#2.2IM@T>]RVOMNSQ<6"^K;!U8$]V)2F.H.'X,#.1#$$!U M.52VIOWBHD.]H;#FHKH[*.)5?
5KVH:]Y:&[@^*BJ-MH=+X.318&L@^]EWYJ#9"&>2G#LBM_??:6P=>N:!:K:BT$2]-H=*XW:R.?!=X M@7K% T1Y@=7BL][5SVKCU$_],.VSBVJDHM(8*HW:S:I((+G-(*$UN*] 4QBZ=
MM%$-4E3;")7&4&D.":0M^RM[!0G514&D.E<.;!C\}T\0VE8%30X]Z-ME8/]?)?:S4|=V%L?E@BJ#XM*&Z'2&"]^.P=|B>D$"*I]'6E=(95MZN"7.NJ1 MO?:..HRBTA@]C3O-$DS[&>H*%
(@RJ6NV("+K5$ZFHW,G]_3U#?M+0M4)O.5QE!IW %^A0DZG(&C0_?\^*#K!+*N/W MA_6F_'4T2U6/IR(^>TC+] ECMJG_/1^,1ZP>_KN[N MJ^,#DL/C^E==L5?WN\+]
3MXHRJ5#MBE7^<8HLMN/1Y_,TfDY9T:M 2[R M===G^W_B^+3L[.A9/994_;"O71_"PVKS\F_Z^O1({%4O[HI(*UK6#)%9R["O:V M@BU7<./L>DK^MX.]{2,&V0K#O(87;"|%9BOM|OLW>_!5EYON-
G>\9,7+;9"_IQ6Z=F'{O]N M%$WYFM?\'T'X,VO]U?E>,YIM[4Q7U7U=UO>KLUZRLTBJKOXN5D=|\UT7VO,]? MRO4/X[{LG[*E\66U23>+5,HV;EX+EL;Q<5-W(+>L_+W=+_M-
7]*RWOC2]TJE,9/G[,]7:W+G^O:?OY;/STY^_/QNKC?^7^[K=+_L/YO4 M1]DUVGRF[N]YY>CMP;.WC;F^.,Z+tXUH/R61'VFKA^.U8_5]4U+_3BL\?>_]=%I23^<05&]ZS@G6'-+(NZ(.K]-
!GC>\,>M=4=HG]T?W6:NIR'MK]YF#U9/_JEN).VF_?++OEV0\5O]WK?1OB_S!] ?.(]U6F[N7 MP6I5K;+RE#C.BO>L0V:.D?RT?$P7V<>G>]@NL^(Y.SK]GS^9WNO_*.D@81$2 MQI
PCH3%2%@^@C4DZ+O)T%'1SWZI9W[KO*0ZU@ME35V5O<#+<%M;.%9 /CEW/ M=S^K)P&8KN:.,3YN=%VP?N']'U3($2HXL4(O(66($,">-(6(R$)2!81YK>-MFS0]#<-_9S6TG]Z^K
HWRWJ"6:6:N]6W=58:Z4->5*M_MW^>D9M9^A$ZJH"8N0 M,/@"\W9Z$LMUI#Z*4X5FH=11JN_%0"?9)|O>VS>ZR!&#0W:12;(9>+,406]2 M.RKTWU3H*RF?=H36+(-6]5]]7D5EQBO*
[(^5/\TI8>$14@8\_OWWI)N$.^7 MJ4=R27CJRS\@O#XXM*2A_VH$3.NN#W8=2=!S37!=L&,((EY>*^[NJR9DU] MFZX*XSE=/[4+1,]I4.3U G^]2K^MUNW*@!*@$JZKP0DP@Y)?T+NVQZ.DF"_J
MJ$(P900=("<.T X<2.^C1S@THR3HKB7_^;Y&Z/1\DCIN.Y2&@:DFNB/A\$VV MH9)R7>3/JS84?)L7QJ+(EJN7:20ITW.UC/Z*7B@KZ6H;"8N0.(:$<20L#OOS M"5^.3B03&C04^C-
G(@@Z4XKF+|5|5K3KF+O-ZM_9[=+4I?Z8$I2,] M*@I*BZ_TMJ5U!FUITRMN77)7HSN! M>E/)N:GRQ6_'C4FUK*>1#X_9IGR97V:_-S]G!B52&V1FOV+(4^O(Z)0*(\[MC"AD>
<%,%E6_E&V:\E1PY+(:*:/=BS?E$4SPAX0#7$)>M/TSC=&GF4F5":%5^8KH2$D6&. M.!GML]LUA4[)D8]0%9E&V(965;84$,#2HN@-.;E<2@MAM(2%*VK2.%KF.HP M]I?%(G[]HL_UE"U;/;??
UO3PIS4ZH+0(2F.;6N>,+X-7_#*R8^E(^[!P%C:.M)+5'DH'4$/#*4$6E[^5W717=$)T\4-]]/+C?V:.*BQ^DU* 6U!0606EL M2^O>$^B^0U3.A37!H+XI0Y(D#M*2R9(<00]
{$G1F<]WFN[(5AHBICFA?%]EC MNE]^SO=>ANR\?? NGHJBV?C3,I:3LH9.(E!.!*4QLV1>')NF;"#3!7I+DDF^.MR%[JS'V6@@IMN/*'>DAWH@IS!%3'>Q^B;9LiLWQ'@*$&B-06@2E,,/O(AR[
M)HJ4$Z4"V94;N?Q#\NN33=>6U3?)'Z%.S;1,1Y;?(1Z)*4P24QVT?IL\/J8 _M!F>.4"\$2HN@-&92#H,=RK+KE[+Z]3G@C/"!-5D5VO"E[#4@>]7V=PZ MW]P=5UGQ,"HLJ"4!1450&K.
{B\&5MH5PHM"Q.Y.7%",W8&!D)=ER87.UQ[.'M5H)MVC.Y,J/+[DI0>.!R6VN/XY76KZ5\CF#+R^RK.2])BFZ;_<.6UUZ5Y7"K'T'@!9M:9ZSEQV\I-
"A/HG4%H$I3&+\!\EL4XX8&#SG[6MHZAY@R4QJ T#J7%4VB4<9)8E_EN][JEDX)98ZOGWY MNDN_[B37>.H6<9?5.&U50.T1*(U-H9%[I2W"AG#[JYU)]LE>[*KQ]D#O";H
M<(WFNTH6#HNE#[7W%D34W)4_.1N@=(B*(U9A"=!C?A$,RR&H$X,E!9!:0Q*XU!.#*4E*%[7 MB|**L4.?.UEDV;(TBG353D!W!)FN=P,8[!JGF/=Z@$_=IK9.H>X,E,:@_ZE
MQ1:AIWAFX,LA\WXO+_0&-LK;PG:QU;.+35;4HC$^-6ET;K.BJ+6UK/NV958O MM!_3'^T#^Y1VU%CME!\0LP5*9)]OEV$^K;!U8Q5+.3,3#F4NQ-1^4 O.MQMCTD$NQ?5E\VIXY)X, M]7
$W/=D%^1J##[0O?7AGNG+O[\NNRO*C0O-RJAY*]EMBBR)K)=KW(.@9+Z MPZ;4PN:4PB.5LOOW?M9+@T24LF;R5L/+D8L_I+X^^]BVG%!6WPA\0'T$W#0=
M^7'4N2Z[IS_A[MC]>`B/[&U&=^RN!5FTW2-C>-2SPMS M*KW@^4@#_%L=2UM/4 I&2B-V7W;PIK)&PIY4\!D<= M'CXPC;F.KJU#[L I3$HC4-I\10;K)?*27]AIVKJ#N@O0
M&H/2.)063Z'1NOM#WMRO\"H.=]#NDH4H7UG)+1_6#?2)OK@<MA]B*U%1;1O*BZ&T!$7K*E(§^)TFI'Q=34[25!XUW.RL7D6.2N-06NR0+]20 M1U'U2?3.A&N@:.'5^9/U1=5UL=4 < 2F-0&H?
