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us-gaap:CommonStockMember VERB:SubscriptionAgreementsMember 2024-06-30 0001566610 us-gaap:CommonStockMember VERB:StreetervillePurchaseAgreementMember 2024-01-01 2024-06-30 0001566610 VERB:ExchangeAgreementsMember us-gaap:CommonStockMember 2024-01-01 2024-06-30 0001566610 VERB:RoryCutaiaMember us-gaap:CommonStockMember 2024-01-01 2024-06-30 0001566610 us-gaap:SeriesCPreferredStockMember 2024-05-09 0001566610 us-gaap:SeriesCPreferredStockMember 2023-12-28 0001566610 us-gaap:SeriesCPreferredStockMember 2023-12-28 2023-12-28 0001566610 VERB:SecuritiesPurchaseAgreementMember us-gaap:SeriesCPreferredStockMember 2023-12-29 2023-12-29 0001566610 VERB:SecuritiesPurchaseAgreementMember us-gaap:SeriesCPreferredStockMember 2023-12-29 0001566610 VERB:SecuritiesPurchaseAgreementMember us-gaap:SeriesCPreferredStockMember 2024-06-30 0001566610 us-gaap:RestrictedStockMember 2024-01-01 2024-06-30 0001566610 us-gaap:RestrictedStockMember 2024-04-01 2024-06-30 0001566610 us-gaap:RestrictedStockMember 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_____ Â Commission file number: 001-38834 Â Verb Technology Company, Inc. (Exact name of registrant as specified in its charter) Â Nevada Â 90-1118043 (State or other jurisdiction of incorporation or organization) Â (I.R.S. Employer Identification No.) Â 3024 Sierra Juniper Court Las Vegas, Nevada Â 89138 (Address of principal executive offices) Â (Zip Code) Â (855) 250-2300 (Registrantâ€™s telephone number, including area code) Â (Former name, former address and former fiscal year, if changed since last report) Â Securities registered pursuant to Section 12(b) of the Act: Â Title of each class Â Trading Symbol(s) Â Name of each exchange on which registered Common Stock, $0.0001 par value Â VERB Â The Nasdaq Stock Market LLC Â Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Â YesÂ â˜Â NoÂ â˜ Â Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Â§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Â YesÂ â˜Â NoÂ â˜ Â Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of â€œlarge accelerated filer,â€ â€œaccelerated filer,â€ â€œsmaller reporting company,â€ and â€œemerging growth companyâ€ in Rule 12b-2 of the Exchange Act Â Large accelerated filer â˜ Accelerated filer â˜ Â Â Â Â Non-accelerated filer â˜ Smaller reporting company â˜ Â Â Â Â Emerging growth company â˜ Â If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. â˜ Â Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).Â â˜Â YesÂ â˜Â No Â As of August 9, 2024, there were 145,597,352 shares of common stock, $0.0001 par value per share, outstanding. Â Â Â Â Â Â VERB TECHNOLOGY COMPANY, INC. TABLE OF CONTENTS Â CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS Â 3 PART I - FINANCIAL INFORMATION Â 4 ITEM 1 - FINANCIAL STATEMENTS (UNAUDITED) Â 4 ITEM 2 - MANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS Â 23 ITEM 3 - QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK Â 32 ITEM 4 - CONTROLS AND PROCEDURES Â 33 PART II - OTHER INFORMATION Â 34 ITEM 1 - LEGAL PROCEEDINGS Â 34 ITEM 1A - RISK FACTORS Â 34 ITEM 2 - UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS Â 34 ITEM 3 - DEFAULTS UPON SENIOR SECURITIES Â 34 ITEM 4 - MINE SAFETY DISCLOSURES Â 34 ITEM 5 - OTHER INFORMATION Â 34 ITEM 6 - EXHIBITS Â 34 SIGNATURES Â 36 Â 2 Â Â CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS Â This Quarterly Report on Form 10-Q for the three months ended June 30, 2024 (this â€œQuarterly Reportâ€), includes â€œforward-looking statementsâ€ within the meaning of Section 27A of the Securities Act of 1933, as amended (the â€œSecurities Actâ€), and Section 21E of the Securities Exchange Act of 1934, as amended (the â€œExchange Actâ€), which statements are subject to considerable risks and uncertainties. These forward-looking statements are intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. Forward-looking statements include all statements that are not statements of historical facts and can be identified by words such as â€œanticipates,â€ â€œbelieves,â€ â€œcould,â€ â€œestimates,â€ â€œexpects,â€ â€œintends,â€ â€œmay,â€ â€œplans,â€ â€œpotential,â€ â€œpredicts,â€ â€œprojects,â€ â€œseeks,â€ â€œshould,â€ â€œwill,â€ â€œwouldâ€ or similar expressions and the negatives of those expressions. Forward-looking statements also include the assumptions underlying or relating to such statements. Â Our forward-looking statements are based on our managementâ€™s current beliefs, assumptions and expectations about future events and trends, which affect or may affect our business, strategy, operations, financial performance or liquidity. Although we believe these forward-looking statements are based upon reasonable assumptions, they are subject to numerous known and unknown risks and uncertainties and are made in light of information currently available to us. Some of the risks and uncertainties that may impact our forward-looking statements include, but are not limited to, the following factors: Â â— our incursion of significant net losses and uncertainty whether we will achieve or maintain profitable operations; Â â— our ability to grow and compete in the future, and to execute our business strategy; Â â— our ability to maintain and expand our customer base and to convince our customers to increase the use of our services and/or platform; Â â— the competitive market in which we operate; Â â— our ability to increase the number of our strategic relationships or grow the revenues received from our current strategic relationships; Â â— our ability to develop enhancements and new features to our existing service or acceptable new services that keep pace with technological developments; Â â— our ability to successfully launch new product platforms, including MARKET.live, the rate of adoption of these platforms and the revenue generated from these platforms; Â â— our ability to deliver our services, as we depend on third party Internet providers; Â â— our ability to attract and retain qualified management personnel; Â â— our susceptibility to security breaches and other disruptions; Â â— our ability to maintain compliance with the listing requirements of the Nasdaq Capital Market; and Â â— the impact of, and our ability to operate our business and effectively manage our growth under evolving and uncertain global economic, political, and social trends, including legislation banning or otherwise hampering our strategic relationships such as TikTok, inflation, rising interest rates, and recessionary concerns. Â The foregoing list may not include all of the factors that impact the forward-looking statements made in this Quarterly Report. Our actual financial condition and results could differ materially from those expressed or implied by our forward-looking statements as a result of various additional factors, including those discussed in the sections entitled â€œManagementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€ and â€œRisk Factorsâ€ in this Quarterly Report and in our Annual Report on Form 10-K for the year ended December 31, 2023 (our â€œAnnual Reportâ€), as well as in the other reports we file with the Securities and Exchange Commission (the â€œSECâ€). You should read this Quarterly Report, and the other documents we file with the SEC, with the understanding that our actual future results may be materially different from the results expressed or implied by our forward-looking statements. Â We operate in an evolving environment. New risks and uncertainties emerge from time to time and it is not possible for our management to predict all risks and uncertainties, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual future results to be materially different from those expressed or implied by any forward-looking statements. Â Forward-looking statements speak only as of the date they were made, and, except to the extent required by law or the rules of the Nasdaq Capital Market, we undertake no obligation to update or review any forward-looking statement because of new information, future events or other factors. Â We qualify all of our forward-looking statements by these cautionary statements. Â 3 Â Â PART I â€” FINANCIAL INFORMATION Â ITEM 1 â€“ FINANCIAL STATEMENTS Â Condensed Consolidated Balance Sheets as of June 30, 2024 (unaudited) and December 31, 2023 Â 5 Â Â Condensed Consolidated Statements of Operations for the three and six months ended June 30, 2024 and 2023 (unaudited) Â 6 Â Â Â Condensed Consolidated Statements of Stockholdersâ€™ Equity for the six months ended June 30, 2024 and 2023 (unaudited) Â 7 Â Â Â Condensed Consolidated Statements of Cash Flows for the six months ended June 30, 2024 and 2023 (unaudited) Â 8 Â Â Â Notes to Condensed Consolidated Financial Statements (unaudited) Â 9-22 Â 4 Â Â VERB TECHNOLOGY COMPANY, INC. CONDENSED CONSOLIDATED BALANCE SHEETS (in thousands, except share and per share data) Â Â Â June 30, 2024Â Â December 31, 2023Â Â Â (unaudited)Â Â Â Â 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 CashÂ $17,197Â Â $4,353Â Prepaid expenses and other current assetsÂ Â 375Â Â Â 331Â Total current assetsÂ Â 17,572Â Â Â 4,684Â Â Â Â Â Â Â Â Â Â Â Capitalized software development costs, netÂ Â 3,491Â Â Â 3,990Â ERC receivableÂ Â 2,263Â Â Â 1,528Â Property and equipment, netÂ Â 102Â Â Â 43Â Operating lease right-of-use assetsÂ Â 190Â Â Â 218Â Intangible assets, netÂ Â 155Â Â Â 117Â Other non-current assetsÂ Â 259Â Â Â 259Â Â Â Â Â Â Â Â Â Â Total assetsÂ $24,032Â Â $10,839Â 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 Accounts payableÂ $1,124Â Â $1,408Â Accrued expensesÂ Â 2,180Â Â Â 2,324Â Accrued payrollÂ Â 355Â Â Â 420Â Accrued officersâ€™ compensationÂ Â -Â Â Â 648Â Notes payable, currentÂ Â 16Â Â Â 1,787Â Accrued interestÂ Â -Â Â Â 533Â Operating lease liabilities, currentÂ Â 72Â Â Â 67Â Preferred dividend payableÂ Â 141Â Â Â -Â Derivative liabilityÂ Â -Â Â Â 1Â Â Â Â Â Â Â Â Â Total current liabilitiesÂ Â 3,888Â Â Â 7,188Â Â Â Â Â Â Â Â Â Long-term liabilitiesÂ Â Â Â Â Â Â Â Notes payable, non-currentÂ

Â 112Â Â Â 362Â Operating lease liabilities, non-currentÂ Â 123Â Â Â 164Â Total liabilitiesÂ Â 4,123Â Â Â 7,714Â Â Â Â Â Â Â Â Â Commitments and contingencies (Note 12)Â Â -Â Â Â -Â Â Â Â Â Â Â Â Â Stockholdersâ€™ equityÂ Â Â Â Â Â Â Â Series C Preferred Stock, $0.0001 par value, 5,000 shares authorized, 2,495 and 3,000 shares issued and outstanding as of June 30, 2024 and December 31, 2023Â Â 2,324Â Â Â 2,980Â Class A units, 3 shares issued and authorized as of June 30, 2024 and December 31, 2023Â Â -Â Â Â -Â Common stock, $0.0001 par value, 400,000,000 shares authorized, 128,205,818 and 21,231,355 shares issued and outstanding as of June 30, 2024 and December 31, 2023Â Â 13Â Â Â 2Â Common stock, valueÂ Â 13Â Â Â 2Â Additional paid-in capitalÂ Â 198,511Â Â Â 175,765Â Accumulated deficitÂ Â (180,939)Â Â (175,622) Â Â Â Â Â Â Â Â Total stockholdersâ€™ equityÂ Â 19,909Â Â Â 3,125Â Â Â Â Â Â Â Â Â Total liabilities and stockholdersâ€™ equityÂ $24,032Â Â $10,839Â Â See accompanying notes to the condensed consolidated financial statements Â 5 Â Â VERB TECHNOLOGY COMPANY, INC. CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (in thousands, except share and per share data) (unaudited) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Three Months Ended June 30,Â Â Six Months Ended June 30,Â Â Â 2024Â Â 2023Â Â 2024Â Â 2023Â Â Â Â Â Â Â Â Â Â Â RevenueÂ $37Â Â $3Â Â $44Â Â $5Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Costs and expensesÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Cost of revenue, exclusive of depreciation and amortization shown separately belowÂ Â 31Â Â Â 1Â Â Â 36Â Â Â 2Â Depreciation and amortizationÂ Â 269Â Â Â 583Â Â 525Â Â Â 1,166Â General and administrativeÂ Â 2,142Â Â Â 2,685Â Â Â 5,105Â Â Â 6,230Â Total costs and expensesÂ Â 2,442Â Â Â 3,269Â Â Â 5,666Â Â Â 7,398Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Operating loss from continuing operationsÂ Â (2,405)Â Â (3,266)Â Â (5,622)Â Â (7,393) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Other income (expense)Â Â Â Â Â Â Â Â Â Â Â Â Â Interest incomeÂ Â 168Â Â Â -Â Â Â 168Â Â Â -Â Interest expenseÂ Â (10)Â Â (299)Â Â (235)Â Â (770) Financing costsÂ Â (90)Â Â (1,239)Â Â (90)Â Â (1,239) Other income, netÂ Â 604Â Â Â 830Â Â Â 602Â Â Â 780Â Change in fair value of derivative liabilityÂ Â 2Â Â Â 198Â Â Â 1Â Â Â 206Â Total other income (expense), netÂ Â 674Â Â Â (510)Â Â 446Â Â Â (1,023) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Net loss from continuing operationsÂ Â (1,731)Â Â (3,776)Â Â (5,176)Â Â (8,416) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Loss from discontinued operations, net of taxÂ Â -Â Â Â (6,080)Â Â -Â Â Â (6,954) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Net lossÂ Â (1,731)Â Â (9,856)Â Â (5,176)Â Â (15,370) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Series C Preferred Stock dividend payableÂ Â (66)Â Â -Â Â Â (141)Â Â -Â Deemed dividend due to warrant resetÂ Â -Â Â Â -Â Â Â -Â Â Â (164) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Net loss to common stockholdersÂ $(1,797)Â $(9,856)Â $(5,317)Â $(15,534) Loss per share from continuing operations - basic and dilutedÂ $(0.02)Â $(0.94)Â $(0.08)Â $(2.26) Loss per share from discontinued operations - basic and dilutedÂ $0.00Â Â $(1.51)Â $0.00Â Â $(1.83) Weighted average number of common shares outstanding - basic and dilutedÂ Â 107,254,283Â Â Â 4,022,947Â Â Â 69,199,206Â Â Â 3,801,599Â Â See accompanying notes to the condensed consolidated financial statements Â 6 Â Â VERB TECHNOLOGY COMPANY, INC. CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERSâ€™ EQUITY (in thousands, except share and per share data) (unaudited) Â For the six months ended June 30, 2024 Â Â Â SharesÂ Â AmountÂ Â SharesÂ Â AmountÂ Â SharesÂ Â AmountÂ Â SharesÂ Â AmountÂ Â CapitalÂ Â DeficitÂ Â TotalÂ Â Â Preferred StockÂ Â Class A UnitsÂ Â Common StockÂ Â Additional Paid-inÂ Â AccumulatedÂ Â Â Â Â Â SharesÂ Â AmountÂ Â SharesÂ Â AmountÂ Â SharesÂ Â AmountÂ Â CapitalÂ Â DeficitÂ Â TotalÂ Balance at December 31, 2023Â Â 3,000Â Â $2,980Â Â Â 3Â Â $-Â Â Â 21,231,355Â Â $2Â Â $175,765Â Â $(175,622)Â $3,125Â Sale of common stock from public offeringsÂ Â -Â Â Â -Â Â Â -Â Â Â 83,097,404Â Â Â 9Â Â Â 18,587Â Â Â -Â Â Â 18,596Â Fair value of vested restricted stock awards, stock options and warrantsÂ Â -Â Â Â -Â Â Â -Â Â Â 5,139Â Â Â -Â Â Â 638Â Â Â -Â Â Â 638Â Fair value of common shares issued as payment on notes payableÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 19,114,674Â Â Â 2Â Â Â 2,865Â Â Â -Â Â Â 2,867Â Series C Preferred Shares redeemed in exchange for common sharesÂ Â (505)Â Â (656)Â Â -Â Â Â -Â Â Â 4,757,246Â Â Â -Â Â Â 656Â Â Â -Â Â Â -Â Series C Preferred Stock dividend payableÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â (141)Â Â (141) Net lossÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â (5,176) Balance at June 30, 2024Â Â 2,495Â Â $2,324Â Â Â 3Â Â $-Â Â Â 128,205,818Â Â $13Â Â $198,511Â Â $(180,939)Â $19,909Â Â For the six months ended June 30, 2023 Â Â Â SharesÂ Â AmountÂ Â SharesÂ Â AmountÂ Â SharesÂ Â AmountÂ Â CapitalÂ Â DeficitÂ Â TotalÂ Â Â Preferred StockÂ Â Class A UnitsÂ Â Common StockÂ Â Additional Paid-inÂ Â AccumulatedÂ Â Â Â Â Â SharesÂ Â AmountÂ Â SharesÂ Â AmountÂ Â SharesÂ Â AmountÂ Â CapitalÂ Â DeficitÂ Â TotalÂ Balance at December 31, 2022Â Â -Â Â $-Â Â Â 3Â Â $-Â Â Â 2,918,017Â Â $1Â Â $158,629Â Â $(153,464)Â $5,166Â BalanceÂ Â -Â Â $-Â Â Â 3Â Â $-Â Â Â 2,918,017Â Â $1Â Â $158,629Â Â $(153,464)Â $5,166Â Sale of common stock from public offeringÂ Â -Â Â Â -Â Â Â -Â Â Â 901,275Â Â Â -Â Â Â 6,578Â Â Â -Â Â Â 6,578Â Fair value of vested restricted stock awards, stock options and warrantsÂ Â -Â Â Â -Â Â Â -Â Â Â 197,414Â Â Â -Â Â Â 1,362Â Â Â -Â Â Â 1,362Â Deemed dividend due to warrant resetÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 164Â Â Â (164)Â Â -Â Issuance of shares for fractional adjustments related to Reverse Stock SplitÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 31,195Â Â Â -Â Â Â -Â Â Â -Â Â Â -Fair value of common shares issued to settle accrued expensesÂ Â -Â Â Â -Â Â Â -Â Â Â 93,190Â Â Â -Â Â Â 146Â Â Â -Â Â Â 146Â Fair value of common shares issued as payment on notes payableÂ Â -Â Â Â -Â Â Â -Â Â Â 176,470Â Â Â -Â Â Â 300Â Â Â -Â Â Â 300Â Net lossÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â (15,370)Â Â (15,370) Balance at June 30, 2023Â Â -Â Â $-Â Â Â 3Â Â $-Â Â Â 4,317,561Â Â $1Â Â $167,179Â Â $(168,998)Â $(1,818) BalanceÂ Â -Â Â $-Â Â Â 3Â Â $-Â Â Â 4,317,561Â Â $1Â Â $167,179Â Â $(168,998)Â $(1,818) Â See accompanying notes to the condensed consolidated financial statements Â 7 Â Â VERB TECHNOLOGY COMPANY, INC. CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (in thousands) (unaudited) Â Â Â Â Â Â Â Â Â Â Six Months Ended June 30,Â Â Â 2024Â Â 2023Â Â Â Â Â Â Operating Activities:Â Â Â Â Â Â Net lossÂ $(5,176)Â $(15,370) Loss from discontinued operations, net of taxÂ Â -Â Â Â 6,954Â Adjustments to reconcile net loss used in operating activities, net of discontinued operations:Â Â Â Â Â Â Depreciation and amortizationÂ Â 525Â Â Â 1,166Â Share-based compensationÂ Â 738Â Â Â 1,402Â Amortization of debt discountÂ Â 99Â Â Â 163Â Amortization of debt issuance costsÂ Â 73Â Â Â 127Â Change in fair value of derivative liabilityÂ Â (1)Â Â (206) Finance costsÂ Â 90Â Â Â 1,239Â Effect of changes in assets and liabilities, net of discontinued operations:Â Â Â Â Â Â Prepaid expenses and other current assetsÂ Â (60)Â Â 66Â Operating lease right-of-use assetsÂ Â 28Â Â Â 134Â ERC receivableÂ Â (735)Â Â -Â Accounts payable, accrued expenses, and accrued interestÂ Â (796)Â Â (285) Operating lease liabilitiesÂ Â (35)Â Â (75) Net cash used in operating activities attributable to continuing operationsÂ Â (5,250)Â Â (4,685) Net cash used in operating activities attributable to discontinued operationsÂ Â -Â Â Â (1,855) Â Â Â Â Â Â Â Â Â Investing Activities:Â Â Â Â Â Â Capitalized software development costsÂ Â -Â Â Â (239) Purchases of property and equipmentÂ Â (77)Â Â (5) Purchases of intangible assetsÂ Â (46)Â Â -Â Net cash used in investing activities attributable to continuing operationsÂ Â (123)Â Â (244) Net cash provided by investing activities attributable to discontinued operationsÂ Â -Â Â Â 4,750Â Â Â Â Â Â Â Â Â Financing Activities:Â Â Â Â Â Â Proceeds from sale of common stock offeringsÂ Â 18,596Â Â Â 6,578Â Payments for accrued offering costs related to common stock offeringsÂ Â (105)Â Â -Â Payments for accrued offering costs related to preferred stock offeringÂ Â (180)Â Â -Â Payment of notes payableÂ Â (9)Â Â (375) Payments for deferred offering costsÂ Â (85)Â Â -Â Payment of convertible notes payableÂ Â -Â Â Â (1,350) Net cash provided by financing activities attributable to continuing operationsÂ Â 18,217Â Â Â 4,853Â Net cash used in financing activities attributable to discontinued operationsÂ Â -Â Â Â (1,722) Â Â Â Â Â Â Â Â Â Net change in cashÂ Â 12,844Â Â Â 1,097Â Â Â Â Â Â Â Â Cash - beginning of periodÂ Â 4,353Â Â Â 2,429Â Cash - end of periodÂ $17,197Â Â $3,526Â Â See accompanying notes to the condensed consolidated financial statements Â 8 Â Â VERB TECHNOLOGY COMPANY, INC. Notes to Condensed Consolidated Financial Statements For the Three and Six Months Ended June 30, 2024 and 2023 (in thousands, except share and per share data) (unaudited) Â 1. DESCRIPTION OF BUSINESS Â Our Business Â References in this document to the â€œCompany,â€ â€œVerb,â€ â€œwe,â€ â€œus,â€ or â€œourâ€ are intended to mean Verb Technology Company, Inc., individually, or as the context requires, collectively with its subsidiaries on a consolidated basis. Â On October 18, 2021, the Company established verbMarketplace, LLC dba MARKET.live, a Nevada limited liability company. verbMarketplace LLC is a wholly owned subsidiary of the Company established for the MARKET.live platform. Â Through June 13, 2023, the Company was a Software-as-a-Service (â€œSaaSâ€) applications platform developer that offered a SaaS platform for the direct sales industry comprised of a suite of interactive video-based sales enablement business software products marketed on a subscription basis, (the â€œSaaS Assetsâ€). Â On June 13, 2023, the Company disposed of all of its operating SaaS Assets pursuant to an asset purchase agreement in consideration of the sum of $6,500, $4,750 of which was paid in cash by the buyer at the closing of the transaction. Additional payments of $1,750 will be paid by the buyer if certain profitability and revenue targets are met within the next two years as set forth more particularly in the asset purchase agreement. The sale of the SaaS Assets was undertaken to allow the Company to focus its resources on MARKET.live, the Companyâ€™s multi-vendor, multi-presenter, livestream social shopping platform, that combines ecommerce and entertainment. The Company expects that its burgeoning MARKET.live business unit will, over time, create greater shareholder value than could have been created through the continued operation of its SaaS Assets. Â The accompanying condensed consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. Â As of June 30, 2024, the Company had cash of $17,197. Â Equity financing: Â During December 2023, the Company entered into a sales agreement with Ascendiant Capital Markets LLC (â€œAscendiant Sales Agreementâ€) to sell shares of its common stock pursuant to a prospectus supplement to the Companyâ€™s Registration Statement on Form S-3 (File No. 333-264038). For the six months ended June 30, 2024, the Company has issued 55,700,146 shares of the Companyâ€™s common stock pursuant to the Ascendiant Sales Agreement and received net proceeds of $12,130, net of offering costs of $136. Â Pursuant to a Regulation A offering of Form 1-A, the Company entered into subscription agreements with certain accredited investors, pursuant to which the Company issued and sold to the investors 27,397,258 shares of its Common Stock, par value $0.0001 per share of the Company at a price of $0.24 per share for net proceeds to the Company of $6,466, net of offering costs of $109. Â The shares that were offered and sold at-the-market under Nasdaq rules and pursuant to the Companyâ€™s Form 1-A, initially filed by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended, on February 14, 2024 and qualified on March 11, 2024. Â The Company filed a second Form 1-A on May 30, 2024, which was qualified on June 11, 2024. The Company has not sold any securities pursuant to this second Form 1-A. Â 9Â Â Economic Disruption Â Our business is dependent in part on general economic conditions. Many jurisdictions in which our customers are located and our products are sold have experienced and could continue to experience unfavorable general economic conditions, such as inflation, increased interest rates and recessionary concerns, which could negatively affect demand for our products. Under difficult economic conditions, customers may seek to cease spending on our current products or fail to adopt our new products, which could negatively affect our financial performance. We cannot predict the timing or magnitude of an economic slowdown or the timing or strength of any economic recovery. These and other economic factors could have a material adverse effect on our business, financial condition, and results of operations. Â 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND SUPPLEMENTAL DISCLOSURES Â Basis of Presentation Â The accompanying condensed consolidated financial statements are unaudited. These unaudited interim condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (â€œGAAPâ€) and applicable rules and regulations of the Securities and Exchange Commission (â€œSECâ€) regarding interim financial reporting. Certain information and note disclosures normally included in the financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. Accordingly, these interim condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto contained in the Companyâ€™s Annual Report on Form 10-K for the fiscal year ended December 31, 2023 filed with the SEC on April 1, 2024 (the â€œ2023 Annual Reportâ€). The consolidated balance sheet as of December 31, 2023 included herein was derived from the audited consolidated financial statements as of that date. Â On June 10, 2023, the board of directors approved the sale of the SaaS Assets to an unrelated third party, SW Direct Sales LLC (â€œSW Salesâ€ or the â€œbuyerâ€), for $6,500 with $4,750 cash proceeds paid by buyer upon closing of the transaction. Additional payments of $1,750 will be paid by the buyer if certain profitability and revenue targets are met within the next two years. The contingent payments were not recorded at the closing date of the sale, rather will be recognized as the cash is received and the contingency resolved pursuant to ASC 450-30. Â Accordingly, the Companyâ€™s consolidated financial statements are being presented pursuant to ASC 360-10-45-9 which requires that a disposal group be classified as held for sale in the period in which all of the held for sale criteria are met. In addition to held for sale accounting, the Company had also met the criterion pursuant to ASC 205-20, Discontinued Operations, as a strategic shift from operating and managing a SaaS business to operating and managing a live streaming shopping platform has occurred because of the sale. The Companyâ€™s consolidated results of operations and statements of cash flows have been reclassified to reflect the presentation of discontinued operations. See Note 5 for details of the assets and liabilities related to the SaaS sale and discontinued operations. Â In the opinion of management, the accompanying unaudited condensed consolidated financial statements contain all adjustments necessary to fairly present the Companyâ€™s financial position and results of operations for the interim periods reflected. Except as noted, all adjustments contained herein are of a normal recurring nature. Results of operations for the fiscal periods presented herein are not necessarily indicative of fiscal year-end results. Â Principles of Consolidation Â The consolidated financial statements have been prepared in accordance with GAAP and include the accounts of Verb, Verb Direct, LLC, Verb Acquisition Co., LLC, and verbMarketplace, LLC. All intercompany accounts have been eliminated in the consolidation. Â 10Â Â Use of Estimates Â The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reported periods. Significant estimates include assumptions made in analysis of assumptions made in purchase price allocations, impairment testing of long-term assets, realization of deferred tax assets, determining fair value of derivative liabilities, and valuation of equity instruments issued for services. Some of those assumptions can be subjective and complex, and therefore, actual results could differ materially from those estimates under different assumptions or conditions. Â Revenue Recognition Â The Company recognizes revenue in accordance with Financial Accounting Standard Boardâ€™s (â€œFASBâ€) ASC 606, Revenue from Contracts with Customers (â€œASC 606â€). Revenue through June 13, 2023 was derived primarily from providing application services through the SaaS application, digital marketing and sales support services. During that period, the Company also derived revenue from the sale of customized print products and training materials, branded apparel, and digital tools, as demanded by its customers. As a result of the sale of the SaaS business, revenue that was recorded historically from the SaaS business has been reclassified as part of discontinued operations. See Note 5 for revenue disclosures related to the SaaS business. Â A description of our principal revenue generating activities is as follows: Â MARKET.live generates revenue through several sources as follows: Â Â a. All sales run through our ecommerce facility on MARKET.live from which we deduct a platform fee that ranges from 10% to 20% of gross sales, with an average of approximately 15%, depending upon the pricing package the vendors select as well as the product category and profit margins associated with such categories. The revenue is derived from sales generated during livestream events, from sales realized through views of previously recorded live events available in each vendorâ€™s store, as well as from sales of product and merchandise displayed in the vendorsâ€™ online stores, all of which are shoppable 24/7. Â Â Â Â b. Produced events. MARKET.live offers fee-based services that range from full production of livestream events, to providing professional hosts and event consulting. Â Â Â Â c. Drop Ship and Creator programs. MARKET.live is expected to generate recurring fee revenue from soon to be launched new drop ship programs for entrepreneurs and its Creator program. Â Â Â Â d. The Companyâ€™s TikTok Shop store and affiliate program. Â Â Â Â e. The MARKET.live site is designed to incorporate sponsorships and other advertising based on typical industry rates. Â Â Â Â f. The Companyâ€™s recently announced partnership with TikTok Shop. Pursuant to the terms of the partnership, MARKET.live has become a service provider for TikTok Shop and is officially designated as a TikTok Shop Partner (TSP). Under the terms of the partnership, TikTok Shop refers consumer brands, retailers, influencers and affiliates leads to MARKET.live for a menu of paid services that include, among other things, assistance in onboarding to TikTok Shop and establishing a TikTok Shop store, hosting training sessions and webinars for prospective TikTok Shop sellers, MARKET.live studio space rental in both the West Coast and East Coast MARKET.live studios, content creation and production services, and TikTok Shop maintenance, including enhancements to existing TikTok Shop seller stores. The partnership also contemplates TikTok Shop sponsored studio rentals, as well as a paid-for â€œday passâ€ for use of MARKET.live studio services by TikTok creators, influencers and affiliates. It is expected that MARKET.live will generate revenue through fees, including monthly recurring fees, paid directly to MARKET.live by the brands, retailers, influencers and affiliates referred to MARKET.live by TikTok. In addition, it is contemplated that MARKET.live will receive a percentage of monthly revenue generated through the TikTok Shop stores MARKET.live establishes for the brands, retailers, influencers and affiliates that TikTok Shop refers to MARKET.live. Â Â Â Â Â The partnership also contemplates the use of MARKET.live studios as TikTok â€œSample Centersâ€ where TikTok creators will have access to product samples for use in their TikTok Shop videos produced at MARKET.live studios. In addition to the compensation referenced above, TikTok will compensate MARKET.live directly for the attainment of certain pre-established performance goals and objectives agreed-to between the parties. Â A performance obligation is a promise in a contract to transfer a distinct product. Performance obligations promised in a contract are identified based on the goods that will be transferred that are both capable of being distinct and are distinct in the context of the contract,

whereby the transfer of the goods is separately identifiable from other promises in the contract. Performance obligations include establishing and maintaining customer online stores, providing access to the Companyâ€™s e-commerce platform and customer service support. Â 11 Â Â The Companyâ€™s revenue is comprised of commission fees derived from contractually committed gross revenue processed by customers on the Companyâ€™s e-commerce platform as well as from services it provides as referenced above in sub-paragraph (f) of the Revenue Recognition section concerning the TikTok Shop partnership. Customers do not have the contractual right to take possession of the Companyâ€™s software. Revenue is recognized in an amount that reflects the consideration that the Company expects to ultimately receive in exchange for those promised goods, net of expected discounts for sales promotions and customary allowances, and its services. Â Revenue is recognized on a net basis from maintaining e-commerce platforms and online orders, as the Company is engaged primarily in an agency relationship with its customers and earns defined amounts based on the individual contractual terms for the customer and the Company does not take possession of the customersâ€™ inventory or any credit risks relating to the products sold. Â Sales taxes collected from customers and remitted to governmental authorities are accounted for on a net basis and, therefore, are excluded from net sales in the consolidated statements of operations. Revenues during the three and six months ended June 30, 2024 and 2023, were substantially all generated from clients and customers located within the United States of America. Â Cost of Revenue Â Cost of revenue primarily consists of processing fees associated with the MARKET.live platform. Â Capitalized Software Development Costs Â The Company capitalizes internal and external costs directly associated with developing internal-use software, and hosting arrangements that include an internal-use software license, during the application development stage of its projects. The Companyâ€™s internal-use software is reported at cost less accumulated amortization. Amortization begins once the project has been completed and is ready for its intended use. The Company will amortize the asset on a straight-line basis over a period of three years, which is the estimated useful life. Software maintenance activities or minor upgrades are expensed in the period performed. Â Amortization expense related to capitalized software development costs is recorded in depreciation and amortization in the condensed consolidated statements of operations. Â Preferred Stock Â The Company applies the accounting standards for distinguishing liabilities from equity when determining the classification and measurement of its preferred stock. Preferred shares subject to mandatory redemption are classified as liability instruments and are measured at fair value. Conditionally redeemable preferred shares (including preferred shares that feature redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within the Companyâ€™s control) are classified as temporary equity. At all other times, preferred shares are classified as part of stockholdersâ€™ equity. Accordingly, the Series C Preferred Stock offering on December 29, 2023 is classified as part of stockholdersâ€™ equity as of June 30, 2024 and December 31, 2023. Â Fair Value of Financial Instruments Â The Company follows the guidance of FASB ASC 820 and ASC 825 for disclosure and measurement of the fair value of its financial instruments. FASB ASC 820 establishes a framework for measuring fair value under GAAP and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, ASC 820 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three (3) broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. Â The three (3) levels of fair value hierarchy defined by ASC 820 are described below: Â Â Level 1: Quoted market prices available in active markets for identical assets or liabilities as of the reporting date. Â Level 2: Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date. Â Level 3: Pricing inputs that are generally observable inputs and not corroborated by market data. Â The carrying amount of the Companyâ€™s financial assets and liabilities, such as cash and cash equivalents, prepaid expenses, and accounts payable and accrued expenses approximate their fair value due to their short-term nature. The carrying amount of notes payable approximates the fair value due to the fact that the interest rates on these obligations are based on prevailing market interest rates. The Company uses Level 2 inputs for its valuation methodology for the derivative liabilities. Â 12 Â Â Derivative Financial Instruments Â The Company evaluates its financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported in the consolidated statements of operations. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period. Derivative instrument liabilities are classified in the balance sheet as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within 12 months of the balance sheet date. Â The Company uses Level 2 inputs for its valuation methodology for the derivative liabilities as their fair values were determined by using a Binomial pricing model. The Companyâ€™s derivative liabilities are adjusted to reflect fair value at each period end, with any increase or decrease in the fair value being recorded in results of operations as adjusted to fair value of derivatives. Â Share-Based Compensation Â The Company issues stock options and warrants, shares of common stock and restricted stock units as share-based compensation to employees and non-employees. The Company accounts for its share-based compensation in accordance with FASB ASC 718, Compensation â€“ Stock Compensation. Share-based compensation cost is measured at the grant date, based on the estimated fair value of the award, and is recognized as expense over the requisite service period. The fair value of restricted stock units is determined based on the number of shares granted and the quoted price of our common stock and is recognized as expense over the service period. Forfeitures are accounted for as they occur. Recognition of compensation expense for non-employees is in the same period and manner as if the Company had paid cash for services. Â Net Loss Per Share Â Basic net loss per share is computed by using the weighted-average number of common shares outstanding during the period. Diluted net loss per share is computed giving effect to all dilutive potential shares of common stock that were outstanding during the period. Dilutive potential shares of common stock consist of incremental shares of common stock issuable upon exercise of stock options. No dilutive potential shares of common stock were included in the computation of diluted net loss per share because their impact was anti-dilutive. Â As of June 30, 2024, and 2023, the Company had total outstanding options of 2,038,965 and 1,099,523, respectively, and warrants of 740,368 and 951,804, respectively, and outstanding restricted stock awards of 148,227 and 21,535, respectively, and convertible notes issued to a related party that were convertible into 0 and 21,874 shares at $41.20 per share, respectively, which were excluded from the computation of net loss per share because they are anti-dilutive. Â At the close of business on April 5, 2024, the Companyâ€™s unexercised publicly traded warrants under the symbol VERBW expired pursuant to their original terms and as such Nasdaq suspended trading the 175,823 remaining warrants and the trading symbol VERBW was delisted from Nasdaq. Â Concentration of Credit and Other Risks Â Financial instruments that potentially subject the Company to concentrations of credit risk consist of cash and accounts receivable. Cash is deposited with a limited number of financial institutions. The balances held at any one financial institution at times may be in excess of Federal Deposit Insurance Corporation (â€œFDICâ€) insurance limits of up to $250. Â 13 Â Â The Companyâ€™s concentration of credit risk includes its concentrations from key customers and vendors. The details of these significant customers and vendors are presented in the following table for the six months ended June 30, 2024 and 2023: Â SCHEDULE OF CONCENTRATION RISK Â Â Six Months Ended June 30, Â Â 2024 Â 2023 The Companyâ€™s largest customers are presented below as a percentage of the aggregate Â Â Â Â Â Â Â Â Â Revenues Â One customer that accounted for 52% of revenues Â No customers individually over 10% Â Â Â Â Â The Companyâ€™s largest vendors are presented below as a percentage of the aggregate Â Â Â Â Â Â Â Â Â Purchases Â One vendor that accounted for 18% of its purchases individually and in the aggregate Â One vendor that accounted for 32% of its purchases individually and in the aggregate Â Supplemental Cash Flow Information SCHEDULE OF SUPPLEMENTAL CASH FLOW INFORMATION Â Â 2024Â Â 2023Â Â Â Six Months Ended June 30,Â Â Â 2024Â Â 2023Â Â Â Â Â Â Â Supplemental disclosures of cash flow information:Â Â Â Â Â Â Â Cash paid for interestÂ $1Â Â $234Â Cash paid for income taxesÂ $1Â Â $2Â Â Â Â Â Â Â Â Â Supplemental disclosure of non-cash investing and financing activities attributable to continuing operations:Â Â Â Â Â Â Â Fair value of common shares issued as payment on notes payableÂ $2,777Â Â $300Â Fair value of common shares issued to redeem Series C preferred sharesÂ Â 656Â Â Â -Â Fair value of common shares issued to settle accrued expensesÂ Â -Â Â Â 146Â Supplemental disclosure of non-cash investing and financing activities attributable to discontinued operations:Â Â Â Â Â Â Â Discount recognized from advances on future receiptsÂ $-Â Â $558Â Â Recent Accounting Pronouncements Â Recently Adopted Accounting Pronouncements Â In June 2016, the FASB issued ASU No. 2016-13, Credit Losses - Measurement of Credit Losses on Financial Instruments (â€œASC 326â€). The standard significantly changes how entities will measure credit losses for most financial assets, including accounts and notes receivables. The standard will replace todayâ€™s â€œincurred lossâ€ approach with an â€œexpected lossâ€ model, under which companies will recognize allowances based on expected rather than incurred losses. Entities will apply the standardâ€™s provisions as a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in which the guidance is effective. The adoption of this standard did not have any material impact on the Companyâ€™s financial statements. Â Recent Accounting Pronouncements Â In November 2023, the Financial Accounting Standards Board (FASB) issued ASU No. 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures (ASU 2023-07), which requires an enhanced disclosure of significant segment expenses on an annual and interim basis. This guidance is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. Upon adoption, the guidance should be applied retrospectively to all prior periods presented in the financial statements. We do not expect the adoption of this guidance to have a material impact on our consolidated financial statements. Â Other recent accounting pronouncements issued by the FASB, including its Emerging Issues Task Force, the American Institute of Certified Public Accountants, and the Securities and Exchange Commission (the â€œSECâ€) did not or are not believed by management to have a material impact on the Companyâ€™s present or future consolidated financial statements. Â 14 Â Â 3. CAPITALIZED SOFTWARE DEVELOPMENT COSTS Â In 2020, the Company began developing MARKET.live, a livestream ecommerce platform, and has capitalized $7,131 of internal and external development costs as of June 30, 2024 and December 31, 2023, respectively. In October 2021, the Company entered into a 10-year license and services agreement with a third party (the â€œPrimary Contractorâ€) to develop on a work-for-hire basis certain components of MARKET.live. The Primary Contractorâ€™s fees for developing such components, including the license fee, is $5,750. The Primary Contractor was paid an additional $500 bonus in April 2022 for services rendered pursuant to the license and service agreement. Â For the three and six months ended June 30, 2024 and 2023, the Company amortized $250 and $539, respectively and $499 and $1,077, respectively. Â Capitalized software development costs, net consisted of the following: Â SCHEDULE OF CAPITALIZED SOFTWARE DEVELOPMENT COSTS Â Â June 30, 2024Â Â December 31, 2023Â Â Â Â Â Â Â Beginning balanceÂ $3,990Â Â $6,176Â Â Â Â Â Â Â Â AdditionsÂ Â -Â Â Â 23Â AmortizationÂ Â (499)Â Â (2,209) Ending balanceÂ $3,491Â Â $3,990Â Â The expected future amortization expense for capitalized software development costs as of June 30, 2024, is as follows: Â SCHEDULE OF ESTIMATED AMORTIZATION EXPENSE Year endingÂ AmortizationÂ 2024 remainingÂ $499Â 2025Â Â 998Â 2026Â Â 997Â 2027Â Â 997Â 2028 and thereafterÂ Â -Â Total amortizationÂ $3,491Â Â Option to Acquire Primary Contractor Â In August 2021, the Company entered into a term sheet that provided the Company the option to purchase the Primary Contractor provided certain conditions are met. In November 2021, the Company exercised this option. The Company and the Primary Contractor subsequently reached an agreement-in-principle on the terms for the Companyâ€™s acquisition of the Primary Contractor, the final consummation of which is subject to the execution of a share purchase agreement (the â€œSPAâ€) and the completion of an audit of the Primary Contractor that is satisfactory to the Company (the â€œPrimary Contractor Auditâ€), as well as the fulfillment by the Primary Contractor of certain other conditions set forth in the term sheet. The term sheet stipulates that if the Company had entered into the SPA and the Primary Contractor had the Primary Contractor Audit successfully completed prior to May 15, 2022 (or a subsequent mutually agreed upon date) and the Company thereafter determines not to consummate the acquisition of the Primary Contractor, the Company would have been liable for a $1,000 break-up fee payable to the Primary Contractor. However, as of May 15, 2022, the SPA had not been executed and the Primary Contractor Audit was not completed. The parties are still working together and in discussions regarding the transaction. Based on the term sheet, the purchase price for the Primary Contractor would have been $12,000, which could be paid in cash and/or stock, although the final terms of the acquisition if pursued will be set forth in the final executed SPA. There can be no assurance that the acquisition will be completed on the terms set forth in the term sheet or at all. Â 15 Â Â 4. OPERATING LEASES Â The components of lease expense and supplemental cash flow information related to leases for the period are as follows: SCHEDULE OF LEASE COST Â Â 2024Â Â 2023Â Â Â Â Six Months Ended June 30,Â Â Â 2024Â Â 2023Â Lease costÂ Â Â Â Â Â Â Â Operating lease cost (included in general and administrative expenses in the Companyâ€™s statement of operations)Â $65Â Â $170Â Â Â Â Â Â Â Â Other informationÂ Â Â Â Â Â Â Â Cash paid for amounts included in the measurement of lease liabilitiesÂ $45Â Â $113Â Weighted average remaining lease term â€“ operating leases (in years)Â Â 2.25Â Â Â 3.92Â Weighted average discount rate â€“ operating leasesÂ Â 9.0%Â Â 4.0% Â SCHEDULE OF OPERATING LEASES ASSETS AND LIABILITIES Â Â June 30, 2024Â Â December 31, 2023Â Operating leasesÂ Â Â Â Â Â Â Â Right-of-use assetsÂ $190Â Â $218Â Â Â Â Â Â Â Â Short-term operating lease liabilitiesÂ $72Â Â $67Â Long-term operating lease liabilitiesÂ Â 123Â Â Â 164Â Total operating lease liabilitiesÂ $195Â Â $231Â Â SCHEDULE OF PRESENT VALUE OF LEASE LIABILITIESÂ Year endingÂ Operating LeasesÂ 2024 remainingÂ $46Â 2025Â Â 96Â 2026Â Â 75Â 2027Â Â -Â 2028 and thereafterÂ Â -Â Total lease paymentsÂ Â 217Â Less: Imputed interest/present value discountÂ Â (22) Present value of lease liabilitiesÂ $195Â Â 5. DISCONTINUED OPERATIONS Â On June 13, 2023, the Company entered into a definitive agreement to sell all of its SaaS operating assets and liabilities to SW Sales for $6,500, including $4,750 of cash due upon closing. The operations of the SaaS business have been presented within discontinued operations. Upon completion of the sale of assets to SW Sales, in which the buyer assumed all liabilities related to the SaaS business, the Company recorded an impairment of $5,441 within loss from discontinued operations as the carrying amount of the net assets exceeded the sale price, less selling costs. Â 16 Â Â The following information presents the net revenues and net loss of the SaaS business for the three and six months ended June 30, 2024 and 2023: SCHEDULE OF NET REVENUES AND NET LOSS OF THE SAAS BUSINESS Â Â 2024Â Â 2023Â Â Â Three Months Ended June 30,Â Â Â 2024Â Â 2023Â Â Â Â Â Â Â Net revenuesÂ $-Â Â $1,601Â Â Â Â Â Â Â Â Net lossÂ $-Â Â $(6,080) Â Â Â 2024Â Â 2023Â Â Â Six Months Ended June 30,Â Â Â 2024Â Â 2023Â Â Â Â Â Â Â Net revenuesÂ $-Â Â $3,814Â Â Â Â Â Â Â Â Net lossÂ $-Â Â $(6,954) Â 6. NOTES PAYABLE Â The Company has the following outstanding notes payable as of June 30, 2024 and December 31, 2023: Â SCHEDULE OF NOTES PAYABLE NoteÂ Issuance DateÂ Maturity DateÂ Interest RateÂ Â Original BorrowingÂ Â Balance at June 30, 2024Â Â Balance at December 31, 2023Â Note payable (A)Â May 15, 2020Â May 15, 2050Â Â 3.75%Â $150Â Â $128Â Â $137Â Promissory note payable (B)Â November 7, 2022Â May 7, 2024Â Â 9.0%Â Â 5,470Â Â Â -Â Â Â 1,179Â Promissory note payable (C)Â October 11, 2023Â April 11, 2025Â Â 9.0%Â Â 1,005Â Â -Â Â Â 1,005Â Debt discountÂ Â Â Â Â Â Â Â Â Â -Â Â Â (99) Debt issuance costsÂ Â Â Â Â Â Â Â Â Â -Â Â Â (73) Total notes payableÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â 128Â Â Â 2,149Â Non-currentÂ Â Â Â Â Â Â Â Â Â Â Â Â Â (112)Â Â (362) CurrentÂ Â Â Â Â Â Â Â Â Â Â Â Â Â $16Â Â $1,787Â Â Â (A) On May 15, 2020, the Company executed an unsecured loan with the SBA under the Economic Injury Disaster Loan program in the amount of $150. Installment payments, including principal and interest, began on October 26, 2022. As of June 30, 2024 and December 31, 2023, the outstanding principal and accrued interest balance due under the note was $128 and $137, respectively. Â Â Â Â (B) On November 7, 2022, the Company entered into a note purchase agreement (the â€œNovember Note Purchase Agreementâ€) and promissory note with an institutional investor (the â€œNovember Note Holderâ€) providing for the sale and issuance of an unsecured, non-convertible promissory note in the original principal amount of $5,470, which has an original issue discount of $470, resulting in gross proceeds to the Company of approximately $5,000 (the â€œNovember Note,â€ and such financing, the â€œNovember Note Offeringâ€). The November Note matures eighteen months following the date of issuance. Commencing six months from the date of issuance, the Company is required to make monthly cash redemption payments in an amount not to exceed $600. The November Note may be repaid in whole or in part prior to the maturity date for a 10% premium. The November Note requires the Company to use up to 20% of the gross proceeds raised from future equity or debt financings, or the sale of any subsidiary or material asset, to prepay the November Note, subject to a $2,000 cap on the aggregate prepayment amount. Until all obligations under the November Note have been paid in full, the Company is not permitted to grant a security interest in any of its assets, or to issue securities convertible into shares of common stock, subject in each case to certain exceptions. verbMarketplace, LLC entered into a guaranty, dated November 7, 2022, in connection with the November Note Offering, pursuant to which it guaranteed the obligations of the Company under the November Note in exchange for receiving a portion of the loan proceeds. Â 17 Â Â Â Â In connection with the November Note Offering, the Company incurred $335 of debt issuance costs. The debt issuance costs and the debt discount of $450 were being amortized over the term of the November Notes using the effective interest rate method. As of December 31, 2023, the amount of unamortized debt discount and debt issuance costs was $99 and $73, respectively. During the six months ended June 30, 2024, the Company amortized the remaining amount of $99 of debt discount and $73 of debt issuance costs. Â Â Â Â Â During the six months ended June 30, 2024, the Company issued 11,484,403 shares of its common stock pursuant to an exchange agreement in exchange for a reduction of $1,720 on the outstanding balance of the November Notes.