28H=X2$!^>"Q!=E]]9X(M[+OJP/[U(?D\U6Q=F4%I$93&H#0.1<4N^9R }#.BT.Y[%+KB$5%]=Y]D3?NE MWE2CM+4"C>=#:0Q*XU!;[%(OP>AIA#*'1;H MS;[8=EYSK8Z6;Z:V5-.TE85]CS7V1=-;8-
UEC7V5-9 ?RY#>=)$0ITW$'XN2N MB).[ZCCYY$R4;]ZV=]#Q<2B-06D<2HM=ZC4)8>CTU$.5\RUG2#\BNNWJ,5S?M.V>D"XUK0VD1E,:@-.ZEQ5!:@]}UM2CBVJXZKCTM9Z0;JBU$.)@;2F-0&H?
2 M8!?;(F_VXP9$L=VLD%WEB$BWJXYT3\[O>*$&,ZL'&@:TAB4QJ$T&$!+7"*H M/IRNT1.!<$=" =.UZBFZ4H+J0H@C=R1+8X)]LZLL$27WU%*R MR>D3U5QMC4%#YE ;@]
{XE!9[1#3<|G]#'UEL-T%B5STB:.Y96GXO5,=>M!(M.I0606D,2N-06E)2A:5XLB-N^-;F''|SI4MZFM4VBX'DIC4|'TF*$/"+ 3 M]0Z)8L';'NKD1!S>4\2A,R.F.E1CM;4#C;Y#;0Q*XU!:/(5&
[@,%@+H"%+%Y M3QV;1Z4W5#>C+4AHT!Y*8U :A])BC\B1XSKR:R 35*=S8GHOK=G=']*$D0U M6UMHT @_E,;@- ZEQ5X_D%+]0-:.L(&HR'TIA'O.JW
MGRB0*.5/EQ:O52HA2BF2WDB>.Z(@<>").]3H[7O-S1\#J4Q*(U#:,'7#WCW MM9@0I3H[ZC'%U%O?^2SOSNYB519]087;E .1&4QJ T#J7%4%]"HG6E)\+F MQ]D5^_P[ZYX/#9M#:1&4QJ
T#J7%4%]"HG6U*(+P_GB^^J&L> ^]]VG*#QMFA M_.E<2@MJHG-Z'YO(4:4,BW/"%B)^2(P[]M?S@M/X>=#@^)06@2E,2B-0VDQ ME):@:%V-BAB[KXZQ'Y+'
[WR$ =6E9X70)#R4%D%I#$KC4%]\74Z/;L7=R!* M'N00T.XM7T36?75D73OSW_D(\M';PT:>8?2(BB-06D<2HO]?N0]M.3G,(A" MKN,/*VTWUU./VP/ G(_2A'@X;AH?2(BB-
06D<2HM]ZF6]EAQBHTK9]M3 MT+XP_O],+Q>8K_$$=I7GQ8;-(8/1450&H/2.)06^_W@O"6_LN=F5HXCS M^^HXOWZJO_1X6N3+]20 M1U'U2?3.A&N@:.'5^9/U1=5UL=4 < 2F-0&H?
28H=X2$!^>"Q!=E]]9X(M[+OJP/[U(?D\U6Q=F4%I$93&H#0.1<5!?YN_),_>,J$*V>[^ C^40-D0P8D,R!P' B'(M@G+\]> M60S/1U!#&H-
Z$U!.!*4Q*(U#:,7% I/(O/=F6 M]LRM386$$:K]!+R'C^0A4M:.X'=2^2^@M.A*8U :A]+BH&]+ MF(Z\08 H=+:O;JB.S4%@7H=I:F)S%4]PNN(3YD6H=APF)Y=4</5E"/4DH#0&I7$H+0ZIUPO(2XL)+2I[
N%:A]6 MZF/OW),AU,J TB(HC4%!$]+H;0$1>MJ43@?X>A3%OC@!8=A4K7)0;5+<3$OJ[<9]BQ+J8$!#$KC M4%H<4)BSD'<+7(UX*LYHQ?-I-P/G:RA,+0" 46!"B+Y?E(,P-G=:&NIBU< MJ-
4!I3$HC4-I<4B]==CK32K_B-<.FS-ABC0_[[5PF9+!<@2N*S4L+L+B&!;'ML;CX%2=M][+EA]#HA"/G M? B2I#QK1WGJF/CA.35'6M#7)-0@P>+8)!QUUSF,%,-("8(D*='>4;+:.##DD
MS^<(6U^#4$.$V-8'.2BXDFX 36"#1%SUC@BTD?NCD!"ML:,_S^.2%ZA72Z* MU;>76/4O>9491ML1Z:K[^AB.ITWZM%Q5[3.>FV6S=[#]!%!G[*]-MV4X4?CWS+/AGYLE3OUIQ&-LP2A^7J(?
&RME=@0JOLBR]HO5=V/0\9#OJGN MR^,K5%>^R1ZK AVJ8<_>&=:,LM__MYY>W^?9O:_,U$7(^S M#X_I739/BWH:4!KK[+:.^K/W3>JC8G5W__9+E3_6U^S(^)975?!0_GB?I6[0X &:_M-9
>&PO=V]R:W-H965T_,F M!/\&R!,S\-C#Y6->?"{G2E7DZW*1E6 ,YE6U>CT8E-,Y6B;E>,Y2F?!)?5XL MDTI_6SP,RE6ADMEFH^5BX ^'T6"9I-G9U>7FLMOBZC)?5XLT4[<%*=?+/95)\
M>Z<6^>,,_!Z8+7TH=Y55\PN+I<)0_JHZK^6-T6^KO\LS)+ERHKTSPCA:I_M<_,6>RW'4;W!YAK_3=5CN?;U)>_*97V_KK\1LS=GP_H6J86:5C612/^:^J&NU M6-22OAU_
>C9\YCUAKM?/^ET<^?UG;E+2G6=+_Y.9]7\S=G%9FI^V2]f'+ M'[E]JE!8>]\46[^)8_-=8=G9+HNJWS9;*OOP3+-MO\G7YL'8F<#+WAA[_9 MP_,P/=?V"!H-@CV.AB=)-
&S0:CKAN$S0;AW@;!2S=0.8&Y3K3CV2T M?0A;-N?NS=\GYA?!MKGH,+H7-8^3N3LMDG1+5-UIZ<*5'"'MIP?,73+!Q@UY_M,)]^U1<24;EE^,^6VWJ]4?
M9OT<^+!<)5/UYDP_R96[^'+,KO[Y#R_KLM MPT@L1FL4B3$?DI0&80&(2A%EA'CV>>32KW2&EWJ2HIGIL_)>EV6P(2O5N1G MO7N_R1>+!"G2)7zJ;O\%?R-
_N/AKXUAJ0[[%QANLGN1]N1[>#X=#[W+P93>^ MW;Y&NUV-(>\!1V("B4D09D4N?(YDAU>G?T MNR>-SC'ZYG6+7>SDS#_W]Y_FD2-2},:0&$=B-HE)$&:%=O(S>RVV3AN@%W,ZHCNI]1-]
{!]0PK5*%1C4(U# 0'5)$]S MH[I3('CN/,J>:,BL2AY4/J:\V>_>RVTLV:,O5:/:,%..#"@$Z*(5]#*!QJ":@FD1I=K9-U^6YRZ(.