The shares issued for the share exchange agreement were valued based upon the Nasdaq at-the-market price and is being consistently applied for each share exchange. As a result, there was no gain or loss on the transaction. Â On March 18, 2024, the Company paid the November Notes in full. Â Â Â Â (C) On October 11, 2023, the Company entered into a note purchase agreement with Streeterville pursuant to which Streeterville purchased the Note in the aggregate principal amount of $1,005. The Note bears interest at 9.0% per annum compounded daily. The maturity date of the Note is 18 months from the date of its issuance. Â During the six months ended June 30, 2024, the Company issued 7,630,271 shares of its common stock pursuant to an exchange agreement in exchange for a reduction of $1,057 on the outstanding balance of the Note. The shares issued under the share exchange agreement were valued based upon the Nasdaq at-the-market price and is being consistently applied for each share exchange. The shares issued for the final share exchange agreement on May 3, 2024 were valued at a 10% discount resulting in a loss on this particular transaction of $90. This amount has been recorded as a finance cost in the Companyâ€™s condensed consolidated statement of operations for the three and six months ended June 30, 2024. Â On May 3, 2024, the Note was repaid in full. Â The following table provides a breakdown of interest expense: Â SCHEDULE OF INTEREST EXPENSE Â Â 2024Â Â 2023Â Â Â Three Months Ended June 30,Â Â Â 2024Â Â 2023Â Â Â Â Â Â Â Interest expense â€“ amortization of debt discountÂ $-Â Â $77Â Interest expense â€“ amortization of debt issuance costsÂ Â -Â Â Â 57Â Interest expense â€“ otherÂ Â 10Â Â Â 165Â Â Â Â Â Â Â Â Â Â Total interest expenseÂ $10Â Â $299Â Â Â Â 2024Â Â 2023Â Â Â Six Months Ended June 30,Â Â Â 2024Â Â 2023Â Â Â Â Â Â Â Â Interest expense â€“ amortization of debt discountÂ $99Â Â $163Â Interest expense â€“ amortization of debt issuance costsÂ Â 73Â Â Â 127Â Interest expenseÂ Â 63Â Â Â 480Â Â Â Â Â Â Â Â Â Â Total interest expenseÂ $235Â Â $770Â Â Total interest expense for notes payable to related parties was $0 and $46 for the six months ended June 30, 2024 and 2023, respectively. The Company paid no interest to related parties for the six months ended June 30, 2024 and 2023, respectively. Â 7. DERIVATIVE LIABILITY Â Under authoritative guidance used by the FASB on determining whether an instrument (or embedded feature) is indexed to an entityâ€™s own stock, instruments that do not have fixed settlement provisions are deemed to be derivative instruments. In prior years, the Company granted certain warrants that included a fundamental transaction provision that could give rise to an obligation to pay cash to the warrant holder. As a result, the fundamental transaction clause of these warrants are accounted for as a derivative liability in accordance with ASC 815 and are being re-measured every reporting period with the change in value reported in the statement of operations. Â The derivative liabilities were valued using a Binomial pricing model with the following average assumptions: SCHEDULE OF DERIVATIVE LIABILITY USING BINOMIAL PRICING MODEL ASSUMPTIONS Â Â June 30, 2024Â Â December 31, 2023Â Stock PriceÂ $0.12Â Â $0.17Â Exercise PriceÂ $8.00Â Â $8.00Â Expected LifeÂ Â 0.61Â Â Â 1.08Â VolatilityÂ Â 160%Â Â 202% Dividend YieldÂ Â 0%Â Â 0% Risk-Free Interest RateÂ Â 5.19%Â Â 4.79% Total Fair ValueÂ $-Â Â $1Â Â 18 Â Â The expected life of the warrants was based on the remaining contractual term of the instruments. The Company uses the historical volatility of its common stock to estimate the future volatility for its common stock. The expected dividend yield was based on the fact that the Company has not paid dividends in the past and does not expect to pay dividends in the future. The risk-free interest rate was based on rates established by the Federal Reserve Bank. Â During the six months ended June 30, 2024, the Company recorded income of $1 to account for the changes in the fair value of these derivative liabilities during the period. At June 30, 2024, the fair value of the derivative liability was $0. Â During the six months ended June 30, 2023, the Company recorded income of $206 to account for the changes in the fair value of these derivative liabilities during the period. Â 8. CAPITAL STOCK Â Common Stock Â The Companyâ€™s common stock activity for the six months ended June 30, 2024 is as follows: Â Shares Issued as Part of ATM Offerings Â During the six months ended June 30, 2024, the Company issued 55,700,146 shares of its common stock and received net proceeds of $12,130, net of offering costs of $136, resulting from ATM issuances. On March 19, 2024, the Ascendiant Sales Agreement was amended to increase the amount available from $960 to $6,260. On March 29, 2024, the Ascendiant Sales Agreement was amended to increase the amount available from $6,260 to $9,010. On May 10, 2024, the Ascendiant Sales Agreement was amended to increase the amount available from $9,010 to $12,765. Â Regulation A Public Offering Â During the six months ended June 30, 2024, the Company issued 27,397,258 shares of its common stock and received net proceeds of $6,466, net of offering costs of $109, resulting from a Form 1-A public offering of its common stock pursuant to Regulation A. Â Shares Issued as Payment on Notes Payable Â During the six months ended June 30, 2024, the Company issued 11,484,403 shares of its common stock to Streeterville in exchange for a reduction of $1,720 on the outstanding balance of the November Notes. Â During the six months ended June 30, 2024, the Company issued 7,630,271 shares of its common stock pursuant to an exchange agreement in exchange for a reduction of $1,057 on the outstanding balance of the Note. Â Shares Issued for Services Â During the six months ended June 30, 2024, the Company issued 4,514 shares of common stock to its CEO, Rory Cutaia, associated with the vesting of Restricted Stock Units. Â Series C Preferred Shares Redeemed in Exchange for Common Shares Â On May 9, 2024, the Company redeemed 505 Series C Preferred Shares in exchange for 4,757,246 common shares in order to reduce the amount of dividend to be accrued. See Note 13 â€“ Subsequent Events. Â Preferred Stock Â The Companyâ€™s preferred stock activity for the six months ended June 30, 2024 was as follows: Â Series C Â On December 28, 2023, the Company filed a certificate of designation of preferences and rights (the â€œCertificate of Designationâ€) of Series C Preferred Stock (the â€œSeries C Preferred Stockâ€), with the Secretary of State of Nevada, designating 5,000 shares of preferred stock, par value $0.0001 of the Company, as Series C Preferred Stock. Each share of Series C Preferred Stock shall have a stated face value of $1,300.00 (â€œStated Valueâ€). The Series C Preferred Stock is not convertible into common shares of capital stock of the Company and as such is non-dilutive to current stockholders. Â Each share of Series C Preferred Stock shall accrue a rate of return on the Stated Value at the rate of 10% per year, compounded annually to the extent not paid as set forth in the Certificate of Designation, and to be determined pro rata for any fractional year periods (the â€œPreferred Returnâ€). The Preferred Return shall accrue on each share of Series C Preferred Stock from the date of its issuance and shall be payable or otherwise settled as set forth in the Certificate of Designation. Â Commencing on the 1 year anniversary of the issuance date of each share of Series C Preferred Stock, each such share of Series C Preferred Stock shall accrue an automatic quarterly dividend, based on three quarters of 91 days each and the last quarter of 92 days (or 93 days for leap years), which shall be calculated on the Stated Value of such share of Series C Preferred Stock, and which shall be payable in additional shares of Series C Preferred Stock, based on the Stated Value, or in cash as set forth in the Certificate of Designation (each, as applicable, the â€œQuarterly Dividendâ€). For the period beginning on the 1 year anniversary of the issuance date of a share of Series C Preferred Stock to the 2 year anniversary of the issuance date of a share of Series C Preferred Stock, the Quarterly Dividend shall be 2.5% per quarter, and for all periods following the 2 year anniversary of the issuance date of a share of Series C Preferred Stock, the Quarterly Dividend shall be 5% per quarter. Â Subject to the terms and conditions set forth in the Certificate of Designation, at any time the Company may elect, in the sole discretion of the Board of Directors, to redeem all, but not less than all, of the Series C Preferred Stock then issued and outstanding from all of the Series C Preferred Stock Holders (a â€œCorporation Optional Redemptionâ€) by paying to the applicable Series C Preferred Stock Holders an amount in cash equal to the Series C Preferred Liquidation Amount (as defined in the Certificate of Designation) then applicable to such shares of Series C Preferred Stock being redeemed in the Corporation Optional Conversion (the â€œRedemption Priceâ€). Â The Series C Preferred Stock confers no voting rights on holders, except with respect to matters that materially and adversely affect the voting powers, rights or preferences of the Series C Preferred Stock or as otherwise required by applicable law. Â On December 29, 2023, the Company entered into a Securities Purchase Agreement with Streeterville, pursuant to which the Company sold and Streeterville purchased 3,000 shares of the Companyâ€™s newly designated non-convertible Series C Preferred Stock (the â€œSeries C Sharesâ€) for a total purchase price of $3,000. The Shares have a 10% stated annual dividend, no voting rights and has a face value of $1,300 per share. The sale of the Series C Shares was consummated on December 29, 2023. Â On May 9, 2024, the Company redeemed 505 Series C Preferred Shares in exchange for 4,757,246 common shares in order to reduce the amount of dividend to be accrued. The transaction was done at the Nasdaq at-the-market price. No broker was involved in the transaction and no fees or commissions were paid or incurred by the Company. See Note 13 â€“ Subsequent Events. Â The Company has accrued $141 in preferred stock dividend payable as of June 30, 2024. Â 19 Â Â 9. RESTRICTED STOCK UNITS Â A summary of restricted stock unit activity for the six months ended June 30, 2024 is presented below. SUMMARY OF RESTRICTED STOCK AWARD ACTIVITY Â Â Â Â Â Weighted-Â Â Â Â Â AverageÂ Â Â Â Â Â Grant DateÂ Â Â SharesÂ Â Fair ValueÂ Â Â Â Â Â Non-vested at January 1, 2024Â Â 153,366Â Â $5.88Â GrantedÂ Â -Â Â Â -Â Vested/deemed vestedÂ Â (5,139)Â Â 52.60Â ForfeitedÂ Â -Â Â Â -Â Non-vested at June 30, 2024Â Â 148,227Â Â $4.26Â Â The total fair value of restricted stock units that vested or deemed vested during the six months ended June 30, 2024 was $270. The total stock compensation expense recognized relating to the vesting of restricted stock units for the three and six months ended June 30, 2024 amounted to $104 and $209, respectively. As of June 30, 2024, the amount of unvested compensation related to issuances of restricted stock units was $376 which will be recognized as an expense in future periods as the shares vest. Â 10. STOCK OPTIONS Â A summary of option activity for the six months ended June 30, 2024 is presented below. SCHEDULE OF STOCK OPTION ACTIVITY Â Â Â Â Â Â Â Â Weighted-Â Â Â Â Â Â Â Â Weighted-Â Â AverageÂ Â Â Â Â Â Â Â AverageÂ Â RemainingÂ Â AggregateÂ Â Â Â Â Â ExerciseÂ Â ContractualÂ Â IntrinsicÂ Â OptionsÂ Â PriceÂ Â Life (Years)Â Â ValueÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Outstanding at January 1, 2024Â Â 2,086,882Â Â $1.20Â Â Â 4.60Â Â $-Â GrantedÂ Â -Â Â Â -Â Â Â -Â Â Â -Â ForfeitedÂ Â (47,917)Â Â 2.24Â Â Â -Â Â Â -Â ExercisedÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Outstanding at June 30, 2024Â Â 2,038,965Â Â $1.18Â Â Â 4.04Â Â $-Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Vested June 30, 2024Â Â 1,033,579Â Â $1.34Â Â Â -Â Â $-Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Exercisable at June 30, 2024Â Â 1,033,579Â Â $1.34Â Â Â -Â Â $-Â Â 20 Â Â At June 30, 2024, the intrinsic value of the outstanding options was $0. Â The total stock compensation expense recognized relating to the vesting of stock options for the three and six months ended June 30, 2024 amounted to $206 and $429. As of June 30, 2024, the total unrecognized share-based compensation expense was $1,023, which is expected to be recognized as part of operating expense through September 2027. Â The fair value of share option award is estimated using the Black-Scholes option pricing method based on the following weighted-average assumptions: SCHEDULE OF FAIR VALUE ASSUMPTIONS USING BLACK-SCHOLES METHOD Â Â Six Months Ended June 30,Â Â Â 2024Â Â 2023Â Risk-free interest rateÂ Â 4.62%Â Â 3.95% Average expected termÂ Â 5 yearsÂ Â Â 5 yearsÂ Expected volatilityÂ Â 270.57%Â Â 127.5% Expected dividend yieldÂ Â -Â Â Â -Â Â The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of measurement corresponding with the expected term of the share option award; the expected term represents the weighted-average period of time that share option awards granted are expected to be outstanding giving consideration to vesting schedules and historical participant exercise behavior; the expected volatility is based upon historical volatility of the Companyâ€™s common stock; and the expected dividend yield is based on the fact that the Company has not paid dividends in the past and does not expect to pay dividends in the future. Â 11. STOCK WARRANTS Â The Company has the following warrants outstanding as of June 30, 2024, all of which are exercisable: Â SCHEDULE OF WARRANTS OUTSTANDING Â Â WarrantsÂ Â Weighted- Average Exercise PriceÂ Â Weighted- Average Remaining Contractual Life (Years)Â Â Aggregate Intrinsic ValueÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Outstanding at January 1, 2024Â Â 919,664Â Â $33.76Â Â Â 3.10Â Â $-Â GrantedÂ Â -Â Â Â -Â Â Â -Â Â Â -Â ForfeitedÂ Â (179,296)Â Â 138.20Â Â Â -Â Â Â -Â ExercisedÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Outstanding at June 30, 2024, all vestedÂ Â 740,368Â Â $8.47Â Â Â 3.29Â Â $-Â Â Â At June 30, 2024 the intrinsic value of the outstanding warrants was $0. Â On January 24, 2023, the Company entered into an underwriting agreement with Aegis relating to the January 2023 offering, issuance and sale of 901,275 shares of the Companyâ€™s common stock at a public offering price of $8.00 per share. As a result of this transaction, certain warrants which previously had an exercise price of $13.60 per share, had the exercise price reduced to $8.00 per share, which resulted in the Company recognizing a deemed dividend of $164. Â At the close of business on April 5, 2024, the Companyâ€™s unexercised publicly traded warrants under the symbol VERBW expired pursuant to their original terms and as such Nasdaq suspended trading the 175,823 remaining warrants and the trading symbol VERBW was delisted from Nasdaq. Â 21 Â Â 12. COMMITMENTS AND CONTINGENCIES Â Litigation Â The Company is currently in a dispute with a former employee of its predecessor bBooth, Inc. who has interposed a breach of contract claim in which he alleges that in 2015 he was entitled to approximately $300 in unpaid bonus compensation. This former employee filed his complaint in the Superior Court of California for the County of Los Angeles on November 20, 2019, styled Meyerson v. Verb Technology Company, Inc., et al. (Case No. 19STCV41816). The Company disputed the former employeeâ€™s claims and interposed several affirmative defenses, including that the claims are contradicted by documentary evidence, barred by the applicable statute of limitations, and barred by a written, executed release. On February 9, 2021, the former employeeâ€™s counsel filed a motion for summary judgment, or in the alternative, summary adjudication against the Company. On October 13, 2021, the California court issued an order (i) denying the former employeeâ€™s motion for summary judgment on his claims against the Company, but (ii) granting the former employeeâ€™s motion to dismiss the Companyâ€™s affirmative defenses, which ruling the Company contends was in error. Under the rules, the Company is precluded from appealing the dismissal of its affirmative defenses until after a trial. On August 29, 2023, after a bench trial at which the Company was precluded from introducing evidence of its affirmative defenses, the court found in favor of Plaintiff Meyerson; and judgment was entered in Meyersonâ€™s favor in the amount of $584 which included interest. Meyersonâ€™s counsel thereafter submitted an untimely request for attorneyâ€™s fees and costs which the Company has opposed. As of this date, that motion has yet to be decided. After the trial, the Company filed a timely appeal from the judgment (Meyerson v. Verb Technology Company, Inc. (2023 2nd Appellate District) Case No.: B334777, seeking among other things, that the trial courtâ€™s finding be vacated and that the Companyâ€™s affirmative defenses be reinstated. As of this date, the appeal has yet to be heard. The Company has accrued the liability at June 30, 2024 and believes the accrual is adequate pending the outcome of the appeal process. Â The Company knows of no material proceedings in which any of its directors, officers, or affiliates, or any registered or beneficial stockholder is a party adverse to the Company or any of its subsidiaries or has a material interest adverse to the Company or any of its subsidiaries. Â The Company believes it has adequately reserved for all litigation within its financial statements. Â Board of Directors Â The Company has committed an aggregate of $598 in board fees to its three independent board members over the term of their appointment for services to be rendered. This amount includes a one-time performance-based bonus payment to a board member that is non-recurring. The Companyâ€™s CEO does not receive compensation for serving on the Board of Directors. Â Board fees are accrued and paid monthly. The members will serve on the board until the annual meeting for the year in which their term expires or until their successors have been elected and qualified. Â Total board fees expensed during the six months ended June 30, 2024 was $403. Â 13. SUBSEQUENT EVENTS Â The Company has evaluated subsequent events through August 14, 2024, the date these financial statements are available to be issued. The Company believes there were no material events or transactions discovered during this evaluation that requires recognition or disclosure in the financial statements other than the items discussed below. Â Series C Preferred Shares Redeemed in Exchange for Common Shares Â On December 29, 2023, the Company issued 3,000 Series C Preferred Shares to an institutional investor pursuant to a securities purchase agreement and certificate of designation previously filed. The Series C Preferred Shares carried a 10% annual dividend. Â Subsequent to June 30, 2024, the Company redeemed 1,300 Series C Preferred Shares in exchange for 17,391,534 common shares in order to reduce the amount of dividend to be accrued. The transaction was done at the Nasdaq at-the-market price. No broker was involved in the transaction and no fees or commissions were paid or incurred by the Company. Â Nasdaq Delisting Notice Â On August 6, 2024, the Company received notice from the Staff indicating that the bid price for the Companyâ€™s common stock had closed below $0.10 per share for the 10-consecutive trading day period ended August 5, 2024 and, accordingly, the Company is subject to the provisions contemplated under Nasdaq Listing Rule 5810(c)(3)(A)(iii) (the â€œLow Priced Stock Ruleâ€) and its securities are subject to delisting from Nasdaq unless the Company timely requests a hearing before the Nasdaq Hearings Panel (the â€œPanelâ€). Â On August 12, 2024, the Company timely requested a hearing before the Panel, which such request automatically stays any further action by Nasdaq at least until the hearing is held and the expiration of any extension period that may be granted by the Panel. The Companyâ€™s common stock will continue to trade on Nasdaq under the symbol â€œVERBâ€ pending completion of the hearing process. There can be no assurance that the Panel will grant the Companyâ€™s request for continued listing or that the Company will be able meet the continued listing requirements during any compliance period that may be granted by the Panel. Â On August 2, 2024, the Company filed a preliminary proxy statement on Schedule 14A in connection with the Companyâ€™s annual meeting of stockholders scheduled for September 26, 2024. On August 6, 2024, the Company filed an amended proxy statement on Schedule PRER14A. In the event the Company does not regain compliance with the Bid Price Rule on or before September 26, 2024, then at the annual meeting, the Company intends to seek the approval of its stockholders to implement a reverse stock split in the range within a range of one-for-five (1-for-5) to a maximum of a one-for-two hundred (1-for-200). Upon receipt of the requisite approval of its stockholders, the Company intends to expeditiously implement the reverse stock split to regain compliance with Nasdaqâ€™s bid price requirement. Â 22 Â Â ITEM 2 â€“ MANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS Â Forward-Looking Statements Â The following discussion and analysis of the results of operations and financial condition of our company for the three- and six-month periods ended June 30, 2024 and 2023 should be read in conjunction with the financial statements and related notes and the other financial information that are included elsewhere in this Quarterly Report on Form 10-Q. This discussion includes forward-looking statements based

upon current expectations that involve risks and uncertainties, such as our plans, objectives, expectations, and intentions. Forward-looking statements are statements not based on historical fact and which relate to future operations, strategies, financial results, or other developments. Forward-looking statements are based upon estimates, forecasts, and assumptions that are inherently subject to significant business, economic, and competitive uncertainties and contingencies, many of which are beyond our control and many of which, with respect to business decisions, are subject to change. These uncertainties and contingencies can cause actual results to differ materially from those expressed in any forward-looking statements made by us, or on our behalf. We disclaim any obligation to update forward-looking statements. Actual results and the timing of events could differ materially from those anticipated in these forward-looking statements as a result of a number of factors. We use words such as â€œanticipate,â€ â€œestimate,â€ â€œplan,â€ â€œproject,â€ â€œcontinuing,â€ â€œongoing,â€ â€œexpect,â€ â€œbelieve,â€ â€œintend,â€ â€œmay,â€ â€œwill,â€ â€œshould,â€ â€œcould,â€ and similar expressions to identify forward-looking statements. Â As used in this Quarterly Report on Form 10-Q, the terms â€œwe,â€ â€œus,â€ â€œour,â€ and â€œVerbâ€ refer to Verb Technology Company, Inc., a Nevada corporation, individually, or as the context requires, collectively with its subsidiaries, Verb Direct, LLC, or Verb Direct, Verb Acquisition Co., Inc., or Solofire, and verbMarketplace, LLC, dba MARKET.live, on a consolidated basis, unless otherwise specified. Â Overview Â Through June 13, 2023, we operated three distinct lines of business through separate wholly owned subsidiaries. Verb Direct, LLC, a sales Software-as-a-Service (â€œSaaSâ€) platform for the direct sales industry; Verb Acquisition Co., LLC, which was a sales SaaS platform for the Life Sciences industry and sports teams (collectively the â€˜SaaS Assetsâ€); and verbMarketplace, LLC dba MARKET.live, which is a multi-vendor, multi-presenter, livestream social shopping platform that combines ecommerce and entertainment. Â We determined that by focusing all of our resources solely on the development and operation of MARKET.live, our livestream shopping platform, over time we expect to generate greater shareholder value than we could through the continued operation of our SaaS Assets. Accordingly, after an extensive, thorough seven-month process to identify a buyer willing to pay the highest price on the most favorable terms for the SaaS Assets, managed by a prominent M&A advisory firm, on June 13, 2023 we disposed of all of the operating SaaS Assets pursuant to an asset purchase agreement in consideration of the sum of $6.5 million, $4.75 million of which was paid in cash by the buyer at the closing of the transaction. Â 23 Â Â Additional payments in the aggregate of $1.75 million will be paid by the buyer if certain profitability and revenue targets are met within each of the two-year periods following the closing date as set forth more particularly in the asset purchase agreement. Â Our MARKET.live Business Â The Companyâ€™s MARKET.live platform is a multi-vendor, multi-presenter, livestream social shopping destination the leverages the current convergence of ecommerce and entertainment, where hundreds of retailers, brands, creators and influencers can monetize their base of fans and followers across social media channels. Brands, retailers and creators that join MARKET.live have the ability to broadcast livestream shopping events simultaneously on numerous social media channels, including TikTok, as well as on MARKET.live, reaching exponentially larger audiences. The Companyâ€™s recent technological integrations with META, created a seamless, native, friction-free checkout process for Facebook and Instagram users to purchase MARKET.live vendorsâ€™ products within each of those popular apps. This integration allows Facebook and Instagram users to browse products featured in MARKET.live shoppable videos, place products in a native shopping cart and checkout â€“ all without leaving Facebook or Instagram. Â On September 5, 2023, the Company completed development work on a new MARKET.live capability that facilitated a deeper integration into the TikTok social media platform, which could expose MARKET.live shoppable programming to tens of millions of potential viewers/purchasers. This new capability allows shoppers watching a MARKET.live stream on TikTok to stay on that site and check out through that site, eliminating the friction or reluctance of TikTok users to leave their TikTok feed in order to complete their purchase on MARKET.live. Our technology integration allows the purchase data to flow back through MARKET.live and to the individual vendors and stores on MARKET.live seamlessly for fulfillment of the orders. Â On March 27, 2024, the Company announced that it expanded its strategic relationship with TikTok and entered into a formal partnership with TikTok Shop pursuant to which MARKET.live became a service provider for TikTok Shop and officially designated as a TikTok Shop Partner (TSP) . Under the terms of the partnership, TikTok Shop refers consumer brands, retailers, influencers and affiliates leads to MARKET.live for a menu of MARKET.live paid services that include, among other things, assistance in onboarding to TikTok and establishing a TikTok store, hosting training sessions and webinars for prospective TikTok Shop sellers, studio space rental in both the West Coast and East Coast MARKET.live studios, content creation and production services, and TikTok Shop maintenance and enhancements for existing TikTok clientsâ€™ stores. The partnership also contemplates TikTok Shop sponsored studio rentals, as well as a paid-for â€œday passâ€ for use of MARKET.live studio services by TikTok creators, influencers and affiliates. MARKET.live is expected to generate revenue through fees, including monthly recurring fees, paid directly to MARKET.live by the brands, retailers, influencers and affiliates referred to MARKET.live by TikTok. In addition, it is contemplated that MARKET.live will receive a percentage of monthly revenue generated through the TikTok stores MARKET.live establishes for the brands, retailers, influencers and affiliates that TikTok Shop refers to MARKET.live. Â The partnership also contemplates the use of MARKET.live studios as TikTok â€œSample Centersâ€ where TikTok creators will have access to product samples for use in their TikTok Shop videos produced at MARKET.live studios. In addition to the compensation referenced above, TikTok will compensate MARKET.live directly for the attainment of certain pre-established performance goals and objectives agreed-to between the parties. Â The Companyâ€™s recent drop ship and affiliate programs are currently being revised to incorporate the benefits and implications of the recent META integrations as well as the new TikTok partnership. The Company is actively engaged in completing development on integrations into additional large social media platforms, as well as developing partnerships and strategic alliances that it believes will help foster the growth of the Companyâ€™s business. Â Economic Disruption Â Our business is dependent in part on general economic conditions. Many jurisdictions in which our customers are located and our products are sold have experienced and could continue to experience unfavorable general economic conditions, such as inflation, increased interest rates and recessionary concerns, which could negatively affect demand for our products. Under difficult economic conditions, customers may seek to cease spending on our current products or fail to adopt our new products. We cannot predict the timing or impact of an economic slowdown, or the timing or strength of any economic recovery. These and other economic factors could have a material adverse effect on our business, financial condition, and results of operations. Â 24 Â Â Recent Developments Â Nasdaq Deficiency Notices Â August 18, 2023 Notice Â â€˜On August 18, 2023, the Company received a notice from The Nasdaq Stock Market LLC (â€œNASDAQâ€) indicating that it did not meet the minimum of $2.5 million in stockholdersâ€™ equity required by NASDAQ Listing Rule 5550(b)(1) (the â€œListing Ruleâ€) for continued listing, or the alternatives of market value of listed securities or net income from continuing operations. The notice was based upon the Companyâ€™s Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2023, which reported that the Companyâ€™s total stockholdersâ€™ equity as of June 30, 2023 was ($1.818 million).On October 9, 2023, the Company submitted a plan to regain compliance with the Listing Rule and was given an extension until February 14, 2024 to evidence compliance through a public filing. Â On February 5, 2024, the Company reported in a Current Report on Form 8-K (the â€œForm 8-K Filingâ€) that based on its unaudited balance sheet as of December 31, 2023, it believed it had regained compliance with the stockholdersâ€™ equity requirement of NASDAQ Listing Rule 5550(b)(1) for continued listing. On February 5, 2024, the Company was informed that based upon the Form 8-K Filing, the Staff determined that the Company is in compliance with Listing Rule 550(b)(1). Â November 2, 2023 Notice Â On November 2, 2023, the Company received a letter from The NASDAQ Stock Market advising that the Company did not meet the minimum $1.00 per share bid price requirement for continued inclusion on The NASDAQ Capital Market pursuant to NASDAQ Marketplace Listing Rule 5550(a)(2) because the closing bid price per share for the Companyâ€™s common stock had closed below $1.00 for the previous 30 consecutive business days (the â€œBid Price Ruleâ€). The Company was given until April 30, 2024, to regain compliance with the Bid Price Rule. Â May 1, 2024 Notice Â On May 1, 2024, the Company received notice from Nasdaq that the Company has been granted an additional 180-day grace period, or until October 28, 2024, to regain compliance with the Bid Price Rule. To regain compliance with the Bid Price Rule and qualify for continued listing on the Nasdaq Capital Market, the minimum bid price per share of the Companyâ€™s common stock must be at least $1.00 for at least 10 consecutive business days on or prior to October 28, 2024. If the Company fails to regain compliance during the additional compliance period, then Nasdaq will notify the Company of its determination to delist the Companyâ€™s common stock, at which point the Company would have an opportunity to appeal the delisting determination to a Nasdaq Listing Qualifications Panel. Â August 6, 2024 Notice Â On August 6, 2024, the Company received notice from the Staff indicating that the bid price for the Companyâ€™s common stock had closed below $0.10 per share for the 10-consecutive trading day period ended August 5, 2024 and, accordingly, the Company is subject to the provisions contemplated under Nasdaq Listing Rule 5810(c)(3)(A)(iii) (the â€œLow Priced Stock Ruleâ€) and its securities are subject to delisting from Nasdaq unless the Company timely requests a hearing before the Nasdaq Hearings Panel (the â€œPanelâ€). Â On August 12, 2024, the Company timely requested a hearing before the Panel, which such request automatically stays any further action by Nasdaq at least until the hearing is held and the expiration of any extension period that may be granted by the Panel. The Companyâ€™s common stock will continue to trade on Nasdaq under the symbol â€œVERBâ€ pending completion of the hearing process. There can be no assurance that the Panel will grant the Companyâ€™s request for continued listing or that the Company will be able meet the continued listing requirements during any compliance period that may be granted by the Panel. Â On August 2, 2024, the Company filed a preliminary proxy statement on Schedule 14A in connection with the Companyâ€™s annual meeting of stockholders scheduled for September 26, 2024. On August 6, 2024, the Company filed an amended proxy statement on Schedule PRER14A. In the event the Company does not regain compliance with the Bid Price Rule on or before September 26, 2024, then at the annual meeting, the Company intends to seek the approval of its stockholders to implement a reverse stock split in the range within a range of one-for-five (1-for-5) to a maximum of a one-for-two hundred (1-for-200). Upon receipt of the requisite approval of its stockholders, the Company intends to expeditiously implement the reverse stock split to regain compliance with Nasdaqâ€™s bid price requirement. Â Series C Preferred Stock Offering Â On December 29, 2023, the Company entered into a securities purchase agreement with Streeterville Capital, LLC (the â€œStreeterville Purchase Agreementâ€), pursuant to which the Company sold 3,000 shares of the Companyâ€™s newly designated non-convertible Series C Preferred Stock for proceeds of $3.0 million. The Series C Preferred Stock receives a 10% stated annual dividend, has no voting rights and has a face value of $1,300 per share. The sale of the Series C Preferred Stock was consummated on December 29, 2023. Â On May 9, 2024, the Company redeemed 505 Series C Preferred Shares in exchange for 4,757,246 common shares in order to reduce the amount of dividend to be accrued. The transaction was done at the Nasdaq at-the-market price. No broker was involved in the transaction and no fees or commissions were paid or incurred by the Company. Â On July 17, 2024, the Company redeemed 350 Series C Preferred Shares in exchange for 4,446,042 common shares in order to further reduce the amount of dividend to be accrued. The transaction was done at the Nasdaq at-the-market price. No broker was involved in the transaction and no fees or commissions were paid or incurred by the Company. Â On July 25, 2024, the Company redeemed 950 Series C Preferred Shares in exchange for 12,945,492 common shares in order to further reduce the amount of dividend to be accrued. The transaction was done at the Nasdaq at-the-market price. No broker was involved in the transaction and no fees or commissions were paid or incurred by the Company. Â The Company has accrued $0.14 million in preferred stock dividend payable as of June 30, 2024. Â ATM Offerings Â On December 15, 2023, the Company entered into an At-the-Market Issuance Sales Agreement (the â€œAscendiant Sales Agreementâ€) with Ascendiant Capital Markets, LLC, as sales agent, to sell, from time to time, shares of its common stock having an aggregate offering price of up to $960 thousand, through an â€œat the marketâ€ offering pursuant to the Companyâ€™s Registration Statement on Form S-3 (File No. 333-264038), as supplemented by a prospectus supplement. On March 19, 2024, the Ascendiant Sales Agreement was amended to increase the amount available from $960 thousand to approximately $6.3 million. On March 29, 2024, the Ascendiant Sales Agreement was amended to increase the amount available from approximately $6.3 million to approximately $9.0 million. On May 10, 2024, the Ascendiant Sales Agreement was amended to increase the amount available from approximately $9.0 million to approximately $12.8 million. From December 15, 2023 to May 30, 2024, the Company issued 56,387,450 shares of its common stock and received $12.4 million of aggregate net proceeds in â€œat the marketâ€ offerings under the Ascendiant Sales Agreement. Â 25 Â Â Public Offering of Common Stock â€“ Regulation A Â During the six months ended June 30, 2024, the Company entered into subscription agreements with certain accredited investors, pursuant to which the Company issued and sold to the investors 27,397,258 shares of its Common Stock, par value $0.0001 per share of the Company at a price of $0.24 per share for gross proceeds to the Company of $6.6 million. Â The Shares issued in the offering were offered at-the-market under Nasdaq rules and pursuant to the Companyâ€™s Form 1-A, initially filed by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended, on February 14, 2024 and qualified on March 11, 2024. Â The Company filed a second Form 1-A on May 30, 2024, which was qualified on June 11, 2024. The Company has not sold any securities pursuant to this second Form 1-A. Â Issuance of common shares as payment on notes payable Â On October 11, 2023, the Company entered into a note purchase agreement with Streeterville Capital, LLC, pursuant to which the Company sold a promissory note in the aggregate principal amount of $1.0 million (the â€œNoteâ€). The Note bears interest at 9.0% per annum compounded daily. The maturity date of the Note is 18 months from the date of its issuance. In connection with the sale of the Note, verbMarketplace, LLC, a wholly owned subsidiary of the Company, entered into a Guaranty, dated October 11, 2023, pursuant to which it guaranteed the obligations of the Company under the Note in exchange for receiving a portion of the proceeds. Â During the six months ended June 30, 2024, the Company issued 7,630,271 shares of its common stock in exchange for a reduction of $1.1 million on the outstanding balance of the Note. On May 3, 2024, the Company repaid the Note in full. Â During the six months ended June 30, 2024, the Company issued 11,484,403 shares of its common stock in exchange for a reduction of $1.7 million on the outstanding balance of the November Notes. On March 18, 2024, the Company repaid the November Notes in full. Â Results of Operations Â Three Months Ended June 30, 2024 as Compared to the Three Months Ended June 30, 2023 Â The following is a comparison of our results of operations for the three months ended June 30, 2024 and 2023 (in thousands): Â Â Â Three Months Ended June 30,Â Â Â 2024Â Â 2023Â Â ChangeÂ Â Â ÂÂÂ ÂÂÂ ÂÂ RevenueÂ $37Â Â $3Â Â $34Â Â Â ÂÂÂÂ ÂÂÂÂ ÂÂÂ Costs and expensesÂ ÂÂÂÂ ÂÂÂÂ ÂÂÂ Cost of revenue, exclusive of depreciation and amortization shown separately belowÂ Â 31Â Â Â 1Â Â Â 30Â Depreciation and amortizationÂ Â 269Â Â Â 583Â Â Â (314) General and administrativeÂ Â 2,142Â Â Â 2,685Â Â Â (543) Total costs and expensesÂ Â 2,442Â Â Â 3,269Â Â Â (827) Â Â ÂÂÂÂ ÂÂÂÂ ÂÂÂ Operating loss from continuing operationsÂ Â (2,405)Â Â (3,266)Â Â 861Â Â Â ÂÂÂÂ ÂÂÂÂ ÂÂÂ Other income (expense), netÂ Â ÂÂÂÂ ÂÂÂÂ ÂÂÂ Interest incomeÂ Â 168Â Â Â -Â Â Â 168Â Interest expenseÂ Â (10)Â Â (299)Â Â 289Â Financing costsÂ Â (90)Â Â (1,239)Â Â 1,149Â Other income (expense), netÂ Â 604Â Â Â 830Â Â Â (226) Change in fair value of derivative liabilityÂ Â 2Â Â Â 198Â Â Â (196) Total other income (expense), netÂ Â 674Â Â Â (510)Â Â 1,184Â Â Â ÂÂÂÂ ÂÂÂÂ ÂÂÂ Net loss from continuing operationsÂ $(1,731)Â $(3,776)Â $2,045Â Â 26 Â Â Revenue Â Our primary focus is on the growth of our MARKET.live business. Currently, the business is generating minimal revenues. Â Operating Expenses Â Depreciation and amortization expenses were $0.3 million for the three months ended June 30, 2024, as compared to $0.6 million for the three months ended June 30, 2023. Â General and administrative expenses including stock compensation expense were $2.1 million for the three months ended June 30, 2024, as compared to $2.7 million for the three months ended June 30, 2023. The decrease of $0.6 million or 20%, in general and administrative expenses including stock compensation expense is primarily due to decreased personnel expense associated with headcount reduction as compared to the prior year comparable period. Â Other Income (Expense), net Â Other income, net, for the three months ended June 30, 2024 was $0.7 million, which was primarily attributable to interest income, net of $0.2 million, and other income, net of $0.6 million both offset by financing costs incurred of $0.1 million. Â Six Months Ended June 30, 2024 as Compared to the Six Months Ended June 30, 2023 Â The following is a comparison of our results of operations for the six months ended June 30, 2024 and 2023 (in thousands): Â Â Â Six Months Ended June 30,Â Â Â 2024Â Â 2023Â Â ChangeÂ Â Â ÂÂÂ ÂÂÂ ÂÂ RevenueÂ $44Â Â $5Â Â $39Â Â Â ÂÂÂÂ ÂÂÂÂ ÂÂÂ Costs and expensesÂ ÂÂÂÂ ÂÂÂÂ ÂÂÂ Cost of revenue, exclusive of depreciation and amortization shown separately belowÂ Â 36Â Â Â 2Â Â Â 34Â Depreciation and amortizationÂ Â 525Â Â Â 1,166Â Â Â (641) General and administrativeÂ Â 5,105Â Â Â 6,230Â Â Â (1,125) Total costs and expensesÂ Â 5,666Â Â Â 7,398Â Â Â (1,732) Â Â ÂÂÂÂ ÂÂÂÂ ÂÂÂ Operating loss from continuing operationsÂ Â (5,622)Â Â (7,393)Â Â 1,771Â Â Â ÂÂÂÂ ÂÂÂÂ ÂÂÂ Other income (expense), netÂ Â ÂÂÂÂ ÂÂÂÂ ÂÂÂ Interest incomeÂ Â 168Â Â Â -Â Â Â 168Â Interest expenseÂ Â (235)Â Â (770)Â Â 535Â Financing costsÂ Â (90)Â Â (1,239)Â Â 1,149Â Other income (expense), netÂ Â 602Â Â Â 780Â Â Â (178) Change in fair value of derivative liabilityÂ Â 1Â Â Â 206Â Â Â (205) Total other income (expense), netÂ Â 446Â Â Â (1,023)Â Â 1,469Â Â Â ÂÂÂÂ ÂÂÂÂ ÂÂÂ Net loss from continuing operationsÂ $(5,176)Â $(8,416)Â $3,240Â Â 27 Â Â Revenue Â Our primary focus is on the growth of our MARKET.live business. Currently, the business is generating minimal revenues. Â Operating Expenses Â Depreciation and amortization expenses were $0.5 million for the six months ended June 30, 2024, as compared to $1.2 million for the six months ended June 30, 2023. Â General and administrative expenses including stock compensation expense were $5.1 million for the six months ended June 30, 2024, as compared to $6.2 million for the six months ended June 30, 2023. The decrease of $1.1 million or 18%, in general and administrative expenses including stock compensation expense is primarily due to decreased personnel expense associated with headcount reduction as compared to the prior year comparable period. Â Other Income

(Expense), net Â Other income, net, for the six months ended June 30, 2024 was $0.4 million, which was primarily attributable to other income, net of $0.6 million offset by interest expense, net of $0.1 million and financing costs incurred of $0.1 million. Â Use of Non-GAAP Measures â€“ Modified EBITDA Â In addition to our results under generally accepted accounting principles (â€œGAAPâ€), we present Modified EBITDA as a supplemental measure of our performance. However, Modified EBITDA is not a recognized measurement under GAAP and should not be considered as an alternative to net income, income from operations or any other performance measure derived in accordance with GAAP or as an alternative to cash flow from operating activities as a measure of liquidity. We define Modified EBITDA as net income (loss), plus depreciation and amortization, share-based compensation, interest (income) expense, financing costs, change in fair value of derivative liability, other (income) expense, loss from discontinued operations, net of tax, and other non-recurring charges. Â Management considers our core operating performance to be that which our managers can affect in any particular period through their management of the resources that affect our underlying revenue and profit generating operations that period. Non-GAAP adjustments to our results prepared in accordance with GAAP are itemized below. You are encouraged to evaluate these adjustments and the reasons we consider them appropriate for supplemental analysis. In evaluating Modified EBITDA, you should be aware that in the future we may incur expenses that are the same as or similar to some of the adjustments in this presentation. Our presentation of Modified EBITDA should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items. Â Â Â Three Months Ended June 30,Â Â Six Months Ended June 30,Â (in thousands)Â 2024Â Â 2023Â Â 2024Â Â 2023Â Â Â

XBRL Taxonomy Extension Presentation Linkbase 104 Â Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101) Â * Filed herewith. Â Â ** The certifications attached as Exhibit 32.1 and 32.2 that accompany this Quarterly Report pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and shall not be deemed â€œfiledâ€ by the registrant for purposes of Section 18 of the Exchange Act and are not to be incorporated by reference into any of the registrantâ€™s filings under the Securities Act or the Exchange Act, irrespective of any general incorporation language contained in any such filing. Â 35 Â Â SIGNATURES Â Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized. Â Â VERB TECHNOLOGY COMPANY, INC. Â Â Â Date: August 14, 2024 By: /s/ Rory J. Cutaia Â Â Rory J. Cutaia Â Â President, Chief Executive Officer, Â Â Secretary, Treasurer and Director Â Â (Principal Executive Officer) Â Â Â Date: August 14, 2024 By: /s/ Bill J. Rivard Â Â Bill J. Rivard Â Â Interim Chief Financial Officer Â Â (Principal Financial Officer and Principal Accounting Officer) Â 36 Â EX-31.1 2 ex31-1.htm Â Exhibit 31.1 Â CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002 Â I, Rory J. Cutaia, certify that: Â 1. I have reviewed this Quarterly Report on Form 10-Q of Verb Technology Company, Inc.; Â Â 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report; Â Â 3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report; Â Â 4. The registrantâ€™s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have: Â Â (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; Â Â Â Â (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; Â Â Â Â (c) Evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and Â Â Â Â (d) Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and Â 5. The registrantâ€™s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s board of directors (or persons performing the equivalent functions): Â Â (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; and Â Â Â Â (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting. Â August 14, 2024 Â Â Â /s/ Rory Cutaia Â Rory Cutaia Â President, Chief Executive Officer, Secretary, Treasurer, Director, and Principal Executive Officer Â Â Â Â EX-31.2 3 ex31-2.htm Â Exhibit 31.2 Â CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002 Â I, Bill J. Rivard, certify that: Â 1. I have reviewed this Quarterly Report on Form 10-Q of Verb Technology Company, Inc.; Â Â 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report; Â Â 3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report; Â Â 4. The registrantâ€™s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have: Â Â (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; Â Â Â Â (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; Â Â Â Â (c) Evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and Â Â Â Â (d) Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and Â 5. The registrantâ€™s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s board of directors (or persons performing the equivalent functions): Â Â (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; and Â Â Â Â (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting. Â August 14, 2024 Â Â Â Â /s/ Bill J. Rivard Â Bill J. Rivard Â Interim Chief Financial Officer, Principal Financial Officer, and Principal Accounting Officer Â Â Â Â EX-32.1 4 ex32-1.htm Â Exhibit 32.1 Â CERTIFICATION PURSUANT TO SECTION 1350 OF CHAPTER 63 OF TITLE 18 OF THE UNITED STATES CODE Â The undersigned, Rory J. Cutaia, hereby certifies, pursuant to 18 U.S.C. Section 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, that Â 1. The Quarterly Report on Form 10-Q of Verb Technology Company, Inc. for the quarterly period ended June 30, 2024 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and Â Â 2. The information contained in the Quarterly Report on Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of Verb Technology Company, Inc. as of the dates and for the periods presented. Â August 14, 2024 Â Â Â /s/ Rory Cutaia Â Rory J. Cutaia Â President, Chief Executive Officer, Secretary, Treasurer, Â Director, and Principal Executive Officer Â Â Â Â EX-32.2 5 ex32-2.htm Â Exhibit 32.2 Â CERTIFICATION PURSUANT TO SECTION 1350 OF CHAPTER 63 OF TITLE 18 OF THE UNITED STATES CODE Â The undersigned, Bill J. Rivard, hereby certifies, pursuant to 18 U.S.C. Section 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, that Â 1. The Quarterly Report on Form 10-Q of Verb Technology Company, Inc. for the quarterly period ended June 30, 2024 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 as amended; and Â Â 2. The information contained in the Quarterly Report on Form on 10-Q fairly presents, in all material respects, the financial condition and results of operations of Verb Technology Company, Inc. as of the dates and for the periods presented. Â August 14, 2024 Â Â Â /s/ Bill J. Rivard Â Bill J. Rivard Â Interim Chief Financial Officer, Principal Financial Officer, and Principal Accounting Officer Â Â Â Â EX-101.SCH 6 verb-20240630.xsd XBRL SCHEMA FILE 00000001 - Document - Cover link:presentationLink link:calculationLink link:definitionLink 00000002 - Statement - Condensed Consolidated Balance Sheets (Unaudited) link:presentationLink link:calculationLink link:definitionLink 00000003 - Statement - Condensed Consolidated Balance Sheets (Unaudited) (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 00000004 - Statement - Condensed Consolidated Statements of Operations (Unaudited) link:presentationLink link:calculationLink link:definitionLink 00000005 - Statement - Condensed Consolidated Statements of Stockholders' Equity (Unaudited) link:presentationLink link:calculationLink link:definitionLink 00000006 - Statement - Condensed Consolidated Statements of Cash Flows (Unaudited) link:presentationLink link:calculationLink link:definitionLink 995512 - Disclosure - DESCRIPTION OF BUSINESS link:presentationLink link:calculationLink link:definitionLink 995513 - Disclosure - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND SUPPLEMENTAL DISCLOSURES link:presentationLink link:calculationLink link:definitionLink 995514 - Disclosure - CAPITALIZED SOFTWARE DEVELOPMENT COSTS link:presentationLink link:calculationLink link:definitionLink 995515 - Disclosure - OPERATING LEASES link:presentationLink link:calculationLink link:definitionLink 995516 - Disclosure - DISCONTINUED OPERATIONS link:presentationLink link:calculationLink link:definitionLink 995517 - Disclosure - NOTES PAYABLE link:presentationLink link:calculationLink link:definitionLink 995518 - Disclosure - DERIVATIVE LIABILITY link:presentationLink link:calculationLink link:definitionLink 995519 - Disclosure - CAPITAL STOCK link:presentationLink link:calculationLink link:definitionLink 995520 - Disclosure - RESTRICTED STOCK UNITS link:presentationLink link:calculationLink link:definitionLink 995521 - Disclosure - STOCK OPTIONS link:presentationLink link:calculationLink link:definitionLink 995522 - Disclosure - STOCK WARRANTS link:presentationLink link:calculationLink link:definitionLink 995523 - Disclosure - COMMITMENTS AND CONTINGENCIES link:presentationLink link:calculationLink link:definitionLink 995524 - Disclosure - SUBSEQUENT EVENTS link:presentationLink link:calculationLink link:definitionLink 995525 - Disclosure - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND SUPPLEMENTAL DISCLOSURES (Policies) link:presentationLink link:calculationLink link:definitionLink 995526 - Disclosure - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND SUPPLEMENTAL DISCLOSURES (Tables) link:presentationLink link:calculationLink link:definitionLink 995527 - Disclosure - CAPITALIZED SOFTWARE DEVELOPMENT COSTS (Tables) link:presentationLink link:calculationLink link:definitionLink 995528 - Disclosure - OPERATING LEASES (Tables) link:presentationLink link:calculationLink link:definitionLink 995529 - Disclosure - DISCONTINUED OPERATIONS (Tables) link:presentationLink link:calculationLink link:definitionLink 995530 - Disclosure - NOTES PAYABLE (Tables) link:presentationLink link:calculationLink link:definitionLink 995531 - Disclosure - DERIVATIVE LIABILITY (Tables) link:presentationLink link:calculationLink link:definitionLink 995532 - Disclosure - RESTRICTED STOCK UNITS (Tables) link:presentationLink link:calculationLink link:definitionLink 995533 - Disclosure - STOCK OPTIONS (Tables) link:presentationLink link:calculationLink link:definitionLink 995534 - Disclosure - STOCK WARRANTS (Tables) link:presentationLink link:calculationLink link:definitionLink 995535 - Disclosure - DESCRIPTION OF BUSINESS (Details Narrative) link:presentationLink link:calculationLink link:definitionLink 995536 - Disclosure - SCHEDULE OF CONCENTRATION RISK (Details) link:presentationLink link:calculationLink link:definitionLink 995537 - Disclosure - SCHEDULE OF SUPPLEMENTAL CASH FLOW INFORMATION (Details) link:presentationLink link:calculationLink link:definitionLink 995538 - Disclosure - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND SUPPLEMENTAL DISCLOSURES (Details Narrative) link:presentationLink link:calculationLink link:definitionLink 995539 - Disclosure - SCHEDULE OF CAPITALIZED SOFTWARE DEVELOPMENT COSTS (Details) link:presentationLink link:calculationLink link:definitionLink 995540 - Disclosure - SCHEDULE OF ESTIMATED AMORTIZATION EXPENSE (Details) link:presentationLink link:calculationLink link:definitionLink 995541 - Disclosure - CAPITALIZED SOFTWARE DEVELOPMENT COSTS (Details Narrative) link:presentationLink link:calculationLink link:definitionLink 995542 - Disclosure - SCHEDULE OF LEASE COST (Details) link:presentationLink link:calculationLink link:definitionLink 995543 - Disclosure - SCHEDULE OF OPERATING LEASES ASSETS AND LIABILITIES (Details) link:presentationLink link:calculationLink link:definitionLink 995544 - Disclosure - SCHEDULE OF PRESENT VALUE OF LEASE LIABILITIES (Details) link:presentationLink link:calculationLink link:definitionLink 995545 - Disclosure - SCHEDULE OF NET REVENUES AND NET LOSS OF THE SAAS BUSINESS (Details) link:presentationLink link:calculationLink link:definitionLink 995546 - Disclosure - DISCONTINUED OPERATIONS (Details Narrative) link:presentationLink link:calculationLink link:definitionLink 995547 - Disclosure - SCHEDULE OF NOTES PAYABLE (Details) link:presentationLink link:calculationLink link:definitionLink 995548 - Disclosure - SCHEDULE OF NOTES PAYABLE (Details) (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 995549 - Disclosure - SCHEDULE OF INTEREST EXPENSE (Details) link:presentationLink link:calculationLink link:definitionLink 995550 - Disclosure - NOTES PAYABLE (Details Narrative) link:presentationLink link:calculationLink link:definitionLink 995551 - Disclosure - SCHEDULE OF DERIVATIVE LIABILITY USING BINOMIAL PRICING MODEL ASSUMPTIONS (Details) link:presentationLink link:calculationLink link:definitionLink 995552 - Disclosure - DERIVATIVE LIABILITY (Details Narrative) link:presentationLink link:calculationLink link:definitionLink 995553 - Disclosure - CAPITAL STOCK (Details Narrative) link:presentationLink link:calculationLink link:definitionLink 995554 - Disclosure - SUMMARY OF RESTRICTED STOCK AWARD ACTIVITY (Details) link:presentationLink link:calculationLink link:definitionLink 995555 - Disclosure - RESTRICTED STOCK UNITS (Details Narrative) link:presentationLink link:calculationLink link:definitionLink 995556 - Disclosure - SCHEDULE OF STOCK OPTION ACTIVITY (Details) link:presentationLink link:calculationLink link:definitionLink 995557 - Disclosure - SCHEDULE OF FAIR VALUE ASSUMPTIONS USING BLACK-SCHOLES METHOD (Details) link:presentationLink link:calculationLink link:definitionLink 995558 - Disclosure - STOCK OPTIONS (Details Narrative) link:presentationLink link:calculationLink link:definitionLink 995559 - Disclosure - SCHEDULE OF WARRANTS OUTSTANDING (Details) link:presentationLink link:calculationLink link:definitionLink 995560 - Disclosure - STOCK WARRANTS (Details Narrative) link:presentationLink link:calculationLink link:definitionLink 995561 - Disclosure - COMMITMENTS AND CONTINGENCIES (Details Narrative) link:presentationLink link:calculationLink link:definitionLink 995562 - Disclosure - SUBSEQUENT EVENTS (Details Narrative) link:presentationLink link:calculationLink link:definitionLink EX-101.CAL 7 verb-20240630_cal.xml XBRL CALCULATION FILE EX-101.DEF 8 verb-20240630_def.xml XBRL DEFINITION FILE EX-101.LAB 9 verb-20240630_lab.xml XBRL LABEL FILE Class of Stock [Axis] Series C Preferred Stock [Member] Common Class A [Member] Equity Components [Axis] Preferred Stock [Member] Common Stock [Member] Additional Paid-in Capital [Member] Retained Earnings [Member] Collaborative Arrangement and Arrangement Other than Collaborative [Axis] Ascendiant Sales Agreement [Member] Subscription Agreements [Member] Antidilutive Securities [Axis] Share-Based Payment Arrangement, Option [Member] Warrant [Member] Restricted Stock [Member] Related and Nonrelated Parties [Axis] Related Party [Member] Concentration Risk Benchmark [Axis] Revenues [Member] Concentration Risk Type [Axis] Customer Concentration Risk [Member] Customer [Axis] One Customer [Member] No Customers [Member] Purchase [Member] Supplier Concentration Risk [Member] One Vendor [Member] Long-Lived Tangible Asset [Axis] Software and Software Development Costs [Member] License and Services Agreement [Member] Title and Position [Axis] Primary Contractor [Member] Software Development [Member] Statement of Income Location, Balance [Axis] General and Administrative Expense [Member] Debt Instrument [Axis] Note One [Member] Note Two [Member] Note Three [Member] Legal Entity [Axis] U.S. Small Business Administration [Member] November Note Purchase Agreement [Member] November Note Holder [Member] Exchange Agreement [Member] Short-Term Debt, Type [Axis] Notes Payable [Member] Measurement Input Type [Axis] Measurement Input, Share Price [Member] Measurement Input, Exercise Price [Member] Measurement Input, Expected Term [Member] Measurement Input, Price Volatility [Member] Measurement Input, Expected Dividend Rate [Member] Measurement Input, Risk Free Interest Rate [Member] Statistical Measurement [Axis] Minimum [Member] Maximum [Member] Streeterville Purchase Agreement [Member] Exchange Agreements [Member] Rory Cutaia [Member] Securities Purchase Agreement [Member] Award Type [Axis] Underwriting Agreement [Member] Three Board Members [Member] Subsequent Event Type [Axis] Subsequent Event [Member] Cover [Abstract] Document Type Amendment Flag Amendment Description Document Registration Statement Document Annual Report Document Quarterly Report Document Transition Report Document Shell Company Report Document Shell Company Event Date Document Period Start Date Document Period End Date Document Fiscal Period Focus Document Fiscal Year Focus Current Fiscal Year End Date Entity File Number Entity Registrant Name Entity Central Index Key Entity Primary SIC Number Entity Tax Identification Number Entity Incorporation, State or Country Code Entity Address, Address Line One Entity Address, Address Line Two Entity Address, Address Line Three Entity Address, City or Town Entity Address, State or Province Entity Address, Country Entity Address, Postal Zip Code Country Region City Area Code Local Phone Number Extension Written Communications Soliciting Material Pre-commencement Tender Offer Pre-commencement Issuer Tender Offer Title of 12(b) Security No Trading Symbol Flag Trading Symbol Security Exchange Name Title of 12(g) Security Security Reporting Obligation Annual Information Form Audited Annual Financial Statements Entity Well-known Seasoned Issuer Entity Voluntary Filers Entity Current Reporting Status Entity Interactive Data Current Entity Filer Category Entity Small Business Entity Emerging Growth Company Elected Not To Use the Extended Transition Period Document Accounting Standard Other Reporting Standard Item Number Entity Shell Company Entity Public Float Entity Bankruptcy Proceedings, Reporting Current Entity Common Stock, Shares Outstanding Documents Incorporated by Reference [Text Block] Entity Listing, Par Value Per Share Statement [Table] Statement [Line Items] ASSETS Current assets Cash Prepaid expenses and other current assets Total current assets Capitalized software development costs, net ERC receivable Property and equipment, net Operating lease right-of-use assets Intangible assets, net Other non-current assets Total assets LIABILITIES AND STOCKHOLDERSâ€™ EQUITY Current liabilities Accounts payable Accrued expenses Accrued payroll Accrued officersâ€™ compensation Notes payable, current Accrued interest Operating