MIGLE;O*I98ZL>XI"+3M@FHQ5*.0C4$U#M4$5),HSNVIKCO1RSRR0G86?C(@N<&JL50C4(U!M4X5!-03:(T.];FM//= MI5VWHW#=2.\8;[7CQ^%"AZ50C4$U#M4$5),HS4ZH*?
5]=QMDC9K0'(][G]MY M7ND+'YOTMF866O4UVFYFH\/PV&PG]F.5Z30V\>@&H=[ ]]JE&,'T;1VOKNU M>Y\]39?KI7.RZR9Z1P-.U$$U"M4485. 034 UB=+L$)NFSC]%4^=#FSJH%D,U
M"M485. 034 UB=+L6)NFSD><4N9&>L<8J<50C?H=3WACT&$Y5!-03:(T.Z&F M;_/=?=O'S2QVFF=?5+%=6.3>][.F%%]U^8?G@7G[A3!T1 K5&%3C4$U -8G2 M[(":
LUWGTS6K!>M]8H!=#F#*1J[.8:I ^:.,W:ZS X3K:GWV\FP?ZR,!!A.5034$VB M.#NAIO8*W1+57]!=A;JW@2^KK_V%C* #4ZJG&HU';@*J291FY]47H&J.KY
M,LRM[0XI]+0VJ$:A&FNT_9=A>Z_"H&,*["91FIW3G340W6U84\]N=>NEV\N MIW=*L2L?8I<^Q*Y]B%W\$+OZ(7;YPU-48H&IQ)35&(!M!*#:C%4HU"-034. MU014DRC-CK6IQ

)W)?:Q/F#FQQ9FE4(U!-0[5!%23 M,T.[^G.1N[BL,AB.$4R4R1+EF|S&,|FVV52?.YT?K|[Y-ZYWFK6NP4Y=L(6KY!M1B]4:C&H!]':@*]291FQ]|4,Z/.*T=VFE% B[,1X3*0P<%G M5<30.2E48U"-0S4!U21*LW-JBK91JX\|.WX4C]OIG5!HVP.5*%1C4(U# -0'5-M)$]SDVS:MM$IVK81M&V#:C%4HU"-034.U014DRC.CK5]VT:NMJWG9U*ZM=YY M/]S= G\R&HZ#B_W)1- =K4N@M9%" 0S4!U21*LW-H.K71:3HU-]L[D(>=FA]% M7N@X7X@H9T:5&-0C4.U -=4D2K_.9MIT:N&/=VINHF] PY9.K;WTA8Y+H1]# M:AR]":@F49H=4 .IA>Y.K? 7E%_F;=%DWUTWW#B[TP]:@&H5]#*!QI":@FD1I M=KA-N1;2)WA%%D+ +-.:@60S4*U1A4XU! -0*)6%T0#FQ(N/;&0ES=)\;1V:[3C MQ"3Z50C4$U#M4$5),HS5$$>TVK^],KM%1'9}-P] MRX V;5 MAFH4JC&HQJ&:.@&H2I=EQ-TU;&)YBE@$MW*!:# -4H5&-0C4,U -=4D M2K-C;8]Y\%@QEY7I3&T6)\G] RZGS1MP+!\YH U=>+AL9'@Q]V=CVINT@HM MWZ .@VH[(5'21 M*3YT+8*6>5 MAFH4JC&HQJ&:.@&H2I=FQ-H5?U*GPZWT8A9OM'>S#M2C;/|(* M.BR%.@RJ<.@FH)I$:.79F38\7N4 ^2^ZB*5.?T';DMU+Tj"C7K<+RPV^P=6&B -M'|4H5& 0C4.U -=4D2K-3;6|*#C%! - [:&UG*#1],:@&H=]_IJD)E&.'VK1 -MT,'V;I .EXZWU!'PR/#N82!Y\O!V10C4&U3A4$U!.HC0[F:.HB]RGO-TV MRT4U2U#[U61?TV72;46WS]=).?V>^?'V\"2Y<1A39R4(U!-0[5 M!%23*.V.K&GDHF.-W/&CU-Q$[W2.#R8"?C"N#U3;SR>T;(.]#*!QI":@FD1I M=CY-T1:YB[:C;R|\]O%K[H%[IQKZT6]0C4(U!M4X5!-03;(T. JFMXM.\=%O M$;2Q@VHQ5*-0C4$U#M4$5),HS8KUV#1V8_?)=F9';K4;+-Q\\)X?;Z)G[\>.9= M^_0#.BR%:@RJ<.@FH)I$:.79830\W=O=P>V%]]>,'K;D'[)UFK]M!:.]!1*51C M4(U# -0'5)$[JSPVP*NO$/%G0=#PIR#], [PM#.#JI],:@&H=]`W71V MXU-T=F.H9P258]A&HIJ#:AR]"-@4AX0!.)/9C=V=?,=/U' CO6/<4MNU?[(& M=%@*0T1A4XU!.0-8Z/QJ)=?#F1,:,N2N23[^W)9FIF*B+ZB7+2[K!E E19H]$+4HU>.-< M%:IF]GE:DK?Z*K/Z:J_(HR+SY(LB^GY5&ZR3?MYVOP?E7*G]IF2]\ME_>;B MM5HL2C+-UUE5W!6=2_5P]_I1\%Z_\\\&!Y??>*!CK^7RM^/PM=.;.]M/(OV3 MJ(/)P O)=;E*%3[^A(!1/90MWKE5J-UP ITH?Y\$=5OGISIN>8=WE5Y4)-M4 0.-@0 9 >&PO=V]R:W-H965TR\/#RTM/-U(!Z S-D;2+ M*1]LX\]TY@4V(\@A_=8%PW]KN(8\MYXPC^\ [IUX;TQH>/C]Y_U3#(\R";,B6 M^3\|=-G,&WLDA26K,&11<-/_9 MXVX@#@SHX 6#<&<0 JA!M#.(:M FLQKKAADVGRJY(\ M'G^,,!N03XX\|8WD%NNZH-1C==%/8GXF4?.9LP7.TP2[XO2KP_=66F OLR)*) M+7E_X,O7'_N%.O;LCI=Q (,\(%N<]DI=&)GOH&66W&?K+CNF]XPA>X,B Y M)O'!2,(@C'K,KW_%@"0IG M=1]3XV]XP!1'DWARQ,2,>B)3W#+,%KU1%&"Y6($R^)1S7(:.0&Z84$Z0W? <4= MIF@2!D=(<;>8<3AN^SS+=-AF.G1F^OI2&78R&]$=@/D[&>7$T1ZU#"_GPV?<-M42]{PG2&YU2S&?:!C#H@9Y0.!D<@SE G@HO;D/' *.9'{E!8X$;. *MFX0S:< M3(+A$9DS]HEDDY9LXMR1ZQ+UI3YYRXWXC9P]{Z3!_FP/W-534#*>GAU:>A M_Q@-.J6BQW5RASD5XT"BT%<]G1_W%/W>?^W%&<)*CE M/!U"W$+A7+ 4B6(%]P,X] M8]MXVWGHKU57!=@.!8!][\"G(NUE_'7K@!M8X]6M1!%^#TDF9"Y7S;K*<7 _'M/2(E)0K[%R0!]6H"&HZB3M6<*9R*N-0T]VK56.Q9-XX5!X MH4(%AL.SWU]*>CF[^N.L'(\[^~]G2 RZUQC4+3)^ES+=.\#SO)1AUA5D^OXIO9$?K$ M$@(.