lease liabilities, current Preferred dividend payable Derivative liability Total current liabilities Long-term liabilities Notes payable, non-current Operating lease liabilities, non-current Total liabilities Commitments and contingencies (Note 12) Stockholdersâ€™ equity Series C Preferred Stock, $0.0001 par value, 5,000 shares authorized, 2,495 and 3,000 shares issued and outstanding as of June 30, 2024 and December 31, 2023 Common stock, value Additional paid-in capital Accumulated deficit Total stockholdersâ€™ equity Total liabilities and stockholdersâ€™ equity Preferred stock, par value Preferred stock, shares authorized Preferred stock, shares issued Preferred stock, shares outstanding Common stock, shares issued Common stock, shares authorized Common stock, par value Common stock, shares outstanding Income Statement [Abstract] Revenue Costs and expenses Cost of revenue, exclusive of depreciation and amortization shown separately below Depreciation and amortization General and administrative Total costs and expenses Operating loss from continuing operations Other income (expense) Interest income Interest expense Financing costs Other income, net Change in fair value of derivative liability Total other income (expense), net Net loss from continuing operations Loss from discontinued operations, net of tax Net loss Series C Preferred Stock dividend payable Deemed dividend due to warrant reset Net loss to common stockholders Loss per share from continuing operations- basic Loss per share from continuing operations- diluted Loss per share from discontinuing operations- basic Loss per share from discontinuing operations- diluted Weighted average number of common shares outstanding - basic Weighted average number of common shares outstanding - diluted Balance Balance, shares Sale of common stock from public offering Sale of common stock from public offering, shares Fair value of vested restricted stock awards, stock options and warrants Fair value of vested restricted stock awards, stock options and warrants, shares Fair value of common shares issued as payment on notes payable Fair value of common shares issued as payment on notes payable, shares Series C Preferred Shares redeemed in exchange for common shares Series C Preferred Shares redeemed in exchange for common shares, shares Series C Preferred Stock dividend payable Net loss Deemed dividend due to warrant reset Issuance of shares for fractional adjustments related to Reverse Stock Split Issuance of shares for fractional adjustments related to Reverse Stock Split, shares Fair value of common shares issued to settle accrued expenses Fair value of common shares issued to settle accrued expenses, shares Balance Balance, shares Statement of Cash Flows [Abstract] Operating Activities: Loss from discontinued operations, net of tax Adjustments to reconcile net loss used in operating activities, net of discontinued operations: Depreciation and amortization Share-based compensation Amortization of debt discount Amortization of debt issuance costs Change in fair value of derivative liability Finance costs Effect of changes in assets and liabilities, net of discontinued operations: Prepaid expenses and other current assets Operating lease right-of-use assets ERC receivable Accounts payable, accrued expenses, and accrued interest Operating lease liabilities Net cash used in operating activities attributable to continuing operations Net cash used in operating activities attributable to discontinued operations Investing Activities: Capitalized software development costs Purchases of property and equipment Purchases of intangible assets Net cash used in investing activities attributable to continuing operations Net cash provided by investing activities attributable to discontinued operations Financing Activities: Proceeds from sale of common stock offerings Payments for accrued offering costs related to common stock offerings Payments for accrued offering costs related to preferred stock offering Payment of notes payable Payments for deferred offering costs Payment of convertible notes payable Net cash provided by financing activities attributable to continuing operations Net cash used in financing activities attributable to discontinued operations Net change in cash Cash - beginning of period Cash - end of period Pay vs Performance Disclosure [Table] Executive Category [Axis] Individual [Axis] Adjustment to Compensation [Axis] Measure [Axis] Pay vs Performance Disclosure, Table Company Selected Measure Name Named Executive Officers, Footnote Peer Group Issuers, Footnote Changed Peer Group, Footnote PEO Total Compensation Amount PEO Actually Paid Compensation Amount Adjustment To PEO Compensation, Footnote Non-PEO NEO Average Total Compensation Amount Non-PEO NEO Average Compensation Actually Paid Amount Adjustment to Non-PEO NEO Compensation Footnote Equity Valuation Assumption Difference, Footnote Compensation Actually Paid vs. Total Shareholder Return Compensation Actually Paid vs. Net Income Compensation Actually Paid vs. Company Selected Measure Total Shareholder Return Vs Peer Group Compensation Actually Paid vs. Other Measure Tabular List, Table Total Shareholder Return Amount Peer Group Total Shareholder Return Amount Net Income (Loss) Company Selected Measure Amount Other Performance Measure, Amount Adjustment to Compensation, Amount PEO Name Name Non-GAAP Measure Description Additional 402(v) Disclosure Pension Benefits Adjustments, Footnote Erroneously Awarded Compensation Recovery [Table] Restatement Determination Date [Axis] Restatement Determination Date Aggregate Erroneous Compensation Amount Erroneous Compensation Analysis Stock Price or TSR Estimation Method Outstanding Aggregate Erroneous Compensation Amount Aggregate Erroneous Compensation Not Yet Determined Name Forgone Recovery due to Expense of Enforcement, Amount Forgone Recovery due to Violation of Home Country Law, Amount Forgone Recovery due to Disqualification of Tax Benefits, Amount Forgone Recovery, Explanation of Impracticability Name Compensation Amount Restatement does not require Recovery Awards Close in Time to MNPI Disclosures [Table] Award Timing MNPI Disclosure Award Timing Method Award Timing Predetermined Award Timing MNPI Considered Award Timing, How MNPI Considered MNPI Disclosure Timed for Compensation Value Awards Close in Time to MNPI Disclosures, Table Name Underlying Securities Exercise Price Fair Value as of Grant Date Underlying Security Market Price Change Trading Arrangements, by Individual [Table] Trading Arrangement [Axis] Material Terms of Trading Arrangement Name Title Rule 10b5-1 Arrangement Adopted Non-Rule 10b5-1 Arrangement Adopted Adoption Date Rule 10b5-1 Arrangement Terminated Non-Rule 10b5-1 Arrangement Terminated Termination Date Expiration Date Arrangement Duration Insider Trading Policies and Procedures [Line Items] Insider Trading Policies and Procedures Adopted Insider Trading Policies and Procedures Not Adopted Accounting Policies [Abstract] DESCRIPTION OF BUSINESS SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND SUPPLEMENTAL DISCLOSURES Research and Development [Abstract] CAPITALIZED SOFTWARE DEVELOPMENT COSTS Operating Leases OPERATING LEASES Discontinued Operations and Disposal Groups [Abstract] DISCONTINUED OPERATIONS Debt Disclosure [Abstract] NOTES PAYABLE Derivative Instruments and Hedging Activities Disclosure [Abstract] DERIVATIVE LIABILITY Equity [Abstract] CAPITAL STOCK Restricted Stock Units RESTRICTED STOCK UNITS Share-Based Payment Arrangement [Abstract] STOCK OPTIONS Stock Warrants STOCK WARRANTS Commitments and Contingencies Disclosure [Abstract] COMMITMENTS AND CONTINGENCIES Subsequent Events [Abstract] SUBSEQUENT EVENTS Basis of Presentation Principles of Consolidation Use of Estimates Revenue Recognition Cost of Revenue Capitalized Software Development Costs Preferred Stock Fair Value of Financial Instruments Derivative Financial Instruments Share-Based Compensation Net Loss Per Share Concentration of Credit and Other Risks Supplemental Cash Flow Information Recent Accounting Pronouncements SCHEDULE OF CONCENTRATION RISK SCHEDULE OF SUPPLEMENTAL CASH FLOW INFORMATION SCHEDULE OF CAPITALIZED SOFTWARE DEVELOPMENT COSTS SCHEDULE OF ESTIMATED AMORTIZATION EXPENSE SCHEDULE OF LEASE COST SCHEDULE OF OPERATING LEASES ASSETS AND LIABILITIES SCHEDULE OF PRESENT VALUE OF LEASE LIABILITIES SCHEDULE OF NET REVENUES AND NET LOSS OF THE SAAS BUSINESS SCHEDULE OF NOTES PAYABLE SCHEDULE OF INTEREST EXPENSE SCHEDULE OF DERIVATIVE LIABILITY USING BINOMIAL PRICING MODEL ASSUMPTIONS SUMMARY OF RESTRICTED STOCK AWARD ACTIVITY SCHEDULE OF STOCK OPTION ACTIVITY SCHEDULE OF FAIR VALUE ASSUMPTIONS USING BLACK-SCHOLES METHOD SCHEDULE OF WARRANTS OUTSTANDING Collaborative Arrangement and Arrangement Other than Collaborative [Table] Collaborative Arrangement and Arrangement Other than Collaborative [Line Items] Disposal Group, Including Discontinued Operation, Consideration Proceeds from Sale of Other Productive Assets Discontinued Operation, Amounts of Material Contingent Liabilities Remaining Stock Issued During Period, Shares, New Issues Proceeds from Issuance of Common Stock Offering cost Sale of stock, price per share Offering costs Nature of Operation, Product Information, Concentration of Risk [Table] Product Information [Line Items] Revenues and Accounts receivable Supplemental disclosures of cash flow information: Cash paid for interest Cash paid for income taxes Supplemental disclosure of non-cash investing and financing activities attributable to continuing operations: Fair value of common shares issued as payment on notes payable Fair value of common shares issued to redeem Series C preferred shares Fair value of common shares issued to settle accrued expenses Supplemental disclosure of non-cash investing and financing activities attributable to discontinued operations: Discount recognized from advances on future receipts Antidilutive Security, Excluded EPS Calculation [Table] Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Disposal of assets consideration Cash proceeds to disposal of assets Additional contingent payment due from buyer Platform fee description Stock option outstanding shares Warrant outstanding shares Restricted stock units Debt converted instrument, amount Debt converted instrument, price per share Remaining warrants shares delisted Cash FDIC Beginning balance Additions Amortization Ending balance 2024 remaining 2025 2026 2027 2028 and thereafter Total amortization Property, Plant and Equipment [Table] Property, Plant and Equipment [Line Items] Capitalized contract cost net Debt instrument term License fee Accrued bonuses current Amortization expense of software development costs Break up fee payable Consideration transfer assumption, description Operating lease cost (included in general and administrative expenses in the Companyâ€™s statement of operations) Cash paid for amounts included in the measurement of lease liabilities Weighted average remaining lease term - operating leases (in years) Weighted average discount rate - operating leases Schedule Of Operating Leases Assets And Liabilities Right-of-use assets Short-term operating lease liabilities Long-term operating lease liabilities Total operating lease liabilities Schedule Of Present Value Of Lease Liabilities 2024 remaining 2025 2026 2027 2028 and thereafter Total lease payments Less: Imputed interest/present value discount Present value of lease liabilities Net revenues Net loss Impairment charges Short-Term Debt [Table] Short-Term Debt [Line Items] Issuance Date Maturity Date Interest Rate Original Borrowing Note payable Note payable Note payable Note payable Note payable Notes payable Principal amount of convertible notes Original issue discount Debt gross proceeds Debt Instrument, Description Payment of debt issuance costs Amortization of debt discount Unamortized debt discount Debt issuance costs Stock Issued During Period, Value, Conversion of Convertible Securities Debt interest Stock Issued During Period, Shares, Conversion of Convertible Securities Shares issued at a discount stated percentage Loss on issue of shares at discount Interest expense â€“ amortization of debt discount Interest expense â€“ amortization of debt issuance costs Interest expense Total interest expense Interest expense â€“ amortization of debt discount Interest paid to related party Fair Value Measurement Inputs and Valuation Techniques [Table] Fair Value Measurement Inputs and Valuation Techniques [Line Items] Derivative liability, measurement input Derivative liability, Expected Life Derivative liability, measurement input Change in fair value of derivative liability, balance Gain of change in fair value of derivative liability Accumulated Other Comprehensive Income (Loss) [Table] Accumulated Other Comprehensive Income (Loss) [Line Items] Proceeds from sale of common stock offerings Procceds from net Common stock new value issues Number of shares issued for service Preferred Stock converted into common stock Share price Annual dividend percentage Preferred stock, dividend payment terms Shares purchased Total purchase price Dividends payable Summary Of Restricted Stock Award Activity Number of Non-vested Shares, Outstanding Beginning Weighted Average Grant Date Fair Value, Outstanding Beginning Number of Non-vested Shares, Granted Weighted Average Grant Date Fair Value, Granted Number of Non-vested Shares, Vested/deemed vested Weighted Average Grant Date Fair Value, Vested/deemed vested Number of Non-vested Shares, Forfeited Weighted Average Grant Date Fair Value, Forfeited Number of Non-vested Shares, Outstanding Ending Weighted Average Grant Date Fair Value, Outstanding Ending Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table] Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Grant date fair value Stock based compensation expenses Unvested compensation Number of options outstanding beginning balance Weighted average exercise price outstanding beginning balance Weighted average remaining contractual life Aggregate intrinsic value beginning balance Number of options, granted Weighted average exercise price, granted Number of options, forfeited Weighted average exercise price, forfeited Number of options, exercised Weighted average exercise price, exercised Number of options outstanding ending balance Weighted average exercise price outstanding ending balance Aggregate intrinsic value ending balance Number of options outstanding vested Weighted average exercise price, vested Number of options outstanding exercisable Weighted average exercise price, exercisable Risk-free interest rate Risk-free interest rate, minimum Average expected term (years) Expected volatility Expected dividend yield Stock option intrinsic value Stock compensation expense Unrecognized share-based compensation expense Schedule Of Warrants Outstanding Number of Shares, Warrants Outstanding Beginning Weighted-Average Exercise Price, Outstanding Beginning Weighted Average Remaining Contractual Life (Years), Outstanding, Beginning Aggregate Intrinsic Value Outstanding Beginning Number of Shares, Warrants Granted Weighted-Average Exercise Price, Granted Number of Shares, Warrants Forfeited Weighted-Average Exercise Price, Forfeited Number of Shares, Warrants Exercised Weighted-Average Exercise Price, Exercised Number of Shares, Warrants Outstanding Ending Weighted-Average Exercise Price, Outstanding Ending Aggregate Intrinsic Value Outstanding Beginning Outstanding warrants, intrinsic value Offering issuance sale Offering price Warrant exercise price per share Warrant exercise price decreased Deemed dividend Unpaid bonus compensation Litigation settlement interest Aggregate board fees Board fees Subsequent Event [Table] Subsequent Event [Line Items] Stock Redeemed or Called During Period, Shares Bid price Reverse stock split Ascendiant Sales Agreement [Member] Subscription Agreements [Member] Plat form fee description. Cost Of Revenue [Policy Text Block] Cost of revenue, exclusive of depreciation and amortization. Financing costs. Remaining warrants shares delisted. Proposed maximum offering amount. Revenues and Accounts Receivables [Member] No Customers [Member] Purchase [Member] One Vendor [Member] Finance costs. Supplemental Cash Flow Information [Policy Text Block] Unpaid offering costs related to common stock offerings. Fair value of common shares issued as payment on notes payable. Fair value of common shares issued to settle accrued expenses. Fair value of commonsharesissued to redeem Series C preferred shares. Supplemental disclosure of noncash investing and financing activities attributable to discontinued operations. Discount recognized from advances on future receipts. License and Services Agreement [Member] License fee. Primary Contractor [Member] Fair value of vested restricted stock awards, stock options and warrants. Computer Software Table [Text Block] Fair value of vested restricted stock awards, stock options and warrants, shares. Break- up fee payable. Business combination consideration transferred assumption description. Deemed dividend dues to warrant reset. Stock issued during the period value issuance of shares for fractional adjustments related to reverse stock split. Stock issued during period value fair value of common shares issued to settle accrued expenses, Stock issued during period value fair shares of common shares issued to settle accrued expenses. Stock issued during the period shares issuance of shares for fractional adjustments related to reverse stock split. ScheduleOfOperatingLeaseAssetsAndLiabilitiesTableTextBlock Lessee operating lease liability payments due after year three. Payments for deferred offering costs. Stock issued during period value redeemed in exchange for common shares. Note One [Member] Stock issued during period shares redeemed in exchange for common shares. Note Two [Member] Note Three [Member] Notes payable related parties debt discount. Notes payable related parties debt issuance costs. U.S. Small Business Administration [Member] November Note Purchase Agreement [Member] November Note Holder [Member] Exchange Agreement [Member] Shares issued at discount stated percentage. Loss on issue of shares at discount. Notes Payable [Member] Fair value assumptions, measurement input, term. Exchange Agreements [Member] Rory Cutaia [Member] Securities Purchase Agreement [Member] Restricted Stock Units [Text Block] Stock Warrants [Text Block] Share based compensation arrangement by share based payment award equity instruments non option aggregate intrinsic value non vested. Weighted average price at which grantees can acquire the shares reserved for issuance under the stock non-option equity plan. Weighted average per share amount at which grantees can acquire shares of common stock by exercise of non-option equity. Weighted average price at which non-option equity holders acquired shares when warrants forfeited. Weighted average price at which non-option equity holders acquired shares when converting their non-option equity into shares. Weighted Average Remaining Contractual Life (Years), Outstanding, Beginning. Share based compensation arrangement by share based payment award non option equity instruments other than options aggregate intrinsic value nonvested. Underwriting Agreement [Member] Deemed dividend due to warrant reset. Aggregate board fees. Three Board Members [Member] Board fees expensed. Interest income (expense) other. Streeterville Purchase Agreement [Member] One Customer [Member] Revenues [Member] Assets, Current Assets Liabilities, Current Liabilities Equity, Attributable to Parent Liabilities and Equity Operating Expenses Operating Income (Loss) Interest Expense, Nonoperating FinancingCosts Nonoperating Income (Expense) Income (Loss) from Continuing Operations, Net of Tax, Attributable to Parent Income (Loss) from Discontinued Operations, Net of Tax, Attributable to Parent Preferred Stock Dividends, Income Statement Impact Warrant, Down Round Feature, Decrease in Net Income to Common Shareholder, Amount Net Income (Loss) Available to Common Stockholders, Basic Shares, Outstanding Adjustments to Additional Paid in Capital, Dividends in Excess of Retained Earnings Depreciation, Depletion and Amortization FinanceCosts Increase (Decrease) in Prepaid Expense and Other Assets Operating Lease, Right-of-Use Asset, Periodic Reduction Increase (Decrease) in Receivables Net Cash Provided by (Used in) Operating Activities, Continuing Operations Payments to Develop Software Payments to Acquire Property, Plant, and Equipment Payments to Acquire Intangible Assets Net Cash Provided by (Used in) Investing Activities, Continuing Operations Payments of Stock Issuance Costs Payments for Repurchase of Preferred Stock and Preference Stock Repayments of Notes Payable PaymentsForDeferredOfferingCosts Repayments of Convertible Debt Net Cash Provided by (Used in) Financing Activities, Continuing Operations Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Including Disposal Group and Discontinued Operations Forgone Recovery, Individual Name Outstanding Recovery, Individual Name Awards Close in Time to MNPI Disclosures, Individual Name Trading Arrangement, Individual Name Income Taxes Paid, Net FairValueOfCommonSharesIssuedAsPaymentOnNotesPayable FairValueOfCommonSharesIssuedToSettleAccruedExpenses Finite-Lived Intangible

Assets, Net Lessee, Operating Lease, Liability, to be Paid, Remainder of Fiscal Year Lessee, Operating Lease, Liability, to be Paid, Year One Lessee, Operating Lease, Liability, to be Paid, Year Two Lessee, Operating Lease, Liability, to be Paid, Year Three LesseeOperatingLeaseLiabilityPaymentsDueAfterYearThree Lessee, Operating Lease, Liability, to be Paid Lessee, Operating Lease, Liability, Undiscounted Excess Amount Income (Loss) from Discontinued Operations, Net of Tax, Including Portion Attributable to Noncontrolling Interest NotesPayableRelatedPartiesDebtDiscount NotesPayableRelatedPartiesDebtIssuanceCosts Amortization of Debt Issuance Costs and Discounts Interest Income (Expense), Operating Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeited in Period Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Number Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures in Period Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Outstanding, Number Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Outstanding, Weighted Average Exercise Price Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Exercisable, Number Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Exercisable, Weighted Average Exercise Price Share-Based Compensation Arrangement by Share-Based Payment Award, Non-Option Equity Instruments, Outstanding, Number Fair value of warrants issued with the Series A convertible preferred stock SharebasedCompensationArrangementBySharebasedPaymentAwardNonOptionEquityInstrumentsOtherThanOptionsAggregateIntrinsicValueNonvested Share-Based Compensation Arrangement by Share-Based Payment Award, Non-Option Equity Instruments, Forfeitures Share-Based Compensation Arrangement by Share-Based Payment Award, Non-Option Equity Instruments, Exercised EX-101.PRE 10 verb-20240630_pre.xml XBRL PRESENTATION FILE XML 12 R1.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Cover - $ / shares 6 Months Ended Jun. 30, 2024 Aug. 09, 2024 Cover [Abstract] Â Â Document Type 10-Q Â Amendment Flag false Â Document Quarterly Report true Â Document Transition Report false Â Document Period End Date Jun. 30, 2024 Â Document Fiscal Period Focus Q2 Â Document Fiscal Year Focus 2024 Â Current Fiscal Year End Date --12-31 Â Entity File Number 001-38834 Â Entity Registrant Name Verb Technology Company, Inc. Â Entity Central Index Key 0001566610 Â Entity Tax Identification Number 90-1118043 Â Entity Incorporation, State or Country Code NV Â Entity Address, Address Line One 3024 Sierra Juniper Court Â Entity Address, City or Town Las Vegas Â Entity Address, State or Province NV Â Entity Address, Postal Zip Code 89138 Â City Area Code (855) Â Local Phone Number 250-2300 Â Title of 12(b) Security Common Stock, $0.0001 par value Â Trading Symbol VERB Â Security Exchange Name NASDAQ Â Entity Current Reporting Status Yes Â Entity Interactive Data Current Yes Â Entity Filer Category Non-accelerated Filer Â Entity Small Business true Â Entity Emerging Growth Company false Â Entity Shell Company false Â Entity Common Stock, Shares Outstanding Â 145,597,352 Entity Listing, Par Value Per Share $ 0.0001 Â X - DefinitionBoolean flag that is true when the XBRL content amends previously-filed or accepted submission. + ReferencesNo definition available. + Details Name: dei_AmendmentFlag Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionArea code of city + ReferencesNo definition available. + Details Name: dei_CityAreaCode Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionCover page. + ReferencesNo definition available. + Details Name: dei_CoverAbstract Namespace Prefix: dei_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionEnd date of current fiscal year in the format --MM-DD. + ReferencesNo definition available. + Details Name: dei_CurrentFiscalYearEndDate Namespace Prefix: dei_ Data Type: xbrli:gMonthDayItemType Balance Type: na Period Type: duration X - DefinitionFiscal period values are FY, Q1, Q2, and Q3. 1st, 2nd and 3rd quarter 10-Q or 10-QT statements have value Q1, Q2, and Q3 respectively, with 10-K, 10-KT or other fiscal year statements having FY. + ReferencesNo definition available. + Details Name: dei_DocumentFiscalPeriodFocus Namespace Prefix: dei_ Data Type: dei:fiscalPeriodItemType Balance Type: na Period Type: duration X - DefinitionThis is focus fiscal year of the document report in YYYY format. For a 2006 annual report, which may also provide financial information from prior periods, fiscal 2006 should be given as the fiscal year focus. Example: 2006. + ReferencesNo definition available. + Details Name: dei_DocumentFiscalYearFocus Namespace Prefix: dei_ Data Type: xbrli:gYearItemType Balance Type: na Period Type: duration X - DefinitionFor the EDGAR submission types of Form 8-K: the date of the report, the date of the earliest event reported; for the EDGAR submission types of Form N-1A: the filing date; for all other submission types: the end of the reporting or transition period. The format of the date is YYYY-MM-DD. + ReferencesNo definition available. + Details Name: dei_DocumentPeriodEndDate Namespace Prefix: dei_ Data Type: xbrli:dateItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true only for a form used as an quarterly report. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 10-Q -Number 240 -Section 308 -Subsection a + Details Name: dei_DocumentQuarterlyReport Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true only for a form used as a transition report. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Forms 10-K, 10-Q, 20-F -Number 240 -Section 13 -Subsection a-1 + Details Name: dei_DocumentTransitionReport Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionThe type of document being provided (such as 10-K, 10-Q, 485BPOS, etc). The document type is limited to the same value as the supporting SEC submission type, or the word 'Other'. + ReferencesNo definition available. + Details Name: dei_DocumentType Namespace Prefix: dei_ Data Type: dei:submissionTypeItemType Balance Type: na Period Type: duration X - DefinitionAddress Line 1 such as Attn, Building Name, Street Name + ReferencesNo definition available. + Details Name: dei_EntityAddressAddressLine1 Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionName of the City or Town + ReferencesNo definition available. + Details Name: dei_EntityAddressCityOrTown Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionCode for the postal or zip code + ReferencesNo definition available. + Details Name: dei_EntityAddressPostalZipCode Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionName of the state or province. + ReferencesNo definition available. + Details Name: dei_EntityAddressStateOrProvince Namespace Prefix: dei_ Data Type: dei:stateOrProvinceItemType Balance Type: na Period Type: duration X - DefinitionA unique 10-digit SEC-issued value to identify entities that have filed disclosures with the SEC. It is commonly abbreviated as CIK. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityCentralIndexKey Namespace Prefix: dei_ Data Type: dei:centralIndexKeyItemType Balance Type: na Period Type: duration X - DefinitionIndicate number of shares or other units outstanding of each of registrant's classes of capital or common stock or other ownership interests, if and as stated on cover of related periodic report. Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument. + ReferencesNo definition available. + Details Name: dei_EntityCommonStockSharesOutstanding Namespace Prefix: dei_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionIndicate 'Yes' or 'No' whether registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant's current or most recent filing containing the related disclosure. + ReferencesNo definition available. + Details Name: dei_EntityCurrentReportingStatus Namespace Prefix: dei_ Data Type: dei:yesNoItemType Balance Type: na Period Type: duration X - DefinitionIndicate if registrant meets the emerging growth company criteria. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityEmergingGrowthCompany Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionCommission file number. The field allows up to 17 characters. The prefix may contain 1-3 digits, the sequence number may contain 1-8 digits, the optional suffix may contain 1-4 characters, and the fields are separated with a hyphen. + ReferencesNo definition available. + Details Name: dei_EntityFileNumber Namespace Prefix: dei_ Data Type: dei:fileNumberItemType Balance Type: na Period Type: duration X - DefinitionIndicate whether the registrant is one of the following: Large Accelerated Filer, Accelerated Filer, Non-accelerated Filer. Definitions of these categories are stated in Rule 12b-2 of the Exchange Act. This information should be based on the registrant's current or most recent filing containing the related disclosure. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityFilerCategory Namespace Prefix: dei_ Data Type: dei:filerCategoryItemType Balance Type: na Period Type: duration X - DefinitionTwo-character EDGAR code representing the state or country of incorporation. + ReferencesNo definition available. + Details Name: dei_EntityIncorporationStateCountryCode Namespace Prefix: dei_ Data Type: dei:edgarStateCountryItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true when the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-T -Number 232 -Section 405 + Details Name: dei_EntityInteractiveDataCurrent Namespace Prefix: dei_ Data Type: dei:yesNoItemType Balance Type: na Period Type: duration X - DefinitionThe par value per share of security quoted in same currency as Trading currency. Example: '0.01'. + ReferencesNo definition available. + Details Name: dei_EntityListingParValuePerShare Namespace Prefix: dei_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe exact name of the entity filing the report as specified in its charter, which is required by forms filed with the SEC. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityRegistrantName Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true when the registrant is a shell company as defined in Rule 12b-2 of the Exchange Act. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityShellCompany Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionIndicates that the company is a Smaller Reporting Company (SRC). + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntitySmallBusiness Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionThe Tax Identification Number (TIN), also known as an Employer Identification Number (EIN), is a unique 9-digit value assigned by the IRS. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityTaxIdentificationNumber Namespace Prefix: dei_ Data Type: dei:employerIdItemType Balance Type: na Period Type: duration X - DefinitionLocal phone number for entity. + ReferencesNo definition available. + Details Name: dei_LocalPhoneNumber Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionTitle of a 12(b) registered security. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b + Details Name: dei_Security12bTitle Namespace Prefix: dei_ Data Type: dei:securityTitleItemType Balance Type: na Period Type: duration X - DefinitionName of the Exchange on which a security is registered. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection d1-1 + Details Name: dei_SecurityExchangeName Namespace Prefix: dei_ Data Type: dei:edgarExchangeCodeItemType Balance Type: na Period Type: duration X - DefinitionTrading symbol of an instrument as listed on an exchange. + ReferencesNo definition available. + Details Name: dei_TradingSymbol Namespace Prefix: dei_ Data Type: dei:tradingSymbolItemType Balance Type: na Period Type: duration XML 13 R2.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Condensed Consolidated Balance Sheets (Unaudited) - USD ($) $ in Thousands Jun. 30, 2024 Dec. 31, 2023 Current assets Â Â Cash $ 17,197 $ 4,353 Prepaid expenses and other current assets 375 331 Total current assets 17,572 4,684 Capitalized software development costs, net 3,491 3,990 ERC receivable 2,263 1,528 Property and equipment, net 102 43 Operating lease right-of-use assets 190 218 Intangible assets, net 155 117 Other non-current assets 259 259 Total assets 24,032 10,839 Current liabilities Â Â Accounts payable 1,124 1,408 Accrued expenses 2,180 2,324 Accrued payroll 355 420 Accrued officersâ€™ compensation 648 Notes payable, current 16 1,787 Accrued interest 533 Operating lease liabilities, current 72 67 Preferred dividend payable 141 Derivative liability 1 Total current liabilities 3,888 7,188 Long-term liabilities Â Â Notes payable, non-current 112 362 Operating lease liabilities, non-current 123 164 Total liabilities 4,123 7,714 Commitments and contingencies (Note 12) Stockholdersâ€™ equity Â Â Common stock, value 13 2 Additional paid-in capital 198,511 175,765 Accumulated deficit (180,939) (175,622) Total stockholdersâ€™ equity 19,909 3,125 Total liabilities and stockholdersâ€™ equity 24,032 10,839 Series C Preferred Stock [Member] Â Â Stockholdersâ€™ equity Â Â Series C Preferred Stock, $0.0001 par value, 5,000 shares authorized, 2,495 and 3,000 shares issued and outstanding as of June 30, 2024 and December 31, 2023 2,324 2,980 Common Class A [Member] Â Â Stockholdersâ€™ equity Â Â Common stock, value 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 noncurrent. + 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(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_AccountsReceivableNetNoncurrent 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 - DefinitionCarrying value as of the balance sheet date of obligations incurred and payable for statutory payroll taxes incurred through that date and withheld from employees pertaining to services received from them, including entity's matching share of the employees FICA taxes and contributions to the state and federal unemployment insurance programs. 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_AccruedPayrollTaxesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionCarrying value as of the balance sheet date of the obligations incurred through that date and payable for employees' services provided. 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-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 8 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-8 + Details Name: us-gaap_AccruedSalariesCurrent 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 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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 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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: 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-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 - DefinitionThe carrying amount of capitalized computer software costs net of accumulated amortization as of the balance sheet date. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-1 + Details Name: us-gaap_CapitalizedComputerSoftwareNet 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. 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 - 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 - 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 - DefinitionCarrying value as of the balance sheet date of dividends declared but unpaid on equity securities issued by the entity and outstanding. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3:

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-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 405 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478790/946-405-45-2Reference 5: 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)(15)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_DividendsPayableCurrentAndNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit 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 - DefinitionCarrying value as of the balance sheet date of [accrued] interest payable on all forms of debt, including trade payables, that has been incurred and is unpaid. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + 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_InterestPayableCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit 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 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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 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-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: 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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 - ReferencesNo definition available. + Details Name: us-gaap_LiabilitiesNoncurrentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionCarrying value as of the balance sheet date of notes payable (with maturities initially due after one year or beyond the operating cycle if longer), excluding current portion. + 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_LongTermNotesPayable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionSum of the carrying values as of the balance sheet date of the portions of long-term notes payable due within one year or the 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://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_NotesPayableCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiabilityCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease, classified as noncurrent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiabilityNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's right to use underlying asset under operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseRightOfUseAsset Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount 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 - 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 - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_SeriesCPreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_CommonClassAMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 14 R3.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Condensed Consolidated Balance Sheets (Unaudited) (Parenthetical) - $ / shares Jun. 30, 2024 Dec. 31, 2023 Common stock, shares issued 128,205,818 21,231,355 Common stock, shares authorized 400,000,000 400,000,000 Common stock, par value $ 0.0001 $ 0.0001 Common stock, shares outstanding 128,205,818 21,231,355 Series C Preferred Stock [Member] Â Â Preferred stock, par value $ 0.0001 $ 0.0001 Preferred stock, shares authorized 5,000 5,000 Preferred stock, shares issued 2,495 3,000 Preferred stock, shares outstanding 2,495 3,000 Common Class A [Member] Â Â Common stock, shares issued 3 3 Common stock, shares authorized 3 3 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_SeriesCPreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_CommonClassAMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 15 R4.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Condensed Consolidated Statements of Operations (Unaudited) - USD ($) $ in Thousands 3 Months Ended 6 Months Ended Jun. 30, 2024 Jun. 30, 2023 Jun. 30, 2024 Jun. 30, 2023 Income Statement [Abstract] Â Â Â Â Revenue $ 37 $ 3 $ 44 $ 5 Costs and expenses Â Â Â Â Cost of revenue, exclusive of depreciation and amortization shown separately below 31 1 36 2 Depreciation and amortization 269 583 525 1,166 General and administrative 2,142 2,685 5,105 6,230 Total costs and expenses 2,442 3,269 5,666 7,398 Operating loss from continuing operations (2,405) (3,266) (5,622) (7,393) Other income (expense) Â Â Â Â Interest income 168 168 Interest expense (10) (299) (235) (770) Financing costs (90) (1,239) (90) (1,239) Other income, net 604 830 602 780 Change in fair value of derivative liability 2 198 1 206 Total other income (expense), net 674 (510) 446 (1,023) Net loss from continuing operations (1,731) (3,776) (5,176) (8,416) Loss from discontinued operations, net of tax (6,080) (6,954) Net loss (1,731) (9,856) (5,176) (15,370) Series C Preferred Stock dividend payable (66) (141) Deemed dividend due to warrant reset (164) Net loss to common stockholders $ (1,797) $ (9,856) $ (5,317) $ (15,534) Loss per share from continuing operations- basic $ (0.02) $ (0.94) $ (0.08) $ (2.26) Loss per share from continuing operations- diluted (0.02) (0.94) (0.08) (2.26) Loss per share from discontinuing operations- basic 0.00 (1.51) 0.00 (1.83) Loss per share from discontinuing operations- diluted $ 0.00 $ (1.51) $ 0.00 $ (1.83) Weighted average number of common shares outstanding - basic 107,254,283 4,022,947 69,199,206 3,801,599 Weighted average number of common shares outstanding - diluted 107,254,283 4,022,947 69,199,206 3,801,599 X - DefinitionCost of revenue, exclusive of depreciation and amortization. + ReferencesNo definition available. + Details Name: VERB_CostOfRevenueExclusiveOfDepreciationAndAmortization Namespace Prefix: VERB_ Data Type: xbrli:monetaryItemType Balance Type: debit Period

Type: duration X - DefinitionFinancing costs. + ReferencesNo definition available. + Details Name: VERB_FinancingCosts Namespace Prefix: VERB_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe current period expense charged against earnings on long-lived, physical assets not used in production, and which are not intended for resale, to allocate or recognize the cost of such assets over their useful lives; or to record the reduction in book value of an intangible asset over the benefit period of such asset; or to reflect consumption during the period of an asset that is not used in production. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 360 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1 + Details Name: us-gaap_DepreciationAndAmortization Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of increase (decrease) in the fair value of derivatives recognized in the income statement. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 815 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4A -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-4A + Details Name: us-gaap_DerivativeGainLossOnDerivativeNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit 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 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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 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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 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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 aggregate total of expenses of managing and administering the affairs of an entity, including affiliates of the reporting entity, which are not directly or indirectly associated with the manufacture, sale or creation of a product or product line. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(2)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1 + Details Name: us-gaap_GeneralAndAdministrativeExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount after tax of income (loss) from continuing operations 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 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(13)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 4: 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 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI 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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 11: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 45 -Paragraph 18 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-18 + Details Name: us-gaap_IncomeLossFromContinuingOperations Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount after tax of income (loss) from a discontinued operation attributable to the parent. Includes, but is not limited to, the income (loss) from operations during the phase-out period, gain (loss) on disposal, gain (loss) for reversal of write-down (write-down) to fair value, less cost to sell, and adjustments to a prior period gain (loss) on disposal. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-19Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 3A -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-3AReference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5BReference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5C -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5CReference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 3B -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-3BReference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-4Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-1Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-3 + Details Name: us-gaap_IncomeLossFromDiscontinuedOperationsNetOfTaxAttributableToReportingEntity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionPer basic share amount, after tax, of income (loss) from the day-to-day business activities of the discontinued operation and gain (loss) from the disposal of the discontinued operation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-3Reference 2: 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 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(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 4: 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 5: http://www.xbrl.org/2009/role/commonPracticeRef -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 6: 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/1943274/2147482689/260-10-45-7Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(14)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_IncomeLossFromDiscontinuedOperationsNetOfTaxPerBasicShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionPer diluted share amount, after tax, of income (loss) from the day-to-day business activities of the discontinued operation and gain (loss) from the disposal of the discontinued operation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-3Reference 2: 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 3: 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/1943274/2147482689/260-10-45-7Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 5 -Subparagraph (SAB Topic 5.E) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479836/810-10-S99-5 + Details Name: us-gaap_IncomeLossFromDiscontinuedOperationsNetOfTaxPerDilutedShare Namespace Prefix: us-gaap_ Data Type:

dtr-types:perShareItemType Balance Type: na 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 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 of interest income earned from interest bearing assets classified as other. + ReferencesNo definition available. + Details Name: us-gaap_InterestIncomeOther Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) 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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 - DefinitionThe aggregate amount of income or expense from ancillary business-related activities (that is to say, excluding major activities considered part of the normal operations of the business). + 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(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_NonoperatingIncomeExpense 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 - ReferencesNo definition available. + Details Name: us-gaap_OperatingExpensesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe net result for the period of deducting operating expenses from operating revenues. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31 + Details Name: us-gaap_OperatingIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of income (expense) related to nonoperating activities, classified as other. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_OtherNonoperatingIncomeExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - 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 - DefinitionAmount, excluding tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value added and excise. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-41Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 924 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 11.L) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479941/924-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-5Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-42Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-40Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-4 + Details Name: us-gaap_RevenueFromContractWithCustomerExcludingAssessedTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of decrease in net income available to common shareholder for down round feature triggered for warrant classified as equity. + 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 12B -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-12B + Details Name: us-gaap_WarrantDownRoundFeatureDecreaseInNetIncomeLossToCommonShareholderAmount 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 16 R5.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Condensed Consolidated Statements of Stockholders' Equity (Unaudited) - USD ($) $ in Thousands Preferred Stock [Member] Common Stock [Member] Common Class A [Member] Additional Paid-in Capital [Member] Retained Earnings [Member] Total Balance at Dec. 31, 2022 $ 1 $ 158,629 $ (153,464) $ 5,166 Balance, shares at Dec. 31, 2022 3 2,918,017 Â Â Â Sale of common stock from public offering 6,578 6,578 Sale of common stock from public offering, shares Â Â 901,275 Â Â Â Fair value of vested restricted stock awards, stock options and warrants 1,362 1,362 Fair value of vested restricted stock awards, stock options and warrants, shares Â Â 197,414 Â Â Â Fair value of common shares issued as payment on notes payable 300 300 Fair value of common shares issued as payment on notes payable, shares Â Â 176,470 Â Â Â Net loss (15,370) (15,370) Deemed dividend due to warrant reset 164 (164) Issuance of shares for fractional adjustments related to Reverse Stock Split Issuance of shares for fractional adjustments related to Reverse Stock Split, shares Â Â 31,195 Â Â Â Fair value of common shares issued to settle accrued expenses 146 146 Fair value of common shares issued to settle accrued expenses, shares Â Â 93,190 Â Â Â Balance at Jun. 30, 2023 $ 1 167,179 (168,998) (1,818) Balance, shares at Jun. 30, 2023 3 4,317,561 Â Â Â Balance at Dec. 31, 2023 $ 2,980 $ 2 175,765 (175,622) 3,125 Balance, shares at Dec. 31, 2023 3,000 3 21,231,355 Â Â Â Sale of common stock from public offering $ 9 18,587 18,596 Sale of common stock from public offering, shares Â Â 83,097,404 Â Â Â Fair value of vested restricted stock awards, stock options and warrants 638 638 Fair value of vested restricted stock awards, stock options and warrants, shares Â Â 5,139 Â Â Â Fair value of common shares issued as payment on notes payable $ 2 2,865 2,867 Fair value of common shares issued as payment on notes payable, shares Â Â 19,114,674 Â Â Â Series C Preferred Shares redeemed in exchange for common shares $ (656) 656 Series C Preferred Shares redeemed in exchange for common shares, shares (505) Â 4,757,246 Â Â Â Series C Preferred Stock dividend payable (141) (141) Net loss (5,176) (5,176) Balance at Jun. 30, 2024 $ 2,324 $ 13 $ 198,511 $ (180,939) $ 19,909 Balance, shares at Jun. 30, 2024 2,495 3 128,205,818 Â Â Â X - DefinitionDeemed dividend dues to warrant reset. + ReferencesNo definition available. + Details Name: VERB_DeemedDividendDuesToWarrantReset Namespace Prefix: VERB_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionStock issued during period shares redeemed in exchange for common shares. + ReferencesNo definition available. + Details Name: VERB_StockIssuedDuringPeriodSharesRedeemedInExchangeForCommonShares Namespace Prefix: VERB_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionStock issued during period value fair shares of common shares issued to settle accrued expenses. + ReferencesNo definition available. + Details Name: VERB_StockIssuedDuringPeriodValueFairSharesOfCommonSharesIssuedToSettleAccruedExpenses Namespace Prefix: VERB_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionStock issued during period value fair value of common shares issued to settle accrued expenses, + ReferencesNo definition available. + Details Name: VERB_StockIssuedDuringPeriodValueFairValueOfCommonSharesIssuedToSettleAccruedExpenses Namespace Prefix: VERB_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionStock issued during period value redeemed in exchange for common shares. + ReferencesNo definition available. + Details Name: VERB_StockIssuedDuringPeriodValueRedeemedInExchangeForCommonShares Namespace Prefix: VERB_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionFair value of vested restricted stock awards, stock options and warrants. + ReferencesNo definition available. + Details Name: VERB_StockIssuedDuringTheFairValueOfVestedRestrictedStockAwardsStockOptionsAndWarrants Namespace Prefix: VERB_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionFair value of vested restricted stock awards, stock options and warrants, shares. + ReferencesNo definition available. + Details Name: VERB_StockIssuedDuringTheFairValueOfVestedRestrictedStockAwardsStockOptionsAndWarrantsShares Namespace Prefix: VERB_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionStock issued during the period shares issuance of shares for fractional adjustments related to reverse stock split. + ReferencesNo definition available. + Details Name: VERB_StockIssuedDuringThePeriodSharesIssuanceOfSharesForFractionalAdjustmentsRelatedToReverseStockSplit Namespace Prefix: VERB_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionStock issued during the period value issuance of shares for fractional adjustments related to reverse stock split. + ReferencesNo definition available. + Details Name: VERB_StockIssuedDuringThePeriodValueIssuanceOfSharesForFractionalAdjustmentsRelatedToReverseStockSplit Namespace Prefix: VERB_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of decrease in additional paid in capital (APIC) resulting from dividends legally declared (or paid) in excess of retained earnings balance. + 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 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_AdjustmentsToAdditionalPaidInCapitalDividendsInExcessOfRetainedEarnings 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 of consideration received by subsidiary or equity investee in exchange for shares of stock issued or sold. Includes amount of cash received, fair value of noncash assets received, and fair value of liabilities assumed by the investor. + ReferencesNo definition available. + Details Name: us-gaap_SaleOfStockConsiderationReceivedPerTransaction Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - 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 - 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 attributable to transactions classified as other. + ReferencesNo definition available. + Details Name: us-gaap_StockIssuedDuringPeriodSharesOther Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionValue of shares of stock issued attributable to transactions classified as other. + ReferencesNo definition available. + Details Name: us-gaap_StockIssuedDuringPeriodValueOther 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 XML 17 R6.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Condensed Consolidated Statements of Cash Flows (Unaudited) - USD ($) $ in Thousands 6 Months Ended Jun. 30, 2024 Jun. 30, 2023 Operating Activities: Â Â Net loss $ (5,176) $ (15,370) Loss from discontinued operations, net of tax 6,954 Adjustments to reconcile net loss used in operating activities, net of discontinued operations: Â Â Depreciation and amortization 525 1,166 Share-based compensation 738 1,402 Amortization of debt discount 99 163 Amortization of debt issuance costs 73 127 Change in fair value of derivative liability (1) (206) Finance costs 90 1,239 Effect of changes in assets and liabilities, net of discontinued operations: Â Â Prepaid expenses and other current assets (60) 66 Operating lease right-of-use assets 28 134 ERC receivable (735) Accounts payable, accrued expenses, and accrued interest (796) (285) Operating lease liabilities (35) (75) Net cash used in operating activities attributable to continuing operations (5,250) (4,685) Net cash used in operating activities attributable to discontinued operations (1,855) Investing Activities: Â Â Capitalized software development costs (239) Purchases of property and equipment (77) (5) Purchases of intangible assets (46) Net cash used in investing activities attributable to continuing operations (123) (244) Net cash provided by investing activities attributable to discontinued operations 4,750 Financing Activities: Â Â Proceeds from sale of common stock offerings 18,596 6,578 Payments for accrued offering costs related to common stock offerings (105) Payments for accrued offering costs related to preferred stock offering (180) Payment of notes payable (9) (375) Payments for deferred offering costs (85) Payment of convertible notes payable (1,350) Net cash provided by financing activities attributable to continuing operations 18,217 4,853 Net cash used in financing activities attributable to discontinued operations (1,722) Net change in cash 12,844 1,097 Cash - beginning of period 4,353 2,429 Cash - end of period $ 17,197 $ 3,526 X - DefinitionFinance costs. + ReferencesNo definition available. + Details Name: VERB_FinanceCosts Namespace Prefix: VERB_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionPayments for deferred offering costs. + ReferencesNo definition available. + Details Name: VERB_PaymentsForDeferredOfferingCosts Namespace Prefix: VERB_ 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 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 - 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; including, but not limited to, disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-8Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsIncludingDisposalGroupAndDiscontinuedOperations Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of increase (decrease) in cash, cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including effect from exchange rate change. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 1 -SubTopic 230 -Topic 830 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477401/830-230-45-1 + Details Name: us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cash inflow (outflow) of financing activities of 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://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/1943274/2147482740/230-10-45-24 + Details Name: us-gaap_CashProvidedByUsedInFinancingActivitiesDiscontinuedOperations Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cash inflow (outflow) of investing activities of 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://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 -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5B + Details Name: us-gaap_CashProvidedByUsedInInvestingActivitiesDiscontinuedOperations Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cash inflow (outflow) of operating activities of 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 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5B + Details Name: us-gaap_CashProvidedByUsedInOperatingActivitiesDiscontinuedOperations Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe aggregate expense recognized in the current period that allocates the cost of tangible assets, intangible assets, or depleting assets to periods that benefit from use of the assets. + 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 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/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 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/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22 + Details Name: us-gaap_DepreciationDepletionAndAmortization Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of increase (decrease) in the fair value of derivatives recognized in the income statement. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 815 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4A -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-4A + Details Name: us-gaap_DerivativeGainLossOnDerivativeNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount after tax of income (loss) from a discontinued operation attributable to the parent. Includes, but is not limited to, the income (loss) from operations during the phase-out period, gain (loss) on disposal, gain (loss) for reversal of write-down (write-down) to fair value, less cost to sell, and adjustments to a prior period gain (loss) on disposal. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-19Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 3A -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-3AReference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5BReference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5C -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5CReference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 3B -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-3BReference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-4Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-1Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-3 + Details Name: us-gaap_IncomeLossFromDiscontinuedOperationsNetOfTaxAttributableToReportingEntity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit 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 - 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 obligation for operating lease. + 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/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (g)(1) -SubTopic 20 -Topic 842 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4 + Details Name: us-gaap_IncreaseDecreaseInOperatingLeaseLiability 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 - DefinitionThe increase (decrease) during the reporting period in the total amount due within one year (or one operating cycle) from all parties, 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_IncreaseDecreaseInReceivables Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit 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) of financing activities, excluding 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/2009/role/commonPracticeRef -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_NetCashProvidedByUsedInFinancingActivitiesContinuingOperations 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) of investing activities, excluding 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/2009/role/commonPracticeRef -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_NetCashProvidedByUsedInInvestingActivitiesContinuingOperations Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit 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 - DefinitionAmount of cash inflow (outflow) from operating activities, excluding 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_NetCashProvidedByUsedInOperatingActivitiesContinuingOperations Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType 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 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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)(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 periodic reduction over lease term of carrying amount of right-of-use asset from operating lease. + ReferencesReference 1: 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/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_OperatingLeaseRightOfUseAssetAmortizationExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit 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 - 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 - DefinitionThe cash outflow to acquire asset without physical form usually arising from contractual or other legal rights, excluding goodwill. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 13 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquireIntangibleAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow associated with the acquisition of long-lived, physical assets that are used in the normal conduct of business to produce goods and services and not intended for resale; includes cash outflows to pay for construction of self-constructed assets. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 13 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquirePropertyPlantAndEquipment Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow associated with the development or modification of software programs or applications for internal use (that is, not to be sold, leased or otherwise marketed to others) that qualify for capitalization. + 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_PaymentsToDevelopSoftware Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash inflow from the additional capital contribution to the entity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14 + Details Name: us-gaap_ProceedsFromIssuanceOfCommonStock Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe cash outflow from the repayment of a long-term debt instrument which can be exchanged for a specified amount of another security, typically the entity's common stock, at the option of the issuer or the holder. + 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_RepaymentsOfConvertibleDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit 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 - 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 XML 18 R7.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Pay vs Performance Disclosure - USD ($) $ in Thousands 3 Months Ended 6 Months Ended Jun. 30, 2024 Jun. 30, 2023 Jun. 30, 2024 Jun. 30, 2023 Pay vs Performance Disclosure [Table] Â Â Â Â Net Income (Loss) $ (1,731) $ (9,856) $ (5,176) $ (15,370) X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 402 -Subsection v -Paragraph 1 + Details Name: ecd_PvpTable Namespace Prefix: ecd_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50

-Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 17: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-10Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration XML 19 R8.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Insider Trading Arrangements 3 Months Ended Jun. 30, 2024 Trading Arrangements, by Individual [Table] Â Rule 10b5-1 Arrangement Adopted false Non-Rule 10b5-1 Arrangement Adopted false Rule 10b5-1 Arrangement Terminated false Non-Rule 10b5-1 Arrangement Terminated false X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_NonRule10b51ArrAdoptedFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_NonRule10b51ArrTrmntdFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_Rule10b51ArrAdoptedFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_Rule10b51ArrTrmntdFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 2 -Subparagraph A + Details Name: ecd_TradingArrByIndTable Namespace Prefix: ecd_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 20 R9.htm IDEA: XBRL DOCUMENT v3.24.2.u1 DESCRIPTION OF BUSINESS 6 Months Ended Jun. 30, 2024 Accounting Policies [Abstract] Â DESCRIPTION OF BUSINESS 1. DESCRIPTION OF BUSINESS Â Our Business Â References in this document to the â€œCompany,â€ â€œVerb,â€ â€œwe,â€ â€œus,â€ or â€œourâ€ are intended to mean Verb Technology Company, Inc., individually, or as the context requires, collectively with its subsidiaries on a consolidated basis. Â On October 18, 2021, the Company established verbMarketplace, LLC dba MARKET.live, a Nevada limited liability company. verbMarketplace LLC is a wholly owned subsidiary of the Company established for the MARKET.live platform. Â Through June 13, 2023, the Company was a Software-as-a-Service (â€œSaaSâ€) applications platform developer that offered a SaaS platform for the direct sales industry comprised of a suite of interactive video-based sales enablement business software products marketed on a subscription basis, (the â€œSaaS Assetsâ€). Â On June 13, 2023, the Company disposed of all of its operating SaaS Assets pursuant to an asset purchase agreement in consideration of the sum of $6,500, $4,750 of which was paid in cash by the buyer at the closing of the transaction. Additional payments of $1,750 will be paid by the buyer if certain profitability and revenue targets are met within the next two years as set forth more particularly in the asset purchase agreement. The sale of the SaaS Assets was undertaken to allow the Company to focus its resources on MARKET.live, the Companyâ€™s multi-vendor, multi-presenter, livestream social shopping platform, that combines ecommerce and entertainment. The Company expects that its burgeoning MARKET.live business unit will, over time, create greater shareholder value than could have been created through the continued operation of its SaaS Assets. Â The accompanying condensed consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. Â As of June 30, 2024, the Company had cash of $17,197. Â Equity financing: Â During December 2023, the Company entered into a sales agreement with Ascendiant Capital Markets LLC (â€œAscendiant Sales Agreementâ€) to sell shares of its common stock pursuant to a prospectus supplement to the Companyâ€™s Registration Statement on Form S-3 (File No. 333-264038). For the six months ended June 30, 2024, the Company has issued 55,700,146 shares of the Companyâ€™s common stock pursuant to the Ascendiant Sales Agreement and received net proceeds of $12,130, net of offering costs of $136. Â Pursuant to a Regulation A offering of Form 1-A, the Company entered into subscription agreements with certain accredited investors, pursuant to which the Company issued and sold to the investors 27,397,258 shares of its Common Stock, par value $0.0001 per share of the Company at a price of $0.24 per share for net proceeds to the Company of $6,466, net of offering costs of $109. Â The shares that were offered and sold at-the-market under Nasdaq rules and pursuant to the Companyâ€™s Form 1-A, initially filed by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended, on February 14, 2024 and qualified on March 11, 2024. Â The Company filed a second Form 1-A on May 30, 2024, which was qualified on June 11, 2024. The Company has not sold any securities pursuant to this second Form 1-A. Â Â Economic Disruption Â Our business is dependent in part on general economic conditions. Many jurisdictions in which our customers are located and our products are sold have experienced and could continue to experience unfavorable general economic conditions, such as inflation, increased interest rates and recessionary concerns, which could negatively affect demand for our products. Under difficult economic conditions, customers may seek to cease spending on our current products or fail to adopt our new products, which could negatively affect our financial performance. We cannot predict the timing or magnitude of an economic slowdown or the timing or strength of any economic recovery. These and other economic factors could have a material adverse effect on our business, financial condition, and results of operations. Â 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 business description and basis of presentation concepts. Business description describes the nature and type of organization including but not limited to organizational structure as may be applicable to holding companies, parent and subsidiary relationships, business divisions, business units, business segments, affiliates and information about significant ownership of the reporting entity. 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). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 235 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/235/tableOfContentReference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 275 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/275/tableOfContentReference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/205/tableOfContent + Details Name: us-gaap_BusinessDescriptionAndBasisOfPresentationTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 21 R10.htm IDEA: XBRL DOCUMENT v3.24.2.u1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND SUPPLEMENTAL DISCLOSURES 6 Months Ended Jun. 30, 2024 Accounting Policies [Abstract] Â SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND SUPPLEMENTAL DISCLOSURES 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND SUPPLEMENTAL DISCLOSURES Â Basis of Presentation Â The accompanying condensed consolidated financial statements are unaudited. These unaudited interim condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (â€œGAAPâ€) and applicable rules and regulations of the Securities and Exchange Commission (â€œSECâ€) regarding interim financial reporting. Certain information and note disclosures normally included in the financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. Accordingly, these interim condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto contained in the Companyâ€™s Annual Report on Form 10-K for the fiscal year ended December 31, 2023 filed with the SEC on April 1, 2024 (the â€œ2023 Annual Reportâ€). The consolidated balance sheet as of December 31, 2023 included herein was derived from the audited consolidated financial statements as of that date. Â On June 10, 2023, the board of directors approved the sale of the SaaS Assets to an unrelated third party, SW Direct Sales LLC (â€œSW Salesâ€ or the â€œbuyerâ€), for $6,500 with $4,750 cash proceeds paid by buyer upon closing of the transaction. Additional payments of $1,750 will be paid by the buyer if certain profitability and revenue targets are met within the next two years. The contingent payments were not recorded at the closing date of the sale, rather will be recognized as the cash is received and the contingency resolved pursuant to ASC 450-30. Â Accordingly, the Companyâ€™s consolidated financial statements are being presented pursuant to ASC 360-10-45-9 which requires that a disposal group be classified as held for sale in the period in which all of the held for sale criteria are met. In addition to held for sale accounting, the Company had also met the criterion pursuant to ASC 205-20, Discontinued Operations, as a strategic shift from operating and managing a SaaS business to operating and managing a live streaming shopping platform has occurred because of the sale. The Companyâ€™s consolidated results of operations and statements of cash flows have been reclassified to reflect the presentation of discontinued operations. See Note 5 for details of the assets and liabilities related to the SaaS sale and discontinued operations. Â In the opinion of management, the accompanying unaudited condensed consolidated financial statements contain all adjustments necessary to fairly present the Companyâ€™s financial position and results of operations for the interim periods reflected. Except as noted, all adjustments contained herein are of a normal recurring nature. Results of operations for the fiscal periods presented herein are not necessarily indicative of fiscal year-end results. Â Principles of Consolidation Â The consolidated financial statements have been prepared in accordance with GAAP and include the accounts of Verb, Verb Direct, LLC, Verb Acquisition Co., LLC, and verbMarketplace, LLC. All intercompany accounts have been eliminated in the consolidation. Â Â Use of Estimates Â The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reported periods. Significant estimates include assumptions made in analysis of assumptions made in purchase price allocations, impairment testing of long-term assets, realization of deferred tax assets, determining fair value of derivative liabilities, and valuation of equity instruments issued for services. Some of those assumptions can be subjective and complex, and therefore, actual results could differ materially from those estimates under different assumptions or conditions. Â Revenue Recognition Â The Company recognizes revenue in accordance with Financial Accounting Standard Boardâ€™s (â€œFASBâ€) ASC 606, Revenue from Contracts with Customers (â€œASC 606â€). Revenue through June 13, 2023 was derived primarily from providing application services through the SaaS application, digital marketing and sales support services. During that period, the Company also derived revenue from the sale of customized print products and training materials, branded apparel, and digital tools, as demanded by its customers. As a result of the sale of the SaaS business, revenue that was recorded historically from the SaaS business has been reclassified as part of discontinued operations. See Note 5 for revenue disclosures related to the SaaS business. Â A description of our principal revenue generating activities is as follows: Â MARKET.live generates revenue through several sources as follows: Â Â a. All sales run through our ecommerce facility on MARKET.live from which we deduct a platform fee that ranges from 10% to 20% of gross sales, with an average of approximately 15%, depending upon the pricing package the vendors select as well as the product category and profit margins associated with such categories. The revenue is derived from sales generated during livestream events, from sales realized through views of previously recorded live events available in each vendorâ€™s store, as well as from sales of product and merchandise displayed in the vendorsâ€™ online stores, all of which are shoppable 24/7. Â Â Â Â b. Produced events. MARKET.live offers fee-based services that range from full production of livestream events, to providing professional hosts and event consulting. Â Â Â Â c. Drop Ship and Creator programs. MARKET.live is expected to generate recurring fee revenue from soon to be launched new drop ship programs for entrepreneurs and its Creator program. Â Â Â Â d. The Companyâ€™s TikTok Shop store and affiliate program. Â Â Â Â e. The MARKET.live site is designed to incorporate sponsorships and other advertising based on typical industry rates. Â Â Â Â f. The Companyâ€™s recently announced partnership with TikTok Shop. Pursuant to the terms of the partnership, MARKET.live has become a service provider for TikTok Shop and is officially designated as a TikTok Shop Partner (TSP). Under the terms of the partnership, TikTok Shop refers consumer brands, retailers, influencers and affiliates leads to MARKET.live for a menu of paid services that include, among other things, assistance in onboarding to TikTok Shop and establishing a TikTok Shop store, hosting training sessions and webinars for prospective TikTok Shop sellers, MARKET.live studio space rental in both the West Coast and East Coast MARKET.live studios, content creation and production services, and TikTok Shop maintenance, including enhancements to existing TikTok Shop seller stores. The partnership also contemplates TikTok Shop sponsored studio rentals, as well as a paid-for â€œday passâ€ for use of MARKET.live studio services by TikTok creators, influencers and affiliates. It is expected that MARKET.live will generate revenue through fees, including monthly recurring fees, paid directly to MARKET.live by the brands, retailers, influencers and affiliates referred to MARKET.live by TikTok. In addition, it is contemplated that MARKET.live will receive a percentage of monthly revenue generated through the TikTok Shop stores MARKET.live establishes for the brands, retailers, influencers and affiliates that TikTok Shop refers to MARKET.live. Â Â Â Â The partnership also contemplates the use of MARKET.live studios as TikTok â€œSample Centersâ€ where TikTok creators will have access to product samples for use in their TikTok Shop videos produced at MARKET.live studios. In addition to the compensation referenced above, TikTok will compensate MARKET.live directly for the attainment of certain pre-established performance goals and objectives agreed-to between the parties. Â A performance obligation is a promise in a contract to transfer a distinct product. Performance obligations promised in a contract are identified based on the goods that will be transferred that are both capable of being distinct and are distinct in the context of the contract, whereby the transfer of the goods is separately