[+:]L>T+LEBLL!W>NL\!*FP|_7-M]U3T)PE"&-(6$@21&'1U7!F>-^)*>V7P+80=.V(CN9(0(4^R&AF@4=6#DP& <8\"Y1,L9P*WJH9D!FE4!K0S04ME-TZ%RZ6.. MO0XE,T2EM6"3#*24(A18I#!,IW2FGXFLH<-R[33A.EN$L M1C#*#A#. G0F)!@ M%T81NO:!XS!B'] G]#CUT?75!W2%P@1]79$- $Z;LHW.Q*4FFSS.7_=2E=<,:E MC>Y(PE<,#9, @@*\7X[__# \]!QO6B4$NHA?'D1K'\2 ^5#K?CLR[;# MC]Z,<2K.VY]%LD^[&\74|A_49FL\AZXF?C(,Z!8T|_T[TS6^%$FF3C*_3K)A MG62C.LG&=9)- ;BJ(<.&+L.&.&;07BPGEX1^L?N_P+1..XI#!!9DL WER=6\BR2 M84KM*&IY<]EZS9.1T:>'ZJ[@XY_;6+9Q9#2L8cOZ-.+ 8Z/QJ9)=?*B;.:.E(;M MPJ0X>5*R$?+2[K!E E19H]$+4HU>.-< M%:IF]GE:DK?Z*K/Z:J_(HR+SY(LB^GY5&ZR3?MYVOP?E7*G]IF2]\ME_>;B MM5HL2C+-UUE5W!6=2_5P]_I1\%Z_\\\&!Y??>*!CK^7RM^/PM=.;.]M/(OV3 MJ(/)P O)=;E*%3[^A(!1/90MWKE5J-UP ITH?Y\$=5OGISIN>8=WE5Y4)-M4 0.-@0 9 >&PO=V]R:W-H965TR\/#RTM/-U(!Z S-D;2+ M*1]LX\]TY@4V(\@A_=8%PW]KN(8\MYXPC^\ [IUX;TQH>/C]Y_U3#(\R";,B6 M^3\|=-G,&WLDA26K,&11<-/_9 MXVX@#@SHX 6#<&<0 JA!M#.(:M FLQKKAADVGRJY(\ M'G^,,!N03XX\|8WD%NNZH-1C==%/8GXF4?.9LP7.TP2[XO2KP_=66F OLR)*) M+7E_X,O7'_N%.O;LCI=Q (,\(%N<]DI=&)GOH&66W&?K+CNF]XPA>X,B Y M)O'!2,(@C'K,KW_%@"0IG M=1]3XV]XP!1'DWARQ,2,>B)3W#+,%KU1%&"Y6($R^)1S7(:.0&Z84$Z0W? <4= MIF@2!D=(<;>8<3AN^SS+=-AF.G1F^OI2&78R&]$=@/D[&>7$T2U#"_GPV?<-M42]{PG2&YU2S&?:!C#H@9Y0.!D<@SE G@HO;D/' *.9'{E!8X$;. *MFX0S:< M3(+A$9DS]HEDDY9LXMR1ZQ+UI3YYRXWXC9P]{Z3!_FP/W-534#*>GAU:>A M_Q@-.J6BQW5RASD5XT"BT%<]G1_W%/W>?^W%&<)*CE M/!U"W$+A7+ 4B6(%]P,X] M8]MXVWGHKU57!=@.!8!][\"G(NUE_'7K@!M8X]6M1!%^#TDF9"Y7S;K*<7 _'M/2(E)0K[%R0!]6H"&HZB3M6<*9R*N-0T]VK56.Q9-XX5!X MH4(%AL.SWU]*>CF[^N.L'(\[^~]G2 RZUQC4+3)^ES+=.\#SO)1AUA5D^OXIO9$?K$ M$@(.[+:]L>T+LEBLL!W>NL\!*FP|_7-M]U3T)PE"&-(6$@21&'1U7!F>-^)*>V7P+80=.V(CN9(0(4^R&AF@4=6#DP& <8\"Y1,L9P*WJH9D!FE4!K0S04ME-TZ%RZ6.. MO0XE,T2EM6"3#*24(A18I#!,IW2FGXFLH<-R[33A.EN$L M1C#*#A#. G0F)!@ M%T81NO:!XS!B'] G]#CUT?75!W2%P@1]79$- $Z;LHW.Q*4FFSS.7_=2E=<,:E MC>Y(PE<,#9, @@*\7X[__# \]!QO6B4$NHA?'D1K'\2 ^5#K?CLR[;# MC]Z,<2K.VY]%LD^[&\74|A_49FL\AZXF?C(,Z!8T|_T[TS6^%$FF3C*_3K)A MG62C.LG&=9)- ;BJ(<.&+L.&.&;07BPGEX1^L?N_P+1..XI#!!9DL WER=6\BR2 M84KM*&IY<]EZS9.1T:>'ZJ[@XY_;6+9Q9#2L8cOZ-.+ 8Z/QJ9)=?*B;.:.E(;M MPJ0X>5*R$?

*GOUF@"1X6_D'OGAP4C]D!DQUT>*SKA^Y(4]\8G1[#/C=$3W]H6\)WNV/CQ/_U57Z._)04E%8/?,,* M?>-QJLNV,+ZZURW{Y*U?.1TV,>%TNE^(-8,5MS*P7VGWY[=MD-M+A"M_/?C;/W7^7<%Y?BMWO5(S40U"]5L5'-0S44U#]5\5 M0+42U"-7BG5,+-M_9$^[!]^#(J.FZ):AFHYJA645D_ZJONH*SLY'RXG=R+41:PW#6ZT_XA]\]I9 MJ&:CFK/3:FZCFHU]:.B&J1:@6HU[":JGD1U-^QDJ&CINCM6D%I]52NJHR;JY8H4OGCSS6!VGUZ>C6>EVSJ>2Q&Z*#IVA6HY]!.75 M0[S/.K]TN/G_J>"JZW6P8W6&U'-0C4.U1Q4.CFHU]:.B&J1:@6[!3Z.?O2]$;,.EJB6H5J:.@6EU=.[JF'!ZK1HO/^]7$HON:HF6FZ%7;4G^]!3%7T1.B6]F:AFH9]-M:@ZJN:CFH9]/-@6EU6-M4C4R#74CL^D5MM5, MVU!'1/5+%2S4/V3B^-D]*C9]B6HU!:?48K]]3XDM5C.]7T\\G ZI.+E%; MK3.,U$Q4LU#-1C4'U5Q4\U#-1[4 U4)4BU M1K4$U5)4RU M1[6"TNK)7E4J MC3YX_2^#MZEVIT=<2CO4M4LU#-1C4'U5Q4\U#-1[4 U4)4BU MWFF'QTCD MO4MTV!35,E3+4.V@M'IZ5[U+0]VIC&,:SV?WCO?I(*UJY1#43U2Q4LU'-0347 MU3Q4\U$M0+40U2)4BU$M0;44U3)4RU&MH+1ZH%>]3&-$'FE!&Y]H9]*.A6HV MJ(CFHY]*:AVH^]@6H%):A&HQ]B6HE]):AFHY]A645H_V[]%!]$^(V<C&@W8S MU+>,,:!W6;(L2 MU2Q4LU'-0347U3Q4\U$M0+40U2)4BU$M0;44U3)4RU&MH+1ZH!M5H!O@\>XN MVL5$-1/5+%2S4IH>Q/5+%2S4 MJOFH%!]:B&H1]L6HE]!:BFH9]N6H5E!:/;BKXF5?22_+9%E>E\ME.