identifiable from other promises in the contract. Performance obligations include establishing and maintaining customer online stores, providing access to the Companyâ€™s e-commerce platform and customer service support. Â Â The Companyâ€™s revenue is comprised of commission fees derived from contractually committed gross revenue processed by customers on the Companyâ€™s e-commerce platform as well as from services it provides as referenced above in sub-paragraph (f) of the Revenue Recognition section concerning the TikTok Shop partnership. Customers do not have the contractual right to take possession of the Companyâ€™s software. Revenue is recognized in an amount that reflects the consideration that the Company expects to ultimately receive in exchange for those promised goods, net of expected discounts for sales promotions and customary allowances, and its services. Â Revenue is recognized on a net basis from maintaining e-commerce platforms and online orders, as the Company is engaged primarily in an agency relationship with its customers and earns defined amounts based on the individual contractual terms for the customer and the Company does not take possession of the customersâ€™ inventory or any credit risks relating to the products sold. Â Sales taxes collected from customers and remitted to governmental authorities are accounted for on a net basis and, therefore, are excluded from net sales in the consolidated statements of operations. Revenues during the three and six months ended June 30, 2024 and 2023, were substantially all generated from clients and customers located within the United States of America. Â Cost of Revenue Â Cost of revenue primarily consists of processing fees associated with the MARKET.live platform. Â Capitalized Software Development Costs Â The Company capitalizes internal and external costs directly associated with developing internal-use software, and hosting arrangements that include an internal-use software license, during the application development stage of its projects. The Companyâ€™s internal-use software is reported at cost less accumulated amortization. Amortization begins once the project has been completed and is ready for its intended use. The Company will amortize the asset on a straight-line basis over a period of three years, which is the estimated useful life. Software maintenance activities or minor upgrades are expensed in the period performed. Â Amortization expense related to capitalized software development costs is recorded in depreciation and amortization in the condensed consolidated statements of operations. Â Preferred Stock Â The Company applies the accounting standards for distinguishing liabilities from equity when determining the classification and measurement of its preferred stock. Preferred shares subject to mandatory redemption are classified as liability instruments and are measured at fair value. Conditionally redeemable preferred shares (including preferred shares that feature redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within the Companyâ€™s control) are classified as temporary equity. At all other times, preferred shares are classified as part of stockholdersâ€™ equity. Accordingly, the Series C Preferred Stock offering on December 29, 2023 is classified as part of stockholdersâ€™ equity as of June 30, 2024 and December 31, 2023. Â Fair Value of Financial Instruments Â The Company follows the guidance of FASB ASC 820 and ASC 825 for disclosure and measurement of the fair value of its financial instruments. FASB ASC 820 establishes a framework for measuring fair value under GAAP and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, ASC 820 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three (3) broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. Â The three (3) levels of fair value hierarchy defined by ASC 820 are described below: Â Â Level 1: Quoted market prices available in active markets for identical assets or liabilities as of the reporting date. Â Level 2: Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date. Â Level 3: Pricing inputs that are generally observable inputs and not corroborated by market data. Â The carrying amount of the Companyâ€™s financial assets and liabilities, such as cash and cash equivalents, prepaid expenses, and accounts payable and accrued expenses approximate their fair value due to their short-term nature. The carrying amount of notes payable approximates the fair value due to the fact that the interest rates on these obligations are based on prevailing market interest rates. The Company uses Level 2 inputs for its valuation methodology for the derivative liabilities. Â Â Derivative Financial Instruments Â The Company evaluates its financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported in the consolidated statements of operations. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period. Derivative instrument liabilities are classified in the balance sheet as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within 12 months of the balance sheet date. Â The Company uses Level 2 inputs for its valuation methodology for the derivative liabilities as their fair values were determined by using a Binomial pricing model. The Companyâ€™s derivative liabilities are adjusted to reflect fair value at each period end, with any increase or decrease in the fair value being recorded in results of operations as adjusted to fair value of derivatives. Â Share-Based Compensation Â The Company issues stock options and warrants, shares of common stock and restricted stock units as share-based compensation to employees and non-employees. The Company accounts for its share-based compensation in accordance with FASB ASC 718, Compensation â€“ Stock Compensation. Share-based compensation cost is measured at the grant date, based on the estimated fair value of the award, and is recognized as expense over the requisite service period. The fair value of restricted stock units is determined based on the number of shares granted and the quoted price of our common stock and is recognized as expense over the service period. Forfeitures are accounted for as they occur. Recognition of compensation expense for non-employees is in the same period and manner as if the Company had paid cash for services. Â Net Loss Per Share Â Basic net loss per share is computed by using the weighted-average number of common shares outstanding during the period. Diluted net loss per share is computed giving effect to all dilutive potential shares of common stock that were outstanding during the period. Dilutive potential shares of common stock consist of incremental shares of common stock issuable upon exercise of stock options. No dilutive potential shares of common stock were included in the computation of diluted net loss per share because their impact was anti-dilutive. Â As of June 30, 2024, and 2023, the Company had total outstanding options of 2,038,965 and 1,099,523, respectively, and warrants of 740,368 and 951,804, respectively, and outstanding restricted stock awards of 148,227 and 21,535, respectively, and convertible notes issued to a related party that were convertible into 0 and 21,874 shares at $41.20 per share, respectively, which were excluded from the computation of net loss per share because they are anti-dilutive. Â At the close of business on April 5, 2024, the Companyâ€™s unexercised publicly traded warrants under the symbol VERBW expired pursuant to their original terms and as such Nasdaq suspended trading the 175,823 remaining warrants and the trading symbol VERBW was delisted from Nasdaq. Â Concentration of Credit and Other Risks Â Financial instruments that potentially subject the Company to concentrations of credit risk consist of cash and accounts receivable. Cash is deposited with a limited number of financial institutions. The balances held at any one financial institution at times may be in excess of Federal Deposit Insurance Corporation (â€œFDICâ€) insurance limits of up to $250. Â Â The Companyâ€™s concentration of credit risk includes its concentrations from key customers and vendors. The details of these significant customers and vendors are presented in the following table for the six months ended June 30, 2024 and 2023: Â SCHEDULE OF CONCENTRATION RISK Â Â Six Months Ended June 30, Â Â 2024 Â 2023 The Companyâ€™s largest customers are presented below as a percentage of the aggregate Â Â Â Â Â Â Â Â Â Â Revenues Â One customer that accounted for 52% of revenues Â No customers individually over 10% Â Â Â Â Â The Companyâ€™s largest vendors are presented below as a percentage of the aggregate Â Â Â Â Â Â Â Â Â Â Purchases Â One vendor that accounted for 18% of its purchases individually and in the aggregate Â One vendor that accounted for 32% of its purchases individually and in the aggregate Â Supplemental Cash Flow Information SCHEDULE OF SUPPLEMENTAL CASH FLOW INFORMATION Â Â 2024Â Â 2023Â Â Â Six Months Ended June 30,Â Â Â 2024Â Â 2023Â Â Â Â Â Â Â Supplemental disclosures of cash flow information:Â Â Â Â Â Â Â Cash paid for interestÂ $1Â Â $234Â Cash paid for income taxesÂ $1Â Â $2Â Â Â Â Â Â Â Â Â Supplemental disclosure of non-cash investing and financing activities attributable to continuing operations:Â Â Â Â Â Â Â Â Fair value of common shares issued as payment on notes payableÂ $2,777Â Â $300Â Fair value of common shares issued to redeem Series C preferred sharesÂ Â 656Â Â Â -Â Fair value of common shares issued to settle accrued expensesÂ Â -Â Â Â 146Â Supplemental disclosure of non-cash investing and financing activities attributable to discontinued operations:Â Â Â Â Â Â Â Â Discount recognized from advances on future receiptsÂ $-Â Â $558Â Â Recent Accounting Pronouncements Â Recently Adopted Accounting Pronouncements Â In June 2016, the FASB issued ASU No. 2016-13, Credit Losses - Measurement of Credit Losses on Financial Instruments (â€œASC 326â€). The standard significantly changes how entities will measure credit losses for most financial assets, including accounts and notes receivables. The standard will replace todayâ€™s â€œincurred lossâ€ approach with an â€œexpected lossâ€ model, under which companies will recognize allowances based on expected rather than incurred losses. Entities will apply the standardâ€™s provisions as a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in which the guidance is effective. The adoption of this standard did not have any material impact on the Companyâ€™s financial statements. Â Recent Accounting Pronouncements Â In November 2023, the Financial Accounting Standards Board (FASB) issued ASU No. 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures (ASU 2023-07), which requires an enhanced disclosure of significant segment expenses on an annual and interim basis. This guidance is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. Upon adoption, the guidance should be applied retrospectively to all prior periods presented in the financial statements. We do not expect the adoption of this guidance to have a material impact on our consolidated financial statements. Â Other recent accounting pronouncements issued by the FASB, including its Emerging Issues Task Force, the American Institute of Certified Public Accountants, and the Securities and Exchange Commission (the â€œSECâ€) did not or are not believed by management to have a material impact on the Companyâ€™s present or future consolidated financial statements. Â Â 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 22 R11.htm IDEA: XBRL DOCUMENT v3.24.2.u1 CAPITALIZED SOFTWARE DEVELOPMENT COSTS 6 Months Ended Jun. 30, 2024 Research and Development [Abstract] Â CAPITALIZED SOFTWARE DEVELOPMENT COSTS 3. CAPITALIZED SOFTWARE DEVELOPMENT COSTS Â In 2020, the Company began developing MARKET.live, a livestream ecommerce platform, and has capitalized $7,131 of internal and external development costs as of June 30, 2024 and December 31, 2023, respectively. In October 2021, the Company entered into a 10-year license and services agreement with a third party (the â€œPrimary Contractorâ€) to develop on a work-for-hire basis certain components of MARKET.live. The Primary Contractorâ€™s fees for developing such components, including the license fee, is $5,750. The Primary Contractor was paid an additional $500 bonus in April 2022 for services rendered pursuant to the license and service agreement. Â For the three and six months ended June 30, 2024 and 2023, the Company amortized $250 and $539, respectively and $499 and $1,077, respectively. Â Capitalized software development costs, net consisted of the following: Â SCHEDULE OF CAPITALIZED SOFTWARE DEVELOPMENT COSTS Â Â June 30, 2024Â Â December 31, 2023Â Â Â Â Â Â Beginning balanceÂ $3,990Â Â $6,176Â Â Â Â Â Â Â Â AdditionsÂ Â -Â Â Â 23Â AmortizationÂ Â (499)Â Â (2,209) Ending balanceÂ $3,491Â Â $3,990Â Â The expected future amortization expense for capitalized software development costs as of June 30, 2024, is as follows: Â SCHEDULE OF ESTIMATED AMORTIZATION EXPENSE Year endingÂ AmortizationÂ 2024 remainingÂ $499Â 2025Â Â 998Â 2026Â Â 997Â 2027Â Â 997Â 2028 and thereafterÂ Â -Â Total amortizationÂ $3,491Â Â Option to Acquire Primary Contractor Â In August 2021, the Company entered into a term sheet that provided the Company the option to purchase the Primary Contractor provided certain conditions are met. In November 2021, the Company exercised this option. The Company and the Primary Contractor subsequently reached an agreement-in-principle on the terms for the Companyâ€™s acquisition of the Primary Contractor, the final consummation of which is subject to the execution of a share purchase agreement (the â€œSPAâ€) and the completion of an audit of the Primary Contractor that is satisfactory to the Company (the â€œPrimary Contractor Auditâ€), as well as the fulfillment by the Primary Contractor of certain other conditions set forth in the term sheet. The term sheet stipulates that if the Company had entered into the SPA and the Primary Contractor had the Primary Contractor Audit successfully completed prior to May 15, 2022 (or a subsequent mutually agreed upon date) and the Company thereafter determines not to consummate the acquisition of the Primary Contractor, the Company would have been liable for a $1,000 break-up fee payable to the Primary Contractor. However, as of May 15, 2022, the SPA had not been executed and the Primary Contractor Audit was not completed. The parties are still working together and in discussions regarding the transaction. Based on the term sheet, the purchase price for the Primary Contractor would have been $12,000, which could be paid in cash and/or stock, although the final terms of the acquisition if pursued will be set forth in the final executed SPA. There can be no assurance that the acquisition will be completed on the terms set forth in the term sheet or at all. Â Â X - ReferencesNo definition available. + Details Name: us-gaap_ResearchAndDevelopmentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for research, development, and computer software activities, including contracts and arrangements to be performed for others and with federal government. Includes costs 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 whether intended for sale or the entity's use, during the reporting period charged to research and development projects, including the costs of developing computer software up to the point in time of achieving technological feasibility and in-process research and development acquired in a business combination consummated during the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/985-20/tableOfContentReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 730 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483041/730-20-50-1 + Details Name: us-gaap_ResearchDevelopmentAndComputerSoftwareDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 23 R12.htm IDEA: XBRL DOCUMENT v3.24.2.u1 OPERATING LEASES 6 Months Ended Jun. 30, 2024 Operating Leases Â OPERATING LEASES 4. OPERATING LEASES Â The components of lease expense and supplemental cash flow information related to leases for the period are as follows: SCHEDULE OF LEASE COST Â Â 2024Â Â Â 2023Â Â Â Â Six Months Ended June 30,Â Â Â Â 2024Â Â 2023Â Lease costÂ Â Â Â Â Â Â Â Operating lease cost (included in general and administrative expenses in the Companyâ€™s statement of operations)Â $65Â Â $170Â Â Â Â Â Â Â Â Â Other informationÂ Â Â Â Â Â Â Â Cash paid for amounts included in the measurement of lease liabilitiesÂ $45Â Â $113Â Weighted average remaining lease term â€“ operating leases (in years)Â Â 2.25Â Â Â 3.92Â Weighted average discount rate â€“ operating leasesÂ Â 9.0%Â Â 4.0% Â SCHEDULE OF OPERATING LEASES ASSETS AND LIABILITIES Â Â June 30, 2024Â Â December 31, 2023Â Operating leasesÂ Â Â Â Â Â Â Right-of-use assetsÂ $190Â Â $218Â Â Â Â Â Â Â Â Â Short-term operating lease liabilitiesÂ $72Â Â $67Â Long-term operating lease liabilitiesÂ Â 123Â Â Â 164Â Total operating lease liabilitiesÂ $195Â Â $231Â Â SCHEDULE OF PRESENT VALUE OF LEASE LIABILITIESÂ Year endingÂ Operating LeasesÂ 2024 remainingÂ $46Â 2025Â Â 96Â 2026Â Â 75Â 2027Â Â -Â 2028 and thereafterÂ Â -Â Total lease paymentsÂ Â 217Â Less: Imputed interest/present value discountÂ Â (22) Present value of lease liabilitiesÂ $195Â Â X - ReferencesNo definition available. + Details Name: VERB_DisclosureOperatingLeasesAbstract Namespace Prefix: VERB_ 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 24 R13.htm IDEA: XBRL DOCUMENT v3.24.2.u1 DISCONTINUED OPERATIONS 6 Months Ended Jun. 30, 2024 Discontinued Operations and Disposal Groups [Abstract] Â DISCONTINUED OPERATIONS 5. DISCONTINUED OPERATIONS Â On June 13, 2023, the Company entered into a definitive agreement to sell all of its SaaS operating assets and liabilities to SW Sales for $6,500, including $4,750 of cash due upon closing. The operations of the SaaS business have been presented within discontinued operations. Upon completion of the sale of assets to SW Sales, in which the buyer assumed all liabilities related to the SaaS business, the Company recorded an impairment of $5,441 within loss from discontinued operations as the carrying amount of the net assets exceeded the sale price, less selling costs. Â Â The following information presents the net revenues and net loss of the SaaS business for the three and six months ended June 30, 2024 and 2023: SCHEDULE OF NET REVENUES AND NET LOSS OF THE SAAS BUSINESS Â Â 2024Â Â 2023Â Â Â Three Months