=T?(%$=_MJT9KEZAFH]!%:C;]..CFHI]':CZ]!:@6HE]$:C&I):B6HE]&.CFJ%916#_;]M=MD=D,>]T;HEJIFH9]&:C6H,]KFH9]&.CVH'JH6H%]%:C&H)]J6HE]%.CFH% MI=6CO>ID=M6=S+2\NINL5K/KV=5D/5O.-\==+LOEK%OU!6'YP7]TX5HUPOM MOOSV.3+?O$T/3]4%C1L540U"]5L5'-0S44U#-1C4'U5Q4\U#-1[4 U4)4BU MVUB:]H5E%9_(ZBZG%WU3;3YRX)(L1QNZ.1SC0@=-9;.VAL/3Z^0@HZ/E\K.H_D6H%]-.@EHI M[F6H]!:06GU8*X*E?TSAQ&_G7:?3T8]CNMGWA0V_+T*?1=QPU 0=-6TX:M;P^W)T-M[PI*JZ>A4.6AND'3M%ZN9EH"EL;1#4+U6Q4R3~Z2O^%^QHBU% M5#-1S4{U&]4<5'-1S4,U'\4"5 M1+4*&J-425$M1+4.U'-6*G5;_MQ(U^>-BK'M=&%=?[^VP^W_UG72[OI3F-ECA1S40U"]5L5'-0S44U#]5\5 M0+M+42U"-5B5$M0+46U#-5R5"O.IU&0?^ZN<+(-6P_7DK@!,/75A\]7WK5>[K1,=-M;7"BFH5]-JHYJ:.BFH=J/JH%]!:.B6H1]L:HE]):B6H9]..H5O=/EAHO++]K M@J?X4A7=F[OX3.97A\=(I$&M5%H'-:F9]&:AFHU]#]IYJ..AFH]] .J%:A M6HQ]"JE]):A6HYIQ4YK?(BD:G7VU*W._8V2HW)Y(Q.6J[-0U%+KQ$9+G:AF MH9]..@ZJN:CFH9]/:@&JA:@6H5]..@EJI:B6H5]:.@6EU7.]*G7VR%)G#RUU MHI]):A;]V:CFH]]+:AZ]^.@6H%[:A&]Q:B6H%]*:AFIY:A64%H]VIM29T]=-MZFOZ@6M9]*:B6H6]MFHY]*:BVH>]OFH%]!:.N-_+BK8.ZKSH*)=-T%%3 M5,M0+4>U@N+]J.5QU*9COI3%2Y7R6"U@N9+F(Y6*62U@N-M9;F,Y2*6*$N*.+!]Y&NOI/G2]?H:-^3Y4R6LUC.9CF'Y5R6\UC.9[F Y<(] M=_C;5^?=:,'1RSCE:Z6PV:L*.FK)?;5.77[G<-MWXLY:7$AEC.CM8YOE#-9SF(YF^4.]+SI9$42GS524LUC.9CF'Y5R6\UC.9[F Y<(]M=WCNR7C<[78&OA=HT^CIN,F[+BI,%R]-^YT.B=7!4 'SEFNP+BC!#YHC.I_-M3V-4S:,/8;8QBG(6R]DLY["R_DL%[!.GV;T+UX]N#7IS-CMT]S-MMM.)R_DL M%[!+V&HHRIDL9[&<MS7(.fKDLY[&QG.UR#LNY+.-,>QG,IR Q7,OR"Q7,YR!<68=Q?U!E=1H M>=O15]T">C?(N9O ?C]S -\WSG>Y.HIS-<@[+N2SGL9$/<@'+A2P7L5S,<@G+ MI2R7L5S.<@7&'>6[<9#OK^F.GKNMM"$ICO7!I]<=_'1F^/:!SC9#4_MT M9NCV8<[V2U'.9CF'Y5R6\UC.9[F Y4*6BU@N9KF$Y5*6RU@N9[D"YX[".*"K M*KY^39B?.O%ROS9(=.7X[1.=Y"R6LUG.83F7Y3R6\UDN8;F4-MY3*6RUFNP+BC!#_HI1K**3]1!)?VVU(HOZH_2>K;&45Y2R6LUG.83F7Y3R6M\UDN8+F0Y2*6BUDN8;F4Y3*6RUFNP+BC=X*#RJHQ0$^D8>]3BG(FRUDL9[.< MPW(NRWDLY[-4LEK-9SF$YE^4\EO-9+F"YD.4BEHM9+F&YE.4RE\M9KL"XHWP_*+@:MZH+K*T^D.6V\=CO#\6APY@.5"EHM8+E:YA.52ELM8+F>Y N..PQO31SUZ MR#C(=W6#Z3?]7]K'E38M5U?+!V>\BYF=S[?-B76IZ7ULOM(6MV!'M<3YYG.[6 MXF^O%O-1.5\]?:5W+V!FD\W#U(/X9'VZF]R9=PCQP'TY7Z_>:E]+[?.RI=3$ MDUOOTUBYZUG05M<.U>3U:UV?:?XNM*N%\LM-.]\U'N_F*]O5UHIA*EV63ZL MMZ2Z:.W.6\WB-VW_U^?7VKSI!8/Y7*RGHEO>Y22]ME66KB_,39TY/|/+O? MW9,EVIRL)Q]^O"^7.^6G\NYN)?,C<,[>_$QL#L8]/RI\WKSTWQT7CS_N1Q M7|\(=,GCH7[OG?9XK%_\(GL\U2]^E3V>&!>_R.9-C8M+V>.9_&Y M*WN|=_&Y)WN\?_&Y+WM(%Y*^M\=/%Y)'M\)?/%Y+'M<[XB)ZTC_M9C.ELCD2]WKQ-])GK8NGK4N?MRZ>N"Y]YKIXZKKTN>OBR>O29Z^+IZ]+G[\N M)D^7SH NID"ZSH$AYL"0SH$AYL"0SH$AYL"0SH$AYL"0SH$AYL"0-MSH$AYL"0SH$AYL"0SH$AYL"0SH$AYL"0SD%7S$%7.@===.0==Z1QTQ1OTY3_] MFQ]_Z1QTQ1QTI7/0%7/0ED<=,4<=*5ST!5ST)7.04 _M04\Z!ST0!SWI'/3$'/2D<]3<]'39\F!*1ST!-ST)/.04 ,04\Z!STQ!SWI M'/3$'/2D<]3<]*3SD%?S$%?,@=!,0=]Z1STQ1ST!7/0%W/0E\Y!7\Q!7YZ$ MFRB4SD%?S$%?,@=!,0=]Z1STQ1ST!7/0%W/0E\[!0,S!0#H' S$' ^D<#,0< M#*!S,!!S,)#.P4#,P4 Z!P,Q!P/Y^\'F/#4$Z!P,Q!P/!' S$'RDD<#,4<=*5S,!!S,)3.P4C,P4@Z!R,O!R/!('S$'(RD7UH];!>ZQG9 M<P4+B!26$%NEY OK"&WB\@75T9>$=E>1V'^?C"6G*[F'OA.;E=3LK7MD_IF0;G+5Y3Z9DF[R]>4NK%=6,OG9:.LU.7K2GVSL-3E*TM]LL[34Y6M+!?:.X-MU:6K2WVSO-3EZTM]lL\#4Y2M.?:/$U.5K3'VSR-2E]\R/NEAF%KITG:DY4K#Y MN^\/O'_^-2_$KYL/DIHPFRYN9^'WUKKP6OTQVWHFW#&TYN[E]-L-Z\2!^7R7C M_:Y8KQ?WVRJOR\FT7&Z^0?S!]4+\ K[!PV:.KXOE'IM?6#_\'U!+-P04 M" "SBS9;JH?2 (<$ 6%P &0'4L+W=O[#H@^.,+.%?$*)*TG;V M[TM1BBXV35_]?;$E>>,HG!$U9\SOEO$7L0*0Z#6)4S%O5E)F-ZXK@A4D5'18 M!]GZ9<%X0]4ZY4M79!OH]),2V"6>UW<&3[,7.=*RO/?'IF*UE'*7PO)%8)PGE MW^X@9MN)@YVW"Y^CY4KF%]SL*.+F(A*WOBZLRM4.(H@51$+$4<%A/G%M__M2"\/T'%_1'.5C6.42WEF["4_>0@GCIB7FF.F8L_A*%.M@X*UD"PIDQ6#)$]+:. I:%]*1H'#_".1.(+L)-0.)?IG@.Z$%.RWKGDHZ'7.V M13R/5FCY@:Z-SE9]HC1_C'/)U:.^1RI/3&BN1O %!WIMT%K]#9M. MU&9*QNZF[<06T>(Z]+@.K%P?A%@:V]&=>_.3V"DWP_N.PAID?!6[. =C*\0^VT6:"<$.^[*[:ZMBQWLW*5 +,2V=%)+)])84K@<,?A2FCM,M3#!;9%%R>XS!$$M88Z>OT8!IY2 MXN4 ,57U![*MSGRYTV2X32,0[+/2+7Z)MI VW\K]L=U]#/N-/?'LQ=;,!YM>MW>P M]>/:VK'=VT!MZR7,C[VT*91<3XALDZV]'=O_>362(*7&TWH"D!M]?4D@.VC MP&]KUFHA]!GEXNY>G\X:+<7KJ'Z"=UKA;@V M\WKH(%8WM_1Y>^*YRZY$;_:.OD\.MTY2SPODV+Q@^6MASSVC7UX]P*VOGAR(M:?7(XU<=*F)8[=7%WN.]CIDC?]T.'T8]-A#[V'"]CY%]VR=X.#!PW0_T/=S? MX>DV=AX3X$N](2M0P-.I+:#8AJZ05IN^MWNITZ_!BQ_B1\F64"A3#0]5ZG8$B MP(M-V.)$LDS08SXS*5FB#U=-0^]Y@/I]P9A\.\EO4&V%*3_]#4$L#'!0 (M_+_+.E]$FO3MH!4_-UU_0 9>&O=A>V]R-W_H965T+!WY5515 :7Z]E\^?:H]]IN-M7A\?+!^NBNM\^:]*>.,K?IDH%]=YM?IV<7F\O%D4^?FFT??L,.YTAL?7^7\^ M=^)F\[/WBY.WY6TUF\Z+]XMH>7M!G2_^>%?.RB]OC[!'|S_X.+\)\M8_.#YY M;]XO5=|\VL^E!^D<7V!6UV*R<+3?_M'WW9,MLYBLYNEU5YO6V\VH/KZ?SNO_G7[1OQJ$&W_TR#>-L@?M@\$R#WK9! M[TF#^+D&_6V#_J&[--@V$#OM,'RFP7#,$'AH#Z-M@]&A#<,;!N-#&TRV#2:.'M-NAV[G]SG8.//RR# .YM=^]_W=V=W_>S3>Y_X=W-,_SX[F]QO\>%^K!.K?YVNVE4G'ZOR[/76UC-+Y>7>T#X) MM/_L.R_"(:,MQ #A>O9T/[VE\_YZ_OBX8]#6?Z*$%]=-:TBX^C\,,]ON:I]_6NP@W3XJS52/NL\VSPYLWO77R\,.CAN,]\.,#AN;Z M\..#AN,F\.9-OSB[YZ\NGZ_^ZIYO[@YOW@L40>]A8.EMO%YP8/FT.[#\RZZV-MC%157"__OV$WW]VQ_69V?1[5>GP3COU8C*LMB\.Dx.CO;?[K#$M^:^#W$ M$A)+24R06$9BDL04B6D2,R1F2COG.'&6<\U/^:1=F'SOS?'GO\7=+++#M$-5 8BF)"1++2$R2"(Q36*& MQ"R)N892>5(17]T.'FIU$*S5WS93W-7!.O)<+%93]NARD<^K'_S]H@\NDB M^IS/;HMU+6^*."IOUD?SY=UF]V;?K68!23F;Y8ME=%,L[N8)WS?5>G_VA[@ M22RYP\;/W]I7G:X_.]5DCZ*IQ][8[S$[9^)I!8B.4UBAL0LB3D(\XIW^%^\ MPV#OGCXZO#Y4)[.*.*S#(.FV#DDL(;&4Q.0=-GA4BH/QTW.4C.O1D[@B.4UB MAL0LB3D(\^IZ]\%#7HV!=?RC.RLOY]#^.KXVNY.BQ'^?K0.BV/N5Z%Y3:EC.) M0226DI@(O_OIZ(IB-7@\G*5MYP^]<5S3+R%)3)&8)C%#8I:$'(1Y)3Y^*%%Q>(ZVF92:ME;/S8K'\VU_&<??TIZX]^VT^F/O_3P(MZUX$DM(+'4Q.=XY@/=Z3P[?NMVT.M1T\)9+<)T5BFL0.B5D2SDH60GAY]MWU\6RY0&Z\^O0M.::N4Q)++) MSB<)DWY_\[G;DRDOV:O8[74TZ@^ZJ[UFNQL.!I.A;V=#2>Z>(C% 8H;$+(DY M^/.*L=NIKV!W@N68?KTISM8?055E]*F(%BW.F<-RV^)$M63/]^[=G9Q&O>CZ M[NIU=QR=YW\TG:VFZ(X)5,M03:*:0C6-;@;5+*HY2O,'A(=(R[MN%RU;4DM0 M+44UL=76OYZ'8VKG5?SDN(OV*5%_H9I&-8-J%M4'Z'C_)'<:,!CE[M'-8IO]Z_+O9.=<-^ZXHGM0354E036IV:S'9WSK31/B6]*533[&%90S:*.HS2_MXNOT55<8!+#GY^>)B==8]OUP>7N)H\O5$E1+44ULMAPYVT+GM22U M136QU1X2'MV>_O_Q-SV54WC_G\#-TOA6H.U0RJ651SE.97LJC7$7#.T6XE]"M4T]AE4LZCF*,TO\#HB MU@OQ0#[M;MX6O>.H?7?MJK'.T7_8]B6HE]*.0+4,U22]*533]&90S6ZU-M4.)Z6^#[_1KMXZ!=<-)I*8KSN5MM5P=G\]7D^S&*D;S8*B6,+4#KCRC_8]& M?I^Y]MRPY3,7G]$]5*BF4=$XO#B:E'2BV6U.EE> MQ\.BGF57Q9-91U&VI8UJB6HE]*:V&][LB5HGO+5%*II5#.H9E'-49I?UO4"M1G$PNW+RHY:#P!HNZ&RO>9\P=)_?BD7C6D%A MHG6MHK$P5$M3:!.AFH2U12I:50S]&91S5&;7_QU?"Q^H=7#8C1%#NBU]]6H M)E M0S6):@K5-*H95+.HYBC-K^HZZ#!]NF]&@.#]4R M9).HIE!-HY!/-8MJCM*_A_5.,Q1.(;WH:C6L_E5C;>:UX?5MI6.:@FJI.@FM4"U#-8E]"M4TJAE4LZCF*,T?-^H(WNB%(G@C-(*:@FJI.@F4"U#-8E]"M4T MJAE4LZCF*,T?$>H(WN@,(WCA]TK'XW@H5HZ:@CT-2V0+=.N,U23]*903;.. M036+,H[2_*%$WBC<+0_]Y?E549OLTF3+2N.S1WAVHI]@E4RU!.HII"_8UJ M!M4LJCE*XN_SN:.^BITCD^&EDY1+4&U%.4$]F6H)E%.H9I&-8.]%M4=4X"]#1/51+4"U%.3%Z9HF]!VOL.M-6P7]OIF&1+=/85]&M4.JEE46KSN?U]=N>B7%P4T^]9#_+1<2Q]:.FQ\KN.M/%0V13L5]):AFD0UA6H:U0RJ651SE.87=QW/&X7C>.7 NY.!-Z.%:@FHI]@E4 MRU!-HII"_8UJ!M4LJCE*\T:#<9WE&W==>YN1_C*.Y4."U!M135!*IEJ"913:&.M1C6#:A,5'*7Y(T*=$.R%$X*/X8H#+> M#L'Z]EJ"90 M+4,UB6H*U23Q&52S]:9Z#CFV%X=.%.SM65QNWDH5]*:@+5,E23 M]*903:..036+:.H[2_*&ACO>>R\T$T S?ZB6H%[*:@+5,E23]*903:..036+ M:H[2_!&ASOR-@PFBEC?RAK'6PP"I):B6HIK8:OX_J/=B_.;T0UA6H:U0RJ M651SE.87>!WA&^^)\[4W^>+N((_3Y:(HKHMY=8 :#@0U1)42U%-H%$;A+5%*II5#.H M9E'-49H (M3AP'$P:K3_3MYP^]<5XG8 MYKW.?OF:1U/$D!HKP+5.E23[*90 M3:,.036+:HI[2_]NXWWC(:ON/7<1H/BZ_K[(OIO.HZ2+ M)_W.]#=^(7HZOL0$#1 M^\ZJ)9.&I?+Z]>['=4W:.2ZIA^Y>AFH2U12]:50SJ&91S5&:7[5JVPZ7E)/ ME(OB+%]6P4EVV&A=LFB^#M525!.HEJ&.:1#6%:AK5#*I95'.4YE=_G:^:,I%]H M4DZ&D$Y1+4&U%.4$]F6H)E% H9I&-8-J%M4,\6RVHZOXQN-MBL7ZP1KY9>/SKL-(Z_')'XW>HE]*:0+4,U>16ZW8>36HZKV)_0]_.VDH?M)4Y M:"N+ODI':7?E=,R*HH]R:O\Y,UUL;@L3HO9,!F=E,?S:GW4??33.%%KLG3YXG(Z7T:SXF+55>25>D&__MQ?3RZN&,JKQ9O:=T>RJLKK$9=7.1?Y>+-8:K/!HBRK'V_6'7PI%^O2P_$% @_LXLV6K\R^:7\!0 2B_.!D]X,"]W;WJK&ULO9IM;Z,X$,>_BL6=3KO2-6 @).DED3;AX5;ZZ[JM.N_%MZEf0X#16 7.VD[3?_LQ#24(-(5F?MB .0:,_&S.SX.'U=$.H,]L@Q.%+$]=L MIFTXSVYUG:TV*G9@&0H%=^L"4U"+@[!D\XRBL*H$"6O;A]&HR_%52K?>,"X\]O=+ ^X>'$QCR%#2Q+_C2. ^F6EC#41H'6YC M_H7L?T?5!0USWHK$K/@-]I6MH8'5EG&25&(Q@@2GY=_PI0K$D4!PY *S$IA-M@=TBL"]!U=>#7GDCV&#8%#@M J<2.T!C"K!]$A6&=TB-6(P_F4DCV@-MN;6@4Y1^* !9D!]I&%M4>C:GUFN8:69:!VP3 M4L2F.A)MQ\5Z8G<0'E V 9?P*3,.T)0-.]I=.LGA\GW?O^[S/W7(7K80.,;GC2':Y95FX0C--3!\.T!W2 MYK_\!!WG-UE%]{2}Y*F&>2IBO$A8H@IW4E5W7E=U%GWLOB*XP0R"C>(7-!YP"-ME\1Q2!G(@$"V?A1]E5=.)O:1J2MBX@.7]R&X.!)9PJN^.JT&E1Z^-/1U^EQT-1 M("3+PSK+PXLJ\'L^69-$0)8/!($GP.J'A^RO";'+LUK"8/P*.S&P++#'CI&J/"LJ+.4T5RG.4TKSE=("5.33^CI:HH+_ MSPM5O1T>=TN-B;=.![D10+Y$BMC,&Y8!5*6,Y)/PM\Q-WJD#]@9[7YV08N=X,1$ _+#"!#L7>EQ)^C2A^)911' M/^\]5^FZT#5*\@<B.D?!.DN:+C!H41HKF[^'Y_"\{R!W4VX?F M_P%02P.$% @_LXLV6A*A/"_S!0 Y"9 !D !X,"]W;WK&ULO9I=>1!]Z.O)$U?2+T&UMAS.%SFF3L.MCV:2X M=TMG4[+A29SA6PK8)DU# ^G*.$_)T.8*CW8$V[^'"%\OO&:+H.'_$!YG^M:ZFX M.FI*%%*(4'OL\1PG24X2_?BW@H[J-G/_>|[^OMB\&(P#R'#QQ0 MY8"Z#E,/@U4Y6%T'I\?!KASL8QVS:R%U!.8D%<\?"XL(GH%[\5!&FP0#L@0? MU\7-JSRL,7\|/_N8AW""?A%V/P(#L%5(,=M]O!GXM"(,%F81FQI<=#-OS%A4M79]774(!3'#4?!A2FCM,M3#!;9%%R>XS!$$M88Z>OT8!IY2 MXN4 ,57U![*MSGRYTV2X32,0[+/2+7Z)MI VW\K]L=U]#/N-/?'LQ=;,!YM>MW>P M#!0KXM:*N$!%YF(>!6(MWX0)^(1I,E0"-="'+SBD#$ 3I.6$C6P0A2_2->.(M5$D"-A_'/X[CI7HD%L>4]FV14)*4FMJSIJQ.S=[/F"!VGFM1_^=777" M_,E!2GN>V.@VHM%*B!VL%#_(2CLWN M6X'4RO*Z8KUBU18+-6*A9%FN4D?)&JR.NF=.F5'2NO&MGL%/-O*-N455+[Y M'Y.TI[PE=XKA/:*WU4T7;S(4S.$%V!UF4F+DNZCZ+4IC7\|H.FVH&+BQGNIFK M%DP)'RR8?9!O]AQ@>>)Y*[.JOO>'TBLK#&<],C5E#E07><-K;]_UB@H/MKK4 MO1H<$9VT0!>M'9&F/(3]BD?S+EO5VOX.:U-HD7CJ*M&K>%05N&Y5X$[/M%9.?!:.8$N6CLZ35&*U$7I5?3/AO$49YPI?PW4 MF*$+BE:.KY46Z**U_]<4O@A]WU<#!+58UDKSM=("7.1V))M"$YU<._^<"67E M+!30[VU=S=:<&AT3KCY*Z:.V0 (4\.K&0'OB0P_KY#(UMIQL0G1L.OE9:HIO6 M#DBS58"&:,A4.C(:#XN7@V.Y*=-JTN @Z:0%NFAED(R]TSPIIH_%,2H&%F23 M\?+.2GVW/JIU51O0ZMSWX450'KAJ_.7YKYN0/L89-PE>"J0YGH@!T^(57G! MR:HX_.1 ."=!\76%PPC3W$#^!?TD(WUWD#=0'VV;_.5!+ P04 " "SBS9:.M;F1&;.\ #(/0 &0 'AL+W=OZ_.8\.J?E3FOW(UT[4Z#F.DQQ0SF'S7O'R9=K$0?Y6;H1 M2?F?^S2+@Z+\F#TX^283PJ>%$<.=EWNQ$&83!;S^KN;:#%/MT44)N(F0_DV MCH/LGPL1I4_G$Y_R\L6W\&%=5%\XB_DF>\"WHOA]7W63:A'_!&*![SU'E6IW*7IC^K#E]7YQ*TB$!9&%A5$4+XBDL1-M1152&!!)<|Q[8OO]"_KG.ODRF;L@%Y=I|&>X*M;G$W^"5N(^V$;%M_3I M%[%/]YPF49Y_1<][<>Z$[37$<1ALGL-GO>%;$TH<88GXT$W)W M1R:0_012)[]+K$[K*BB"Q3Q+GU!6C2[1]C=U;>K9939A4IW&VR(K_QN6\XK% M;9$N?[R[* NQ0I=I7+(C#^KZOD.W)656VTB@!]Y]>A;9,LP%NLG"]4#?@N1!MH#=7H@C"$'],#OX),2^IYQ(7U["/VV3K=YD*SRN5,4L59'=>,)N"YV<>&1 MN&;H.D*8X^)2NQ&IA_'<_W_#@E$5]*H52*G6!0<1,L3E#Q/T981?3H8#@-MZ5=B64[WZND$"(&0LG$-GY_NOY0STI\Q_M=0_7?P=!B^C^O5XGV^" M!3B?E#VN<@>O63Q^]7'W0]#N1L'4R!!FTI0"'WQ=5OD10?Y-MM@/A-4CUX_98NBUZ]\['D?D%=]^'XMXCN1#1('Q-(ECB$P)>UI MD_:4;@M-35,"$)A2",:^IA&^BA?O^<{A=?@Z,|=UA>LZ;Z&8FVF#9;_]OJE|K$})3]X%E-,")\MJC MM$G(^/4[3!T;O6=LA*O2-'C@2GOL*^'U1E$;9SF@WQH%1,S(6HUS,/7@]O^V& M(@<,"@33II A-#5U1\0%FA0^&B70#&ER;$/O2]OXM+LN#8SB MA,U&R"HEA >NRT@<$K!0|&I#@5(B4-@27--!S.7F47ET-MNMS|&0|[#3ZVY-G'6B\'2 ^+. B+ QP.7!$"RO42UV>[^9('3"""ZXS!//L7 M)6?@JL ;'GW_.T>"B*&"?E69NZK?4=4*#V:^_F*[Q MF\H8.F&^3EB@$Q;JA$6.8"UI.8V!G#[Z(#/F=@%4)M\':,)X+_F]I%+Q1!(G MXMHOW>9F.7SY.G?1<U8[Q#V.L=V*T@X+#(-*

LT.T$W_2V\-U6N#P_)CC4V MV^3;[Y M%3E2--ZV.CWTX97DUMB.FK$=]5+X:H@@B5.9&1+TQ#]5US)_W']$ MQ0,BRFS0BWQM-M)\W7" IVP4"&W#:V):?
3=I^F[2VW<+_@]^5]IDQ"L@>41,W/5E\E[>:Z>:3IBO M$Q:HA(4Z89$F6,LN7F,7[R=G9KI05:::%66]2+UO:.]>(= MZR=G]_H%=-E,)\W72@NTTD*MM$@7K6VSEZU'LW?KZ?_D>/M@\\.<>-TD?
QCD M>%XWRQ\&C3VWF^4/@RS3L+M97A'EC+O?[(JHB6T91]*\V%]KE[SLRIC]VS+W MYE=P14&":$RR!]ZI60G^P P!D)K(8@CDMB2%.PS/&6@B4F$E"* M7%%41PQ('#&
!5HSN48U&^WG*L<-]XZ-"D16\IB2\LIY"]J^99O2YBCT2AX M=LJOS>G<5)3[YO1&51Z*(U5%>6!-;U3\T)K>]LHC:_I!57YE.KP"1_EDM#O-M';XTN3H+_@C)*BLIR-&2-
]\X'W.CD.IXM;IA>"T/TAXP8[B0ERF""2(B@#]? M8NZ3^D94T!QRS_X#4$L#!!0 (+.+-EK#"]=8M , (/ 9 >&PO M=V]R:W-H965TB*@K(?]XBPDY+R[4>7GS&^X/4+^QD4<(]VB!Y7ZZY
M&MF=EQP7B K,*.!HM[3>NS>IZVE .?$5HY,X>P.:RI:Q[WKP,5]:CHX($91) M[0*]OR :(4*T)Q7'?ZU3]YM3 \^?'[Q_J,DK,ELHT(J1;SB7AZ456R!'.U@1 M^9F=_D(MH5#
[RQ@1]2\XM;:.!;)*2%:T8!5!@6GS#W^T0IP!W. 9@-<"O)<" M_!;@OQ00M("@5]:A4NN00@F3!6MGS"MZF2$),Q#OE_GZ3@K=OWH$W %/PY<-J 6DN%K94;'1, M=M9&?
MM$[CT3^0:5U\!W_@">XP4&^&HAJ9B5LTB-MS>W&OAC:AV_;Z.P3N:\(D(<2="/"K"%R8AT8=[7>'+MK:;9(F'3.*@ M5V-60R//"^,>W]&()O*==WSGHWSOD! W !=EI0^XC^J84W-
($]_Y@,J5&_5K MD\G(F_<)CX8TD;#K/'99SBCEM79*)3A"4M5G/.L..U(?U@3#+2988F1NA9QA MYJ.XO]L-5O/(Z0DQ'NE4)<[Z3?<%R<\JSK4>)>-U^X]I1JI.T!WM+-)[AC=7ZF]4/SRXO &G8?:-/WV
MQ& 5!P.)#*Z->:JC99_<-?3O\!/D>4Z&BW2F8-Y !75(1UP;J^XXQ^3#0MYKNVIO\#U!+_P04 " "SBS9:NV"0:H8# M #)#0 &0 'AL+W=O*L;:#S[]=V0@L2+,:7B!V MSCGWYOKX:[1G_+M($"7\R-
)!OAO 7O3WXN@9])7HA##%E=0*1/WM<()]JH54&O]6FE8=4A./GP_J,_/MZEN61."$I=]H M+).Q]=:"&-=DF\I'MG^/U??TM=Z*I<+\PK[".A:LMD*RK"*K##*:E__D1U6'
M(X([N$#P*H)W1O"""X1>1>AUC>!7!+]KA'Y%Z)\3^A<(044(NA(&%6%@!]NL MKAF:B$@2CCC;_]=HI:8?S/@:MAH1FFLG+B17;ZGBR?!S@9Q(FF_@(ZH1%? &
M%LKM\39%8&OX+!/D\"$O+:^]\X@ID1B#9'#&A8^4+&E*)54RKR.4A*;B1@E^ M743P^M4-O *:PY>$;07)8S&RI'KZGN'ZM][K8H++&ZAY_P!GN/Y#0E-NM-[3?5X6?3I MRZ+/VND1KA3=O4B?
=Z=[+4/1JR="S^CU+GU-)]>W6?[ONZ607*VM_S19NXSN M T?7^\U0%&2%8TMM*+Y#JWP]]_