Ended June 30,Â Â Â 2024Â Â Â 2023Â Â Â Â Â Â Â Â Â Net revenuesÂ $-Â Â $1,601Â Â Â Â Â Â Â Â Â Net lossÂ $-Â Â $(6,080) Â Â Â 2024Â Â Â 2023Â Â Â Six Months Ended June 30,Â Â Â 2024Â Â Â 2023Â Â Â Â Â Â Â Â Â Net revenuesÂ $-Â Â $3,814Â Â Â Â Â Â Â Â Â Net lossÂ $-Â Â $(6,954) Â X - ReferencesNo definition available. + Details Name: us-gaap_DiscontinuedOperationsAndDisposalGroupsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure related to a disposal group. Includes, but is not limited to, a discontinued operation, disposal classified as held-for-sale or disposed of by means other than sale or disposal of an individually significant component. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/205-20/tableOfContentReference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/360/tableOfContent + Details Name: us-gaap_DisposalGroupsIncludingDiscontinuedOperationsDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 25 R14.htm IDEA: XBRL DOCUMENT v3.24.2.u1 NOTES PAYABLE 6 Months Ended Jun. 30, 2024 Debt Disclosure [Abstract] Â NOTES PAYABLE 6. NOTES PAYABLE Â The Company has the following outstanding notes payable as of June 30, 2024 and December 31, 2023: Â SCHEDULE OF NOTES PAYABLE NoteÂ Issuance DateÂ Maturity DateÂ Interest RateÂ Â Original BorrowingÂ Â Balance at June 30, 2024Â Â Balance at December 31, 2023Â Note payable (A)Â May 15, 2020Â May 15, 2050Â Â 3.75%Â $150Â Â $128Â Â $137Â Promissory note payable (B)Â November 7, 2022Â May 7, 2024Â Â 9.0%Â Â 5,470Â Â Â -Â Â Â 1,179Â Promissory note payable (C)Â October 11, 2023Â April 11, 2025Â Â 9.0%Â Â 1,005Â Â Â -Â Â Â 1,005Â Debt discountÂ Â Â Â Â Â Â Â Â Â Â Â Â Â -Â Â Â (99) Debt issuance costsÂ Â Â Â Â Â Â Â Â Â Â Â Â Â -Â Â Â (73) Total notes payableÂ Â Â Â Â Â Â Â Â Â Â Â Â Â 128Â Â Â 2,149Â Non-currentÂ Â Â Â Â Â Â Â Â Â Â Â Â Â (112)Â Â (362) CurrentÂ Â Â Â Â Â Â Â Â Â Â Â Â Â $16Â Â $1,787Â Â Â (A) On May 15, 2020, the Company executed an unsecured loan with the SBA under the Economic Injury Disaster Loan program in the amount of $150. Installment payments, including principal and interest, began on October 26, 2022. As of June 30, 2024 and December 31, 2023, the outstanding principal and accrued interest balance due under the note was $128 and $137, respectively. Â Â Â Â (B) On November 7, 2022, the Company entered into a note purchase agreement (the â€œNovember Note Purchase Agreementâ€) and promissory note with an institutional investor (the â€œNovember Note Holderâ€) providing for the sale and issuance of an unsecured, non-convertible promissory note in the original principal amount of $5,470, which has an original issue discount of $470, resulting in gross proceeds to the Company of approximately $5,000 (the â€œNovember Note,â€ and such financing, the â€œNovember Note Offeringâ€). The November Note matures eighteen months following the date of issuance. Commencing six months from the date of issuance, the Company is required to make monthly cash redemption payments in an amount not to exceed $600. The November Note may be repaid in whole or in part prior to the maturity date for a 10% premium. The November Note requires the Company to use up to 20% of the gross proceeds raised from future equity or debt financings, or the sale of any subsidiary or material asset, to prepay the November Note, subject to a $2,000 cap on the aggregate prepayment amount. Until all obligations under the November Note have been paid in full, the Company is not permitted to grant a security interest in any of its assets, or to issue securities convertible into shares of common stock, subject in each case to certain exceptions. verbMarketplace, LLC entered into a guaranty, dated November 7, 2022, in connection with the November Note Offering, pursuant to which it guaranteed the obligations of the Company under the November Note in exchange for receiving a portion of the loan proceeds. Â Â Â Â In connection with the November Note Offering, the Company incurred $335 of debt issuance costs. The debt issuance costs and the debt discount of $450 were being amortized over the term of the November Notes using the effective interest rate method. As of December 31, 2023, the amount of unamortized debt discount and debt issuance costs was $99 and $73, respectively. During the six months ended June 30, 2024, the Company amortized the remaining amount of $99 of debt discount and $73 of debt issuance costs. Â Â Â Â Â During the six months ended June 30, 2024, the Company issued 11,484,403 shares of its common stock pursuant to an exchange agreement in exchange for a reduction of $1,720 on the outstanding balance of the November Notes. The shares issued for the share exchange agreement were valued based upon the Nasdaq at-the-market price and is being consistently applied for each share exchange. As a result, there was no gain or loss on the transaction. Â On March 18, 2024, the Company paid the November Notes in full. Â Â Â Â Â (C) On October 11, 2023, the Company entered into a note purchase agreement with Streeterville pursuant to which Streeterville purchased the Note in the aggregate principal amount of $1,005. The Note bears interest at 9.0% per annum compounded daily. The maturity date of the Note is 18 months from the date of its issuance. Â During the six months ended June 30, 2024, the Company issued 7,630,271 shares of its common stock pursuant to an exchange agreement in exchange for a reduction of $1,057 on the outstanding balance of the Note. The shares issued under the share exchange agreement were valued based upon the Nasdaq at-the-market price and is being consistently applied for each share exchange. The shares issued for the final share exchange agreement on May 3, 2024 were valued at a 10% discount resulting in a loss on this particular transaction of $90. This amount has been recorded as a finance cost in the Companyâ€™s condensed consolidated statement of operations for the three and six months ended June 30, 2024. Â On May 3, 2024, the Note was repaid in full. Â The following table provides a breakdown of interest expense: Â SCHEDULE OF INTEREST EXPENSE Â Â 2024Â Â Â 2023Â Â Â Three Months Ended June 30,Â Â Â 2024Â Â 2023Â Â Â Â Â Â Â Interest expense â€“ amortization of debt discountÂ $-Â Â $77Â Interest expense â€“ amortization of debt issuance costsÂ Â -Â Â Â 57Â Interest expense â€“ otherÂ Â 10Â Â Â 165Â Â Â Â Â Â Â Â Â Total interest expenseÂ $10Â Â $299Â Â Â Â 2024Â Â 2023Â Â Â Six Months Ended June 30,Â Â Â 2024Â Â 2023Â Â Â Â Â Â Â Interest expense â€“ amortization of debt discountÂ $99Â Â $163Â Interest expense â€“ amortization of debt issuance costsÂ Â 73Â Â Â 127Â Interest expenseÂ Â 63Â Â Â 480Â Â Â Â Â Â Â Â Â Total interest expenseÂ $235Â Â $770Â Â Total interest expense for notes payable to related parties was $0 and $46 for the six months ended June 30, 2024 and 2023, respectively. The Company paid no interest to related parties for the six months ended June 30, 2024 and 2023, respectively. Â X - ReferencesNo definition available. + Details Name: us-gaap_DebtDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for information about short-term and long-term debt arrangements, which includes amounts of borrowings under each line of credit, note payable, commercial paper issue, bonds indenture, debenture issue, own-share lending arrangements and any other contractual agreement to repay funds, and about the underlying arrangements, rationale for a classification as long-term, including repayment terms, interest rates, collateral provided, restrictions on use of assets and activities, whether or not in compliance with debt covenants, and other matters important to users of the financial statements, such as the effects of refinancing and noncompliance with debt covenants. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-6Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(c)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 10: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 470 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/470/tableOfContentReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1C -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1CReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1C -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1CReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1C -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1CReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1I + Details Name: us-gaap_DebtDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 26 R15.htm IDEA: XBRL DOCUMENT v3.24.2.u1 DERIVATIVE LIABILITY 6 Months Ended Jun. 30, 2024 Derivative Instruments and Hedging Activities Disclosure [Abstract] Â DERIVATIVE LIABILITY 7. DERIVATIVE LIABILITY Â Under authoritative guidance used by the FASB on determining whether an instrument (or embedded feature) is indexed to an entityâ€™s own stock, instruments that do not have fixed settlement provisions are deemed to be derivative instruments. In prior years, the Company granted certain warrants that included a fundamental transaction provision that could give rise to an obligation to pay cash to the warrant holder. As a result, the fundamental transaction clause of these warrants are accounted for as a derivative liability in accordance with ASC 815 and are being re-measured every reporting period with the change in value reported in the statement of operations. Â The derivative liabilities were valued using a Binomial pricing model with the following average assumptions: SCHEDULE OF DERIVATIVE LIABILITY USING BINOMIAL PRICING MODEL ASSUMPTIONS Â Â June 30, 2024Â Â December 31, 2023Â Stock PriceÂ $0.12Â Â $0.17Â Exercise PriceÂ $8.00Â Â $8.00Â Expected LifeÂ Â 0.61Â Â Â 1.08Â VolatilityÂ Â 160%Â Â 202% Dividend YieldÂ Â 0%Â Â 0% Risk-Free Interest RateÂ Â 5.19%Â Â 4.79% Total Fair ValueÂ $-Â Â $1Â Â Â The expected life of the warrants was based on the remaining contractual term of the instruments. The Company uses the historical volatility of its common stock to estimate the future volatility for its common stock. The expected dividend yield was based on the fact that the Company has not paid dividends in the past and does not expect to pay dividends in the future. The risk-free interest rate was based on rates established by the Federal Reserve Bank. Â During the six months ended June 30, 2024, the Company recorded income of $1 to account for the changes in the fair value of these derivative liabilities during the period. At June 30, 2024, the fair value of the derivative liability was $0. Â During the six months ended June 30, 2023, the Company recorded income of $206 to account for the changes in the fair value of these derivative liabilities during the period. Â X - ReferencesNo definition available. + Details Name: us-gaap_DerivativeInstrumentsAndHedgingActivitiesDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for derivative instruments and hedging activities including, but not limited to, risk management strategies, non-hedging derivative instruments, assets, liabilities, revenue and expenses, and methodologies and assumptions used in determining the amounts. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480237/815-40-50-5Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5C -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-5CReference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 815 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/815/tableOfContent + Details Name: us-gaap_DerivativeInstrumentsAndHedgingActivitiesDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 27 R16.htm IDEA: XBRL DOCUMENT v3.24.2.u1 CAPITAL STOCK 6 Months Ended Jun. 30, 2024 Equity [Abstract] Â CAPITAL STOCK 8. CAPITAL STOCK Â Common Stock Â The Companyâ€™s common stock activity for the six months ended June 30, 2024 is as follows: Â Shares Issued as Part of ATM Offerings Â During the six months ended June 30, 2024, the Company issued 55,700,146 shares of its common stock and received net proceeds of $12,130, net of offering costs of $136, resulting from ATM issuances. On March 19, 2024, the Ascendiant Sales Agreement was amended to increase the amount available from $960 to $6,260. On March 29, 2024, the Ascendiant Sales Agreement was amended to increase the amount available from $6,260 to $9,010. On May 10, 2024, the Ascendiant Sales Agreement was amended to increase the amount available from $9,010 to $12,765. Â Regulation A Public Offering Â During the six months ended June 30, 2024, the Company issued 27,397,258 shares of its common stock and received net proceeds of $6,466, net of offering costs of $109, resulting from a Form 1-A public offering of its common stock pursuant to Regulation A. Â Shares Issued as Payment on Notes Payable Â During the six months ended June 30, 2024, the Company issued 11,484,403 shares of its common stock to Streeterville in exchange for a reduction of $1,720 on the outstanding balance of the November Notes. Â During the six months ended June 30, 2024, the Company issued 7,630,271 shares of its common stock pursuant to an exchange agreement in exchange for a reduction of $1,057 on the outstanding balance of the Note. Â Shares Issued for Services Â During the six months ended June 30, 2024, the Company issued 4,514 shares of common stock to its CEO, Rory Cutaia, associated with the vesting of Restricted Stock Units. Â Series C Preferred Shares Redeemed in Exchange for Common Shares Â On May 9, 2024, the Company redeemed 505 Series C Preferred Shares in exchange for 4,757,246 common shares in order to reduce the amount of dividend to be accrued. See Note 13 â€“ Subsequent Events. Â Preferred Stock Â The Companyâ€™s preferred stock activity for the six months ended June 30, 2024 was as follows: Â Series C Â On December 28, 2023, the Company filed a certificate of designation of preferences and rights (the â€œCertificate of Designationâ€) of Series C Preferred Stock (the â€œSeries C Preferred Stockâ€), with the Secretary of State of Nevada, designating 5,000 shares of preferred stock, par value $0.0001 of the Company, as Series C Preferred Stock. Each share of Series C Preferred Stock shall have a stated face value of $1,300.00 (â€œStated Valueâ€). The Series C Preferred Stock is not convertible into common shares of capital stock of the Company and as such is non-dilutive to current stockholders. Â Each share of Series C Preferred Stock shall accrue a rate of return on the Stated Value at the rate of 10% per year, compounded annually to the extent not paid as set forth in the Certificate of Designation, and to be determined pro rata for any fractional year periods (the â€œPreferred Returnâ€). The Preferred Return shall accrue on each share of Series C Preferred Stock from the date of its issuance and shall be payable or otherwise settled as set forth in the Certificate of Designation. Â Commencing on the 1 year anniversary of the issuance date of each share of Series C Preferred Stock, each such share of Series C Preferred Stock shall accrue an automatic quarterly dividend, based on three quarters of 91 days each and the last quarter of 92 days (or 93 days for leap years), which shall be calculated on the Stated Value of such share of Series C Preferred Stock, and which shall be payable in additional shares of Series C Preferred Stock, based on the Stated Value, or in cash as set forth in the Certificate of Designation (each, as applicable, the â€œQuarterly Dividendâ€). For the period beginning on the 1 year anniversary of the issuance date of a share of Series C Preferred Stock to the 2 year anniversary of the issuance date of a share of Series C Preferred Stock, the Quarterly Dividend shall be 2.5% per quarter, and for all periods following the 2 year anniversary of the issuance date of a share of Series C Preferred Stock, the Quarterly Dividend shall be 5% per quarter. Â Subject to the terms and conditions set forth in the Certificate of Designation, at any time the Company may elect, in the sole discretion of the Board of Directors, to redeem all, but not less than all, of the Series C Preferred Stock then issued and outstanding from all of the Series C Preferred Stock Holders (a â€œCorporation Optional Redemptionâ€) by paying to the applicable Series C Preferred Stock Holders an amount in cash equal to the Series C Preferred Liquidation Amount (as defined in the Certificate of Designation) then applicable to such shares of Series C Preferred Stock being redeemed in the Corporation

Optional Conversion (the â€œRedemption Priceâ€). Â The Series C Preferred Stock confers no voting rights on holders, except with respect to matters that materially and adversely affect the voting powers, rights or preferences of the Series C Preferred Stock or as otherwise required by applicable law. Â On December 29, 2023, the Company entered into a Securities Purchase Agreement with Streeterville, pursuant to which the Company sold and Streeterville purchased 3,000 shares of the Companyâ€™s newly designated non-convertible Series C Preferred Stock (the â€œSeries C Sharesâ€) for a total purchase price of $3,000. The Shares have a 10% stated annual dividend, no voting rights and has a face value of $1,300 per share. The sale of the Series C Shares was consummated on December 29, 2023. Â On May 9, 2024, the Company redeemed 505 Series C Preferred Shares in exchange for 4,757,246 common shares in order to reduce the amount of dividend to be accrued. The transaction was done at the Nasdaq at-the-market price. No broker was involved in the transaction and no fees or commissions were paid or incurred by the Company. See Note 13 â€“ Subsequent Events. Â The Company has accrued $141 in preferred stock dividend payable as of June 30, 2024. Â Â X - ReferencesNo definition available. + Details Name: us-gaap_EquityAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for equity. + 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 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-14Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 235 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -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 (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477968/946-235-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-6Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480237/815-40-50-6Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1Reference 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(e)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 10: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/505/tableOfContentReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-14Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-14Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 16 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-16Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-18Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-18Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-18 + Details Name: us-gaap_StockholdersEquityNoteDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 28 R17.htm IDEA: XBRL DOCUMENT v3.24.2.u1 RESTRICTED STOCK UNITS 6 Months Ended Jun. 30, 2024 Restricted Stock Units Â RESTRICTED STOCK UNITS 9. RESTRICTED STOCK UNITS Â A summary of restricted stock unit activity for the six months ended June 30, 2024 is presented below. SUMMARY OF RESTRICTED STOCK AWARD ACTIVITY Â Â Â Â Â Weighted-Â Â Â Â Â Â AverageÂ Â Â Â Â Â Grant DateÂ Â Â SharesÂ Â Fair ValueÂ Â Â Â Â Â Â Â Non-vested at January 1, 2024Â Â 153,366Â Â $5.88Â GrantedÂ Â -Â Â Â -Â Vested/deemed vestedÂ Â (5,139)Â Â 52.60Â ForfeitedÂ Â -Â Â Â -Â Non-vested at June 30, 2024Â Â 148,227Â Â $4.26Â Â The total fair value of restricted stock units that vested or deemed vested during the six months ended June 30, 2024 was $270. The total stock compensation expense recognized relating to the vesting of restricted stock units for the three and six months ended June 30, 2024 amounted to $104 and $209, respectively. As of June 30, 2024, the amount of unvested compensation related to issuances of restricted stock units was $376 which will be recognized as an expense in future periods as the shares vest. Â X - ReferencesNo definition available. + Details Name: VERB_DisclosureRestrictedStockUnitsAbstract Namespace Prefix: VERB_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionRestricted Stock Units [Text Block] + ReferencesNo definition available. + Details Name: VERB_RestrictedStockUnitsTextBlock Namespace Prefix: VERB_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 29 R18.htm IDEA: XBRL DOCUMENT v3.24.2.u1 STOCK OPTIONS 6 Months Ended Jun. 30, 2024 Share-Based Payment Arrangement [Abstract] Â STOCK OPTIONS 10. STOCK OPTIONS Â A summary of option activity for the six months ended June 30, 2024 is presented below. SCHEDULE OF STOCK OPTION ACTIVITY Â Â Â Â Â Â Â Â Weighted-Â Â Â Â Â Â Â Â Â Weighted-Â Â AverageÂ Â Â Â Â Â Â Â Â AverageÂ Â RemainingÂ Â AggregateÂ Â Â Â Â Â ExerciseÂ Â ContractualÂ Â IntrinsicÂ Â Â OptionsÂ Â PriceÂ Â Life (Years)Â Â ValueÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Outstanding at January 1, 2024Â Â 2,086,882Â Â $1.20Â Â Â 4.60Â Â $-Â GrantedÂ Â -Â Â Â -Â Â Â -Â Â Â -Â ForfeitedÂ Â (47,917)Â Â 2.24Â Â Â -Â Â Â -Â ExercisedÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Outstanding at June 30, 2024Â Â 2,038,965Â Â $1.18Â Â Â 4.04Â Â $-Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Vested June 30, 2024Â Â 1,033,579Â Â $1.34Â Â Â -Â Â $-Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Exercisable at June 30, 2024Â Â 1,033,579Â Â $1.34Â Â Â -Â Â $-Â Â Â Â At June 30, 2024, the intrinsic value of the outstanding options was $0. Â The total stock compensation expense recognized relating to the vesting of stock options for the three and six months ended June 30, 2024 amounted to $206 and $429. As of June 30, 2024, the total unrecognized share-based compensation expense was $1,023, which is expected to be recognized as part of operating expense through September 2027. Â The fair value of share option award is estimated using the Black-Scholes option pricing method based on the following weighted-average assumptions: SCHEDULE OF FAIR VALUE ASSUMPTIONS USING BLACK-SCHOLES METHOD Â Â Six Months Ended June 30,Â Â Â 2024Â Â 2023Â Risk-free interest rateÂ Â 4.62%Â Â 3.95% Average expected termÂ Â 5 yearsÂ Â Â 5 yearsÂ Expected volatilityÂ Â 270.57%Â Â Â 127.5% Expected dividend yieldÂ Â -Â Â Â -Â Â The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of measurement corresponding with the expected term of the share option award; the expected term represents the weighted-average period of time that share option awards granted are expected to be outstanding giving consideration to vesting schedules and historical participant exercise behavior; the expected volatility is based upon historical volatility of the Companyâ€™s common stock; and the expected dividend yield is based on the fact that the Company has not paid dividends in the past and does not expect to pay dividends in the future. Â 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 30 R19.htm IDEA: XBRL DOCUMENT v3.24.2.u1 STOCK WARRANTS 6 Months Ended Jun. 30, 2024 Stock Warrants Â STOCK WARRANTS 11. STOCK WARRANTS Â The Company has the following warrants outstanding as of June 30, 2024, all of which are exercisable: Â SCHEDULE OF WARRANTS OUTSTANDING Â Â WarrantsÂ Â Weighted- Average Exercise PriceÂ Â Weighted- Average Remaining Contractual Life (Years)Â Â Aggregate Intrinsic ValueÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Outstanding at January 1, 2024Â Â 919,664Â Â $33.76Â Â Â 3.10Â Â $-Â GrantedÂ Â -Â Â Â -Â Â Â -Â Â Â -Â ForfeitedÂ Â (179,296)Â Â 138.20Â Â Â -Â Â Â -Â ExercisedÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Outstanding at June 30, 2024, all vestedÂ Â 740,368Â Â $8.47Â Â Â 3.29Â Â $-Â Â Â At June 30, 2024 the intrinsic value of the outstanding warrants was $0. Â On January 24, 2023, the Company entered into an underwriting agreement with Aegis relating to the January 2023 offering, issuance and sale of 901,275 shares of the Companyâ€™s common stock at a public offering price of $8.00 per share. As a result of this transaction, certain warrants which previously had an exercise price of $13.60 per share, had the exercise price reduced to $8.00 per share, which resulted in the Company recognizing a deemed dividend of $164. Â At the close of business on April 5, 2024, the Companyâ€™s unexercised publicly traded warrants under the symbol VERBW expired pursuant to their original terms and as such Nasdaq suspended trading the 175,823 remaining warrants and the trading symbol VERBW was delisted from Nasdaq. Â Â X - ReferencesNo definition available. + Details Name: VERB_DisclosureStockWarrantsAbstract Namespace Prefix: VERB_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionStock Warrants [Text Block] + ReferencesNo definition available. + Details Name: VERB_StockWarrantsTextBlock Namespace Prefix: VERB_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 31 R20.htm IDEA: XBRL DOCUMENT v3.24.2.u1 COMMITMENTS AND CONTINGENCIES 6 Months Ended Jun. 30, 2024 Commitments and Contingencies Disclosure [Abstract] Â COMMITMENTS AND CONTINGENCIES 12. COMMITMENTS AND CONTINGENCIES Â Litigation Â The Company is currently in a dispute with a former employee of its predecessor bBooth, Inc. who has interposed a breach of contract claim in which he alleges that in 2015 he was entitled to approximately $300 in unpaid bonus compensation. This former employee filed his complaint in the Superior Court of California for the County of Los Angeles on November 20, 2019, styled Meyerson v. Verb Technology Company, Inc., et al. (Case No. 19STCV41816). The Company disputed the former employeeâ€™s claims and interposed several affirmative defenses, including that the claims are contradicted by documentary evidence, barred by the applicable statute of limitations, and barred by a written, executed release. On February 9, 2021, the former employeeâ€™s counsel filed a motion for summary judgment, or in the alternative, summary adjudication against the Company. On October 13, 2021, the California court issued an order (i) denying the former employeeâ€™s motion for summary judgment on his claims against the Company, but (ii) granting the former employeeâ€™s motion to dismiss the Companyâ€™s affirmative defenses, which ruling the Company contends was in error. Under the rules, the Company is precluded from appealing the dismissal of its affirmative defenses until after a trial. On August 29, 2023, after a bench trial at which the Company was precluded from introducing evidence of its affirmative defenses, the court found in favor of Plaintiff Meyerson; and judgment was entered in Meyersonâ€™s favor in the amount of $584 which included interest. Meyersonâ€™s counsel thereafter submitted an untimely request for attorneyâ€™s fees and costs which the Company has opposed. As of this date, that motion has yet to be decided. After the trial, the Company filed a timely appeal from the judgment (Meyerson v. Verb Technology Company, Inc. (2023 2nd Appellate District) Case No.: B334777, seeking among other things, that the trial courtâ€™s finding be vacated and that the Companyâ€™s affirmative defenses be reinstated. As of this date, the appeal has yet to be heard. The Company has accrued the liability at June 30, 2024 and believes the accrual is adequate pending the outcome of the appeal process. Â The Company knows of no material proceedings in which any of its directors, officers, or affiliates, or any registered or beneficial stockholder is a party adverse to the Company or any of its subsidiaries or has a material interest adverse to the Company or any of its subsidiaries. Â The Company believes it has adequately reserved for all litigation within its financial statements. Â Board of Directors Â The Company has committed an aggregate of $598 in board fees to its three independent board members over the term of their appointment for services to be rendered. This amount includes a one-time performance-based bonus payment to a board member that is non-recurring. The Companyâ€™s CEO does not receive compensation for serving on the Board of Directors. Â Board fees are accrued and paid monthly. The members will serve on the board until the annual meeting for the year in which their term expires or until their successors have been elected and qualified. Â Total board fees expensed during the six months ended June 30, 2024 was $403. 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 commitments and contingencies. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 405 -SubTopic 30 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/405-30/tableOfContentReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 440 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482648/440-10-50-4Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 450 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/450/tableOfContentReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 954 -SubTopic 440 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478522/954-440-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 440 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482648/440-10-50-4Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 440 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/440/tableOfContent + Details Name: us-gaap_CommitmentsAndContingenciesDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 32 R21.htm IDEA: XBRL DOCUMENT v3.24.2.u1 SUBSEQUENT EVENTS 6 Months Ended Jun. 30, 2024 Subsequent Events [Abstract] Â SUBSEQUENT EVENTS 13. SUBSEQUENT EVENTS Â The Company has evaluated subsequent events through August 14, 2024, the date these financial statements are available to be issued. The Company believes there were no material events or transactions discovered during this evaluation that requires recognition or disclosure in the financial statements other than the items discussed below. Â Series C Preferred Shares Redeemed in Exchange for Common Shares Â On December 29, 2023, the Company issued 3,000 Series C Preferred Shares to an institutional investor pursuant to a securities purchase agreement and certificate of designation previously filed. The Series C Preferred Shares carried a 10% annual dividend. Â Subsequent to June 30, 2024, the Company redeemed 1,300 Series C Preferred Shares in exchange for 17,391,534 common shares in order to reduce the amount of dividend to be accrued. The transaction was done at the Nasdaq at-the-market price. No broker was involved in the transaction and no fees or commissions were paid or incurred by the Company. Â Nasdaq Delisting Notice Â On August 6, 2024, the Company received notice from the Staff indicating that the bid price for the Companyâ€™s common stock had closed below $0.10 per share for the 10-consecutive trading day period ended August 5, 2024 and, accordingly, the Company is subject to the provisions contemplated under Nasdaq Listing Rule 5810(c)(3)(A)(iii) (the â€œLow Priced Stock Ruleâ€) and its securities are subject to delisting from Nasdaq unless the Company timely requests a hearing before the Nasdaq Hearings Panel (the â€œPanelâ€). Â On August 12, 2024, the Company timely requested a hearing before the Panel, which such request automatically stays any further action by Nasdaq at least until the hearing is held and the expiration of any extension period that may be granted by the Panel. The Companyâ€™s common stock will continue to trade on Nasdaq under the symbol â€œVERBâ€ pending completion of the hearing process. There can be no assurance that the Panel will grant the Companyâ€™s request for continued listing or that the Company will be able meet the continued listing requirements during any compliance period that may be granted by the Panel. Â On August 2, 2024, the Company filed a preliminary proxy

statement on Schedule 14A in connection with the Companyâ€™s annual meeting of stockholders scheduled for September 26, 2024. On August 6, 2024, the Company filed an amended proxy statement on Schedule PRER14A. In the event the Company does not regain compliance with the Bid Price Rule on or before September 26, 2024, then at the annual meeting, the Company intends to seek the approval of its stockholders to implement a reverse stock split in the range within a range of one-for-five (1-for-5) to a maximum of a one-for-two hundred (1-for-200). Upon receipt of the requisite approval of its stockholders, the Company intends to expeditiously implement the reverse stock split to regain compliance with Nasdaqâ€™s bid price requirement. 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 33 R22.htm IDEA: XBRL DOCUMENT v3.24.2.u1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND SUPPLEMENTAL DISCLOSURES (Policies) 6 Months Ended Jun. 30, 2024 Accounting Policies [Abstract] Â Basis of Presentation Basis of Presentation Â The accompanying condensed consolidated financial statements are unaudited. These unaudited interim condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (â€œGAAPâ€) and applicable rules and regulations of the Securities and Exchange Commission (â€œSECâ€) regarding interim financial reporting. Certain information and note disclosures normally included in the financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. Accordingly, these interim condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto contained in the Companyâ€™s Annual Report on Form 10-K for the fiscal year ended December 31, 2023 filed with the SEC on April 1, 2024 (the â€œ2023 Annual Reportâ€). The consolidated balance sheet as of December 31, 2023 included herein was derived from the audited consolidated financial statements as of that date. Â On June 10, 2023, the board of directors approved the sale of the SaaS Assets to an unrelated third party, SW Direct Sales LLC (â€œSW Salesâ€ or the â€œbuyerâ€), for $6,500 with $4,750 cash proceeds paid by buyer upon closing of the transaction. Additional payments of $1,750 will be paid by the buyer if certain profitability and revenue targets are met within the next two years. The contingent payments were not recorded at the closing date of the sale, rather will be recognized as the cash is received and the contingency resolved pursuant to ASC 450-30. Â Accordingly, the Companyâ€™s consolidated financial statements are being presented pursuant to ASC 360-10-45-9 which requires that a disposal group be classified as held for sale in the period in which all of the held for sale criteria are met. In addition to held for sale accounting, the Company had also met the criterion pursuant to ASC 205-20, Discontinued Operations, as a strategic shift from operating and managing a SaaS business to operating and managing a live streaming shopping platform has occurred because of the sale. The Companyâ€™s consolidated results of operations and statements of cash flows have been reclassified to reflect the presentation of discontinued operations. See Note 5 for details of the assets and liabilities related to the SaaS sale and discontinued operations. Â In the opinion of management, the accompanying unaudited condensed consolidated financial statements contain all adjustments necessary to fairly present the Companyâ€™s financial position and results of operations for the interim periods reflected. Except as noted, all adjustments contained herein are of a normal recurring nature. Results of operations for the fiscal periods presented herein are not necessarily indicative of fiscal year-end results. Â Principles of Consolidation Principles of Consolidation Â The consolidated financial statements have been prepared in accordance with GAAP and include the accounts of Verb, Verb Direct, LLC, Verb Acquisition Co., LLC, and verbMarketplace, LLC. All intercompany accounts have been eliminated in the consolidation. Â Â Use of Estimates Use of Estimates Â The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reported periods. Significant estimates include assumptions made in analysis of assumptions made in purchase price allocations, impairment testing of long-term assets, realization of deferred tax assets, determining fair value of derivative liabilities, and valuation of equity instruments issued for services. Some of those assumptions can be subjective and complex, and therefore, actual results could differ materially from those estimates under different assumptions or conditions. Â Revenue Recognition Revenue Recognition Â The Company recognizes revenue in accordance with Financial Accounting Standard Boardâ€™s (â€œFASBâ€) ASC 606, Revenue from Contracts with Customers (â€œASC 606â€). Revenue through June 13, 2023 was derived primarily from providing application services through the SaaS application, digital marketing and sales support services. During that period, the Company also derived revenue from the sale of customized print products and training materials, branded apparel, and digital tools, as demanded by its customers. As a result of the sale of the SaaS business, revenue that was recorded historically from the SaaS business has been reclassified as part of discontinued operations. See Note 5 for revenue disclosures related to the SaaS business. Â A description of our principal revenue generating activities is as follows: Â MARKET.live generates revenue through several sources as follows: Â Â a. All sales run through our ecommerce facility on MARKET.live from which we deduct a platform fee that ranges from 10% to 20% of gross sales, with an average of approximately 15%, depending upon the pricing package the vendors select as well as the product category and profit margins associated with such categories. The revenue is derived from sales generated during livestream events, from sales realized through views of previously recorded live events available in each vendorâ€™s store, as well as from sales of product and merchandise displayed in the vendorsâ€™ online stores, all of which are shoppable 24/7. Â Â Â Â b. Produced events. MARKET.live offers fee-based services that range from full production of livestream events, to providing professional hosts and event consulting. Â Â Â Â c. Drop Ship and Creator programs. MARKET.live is expected to generate recurring fee revenue from soon to be launched new drop ship programs for entrepreneurs and its Creator program. Â Â Â Â d. The Companyâ€™s TikTok Shop store and affiliate program. Â Â Â Â e. The MARKET.live site is designed to incorporate sponsorships and other advertising based on typical industry rates. Â Â Â Â f. The Companyâ€™s recently announced partnership with TikTok Shop. Pursuant to the terms of the partnership, MARKET.live has become a service provider for TikTok Shop and is officially designated as a TikTok Shop Partner (TSP). Under the terms of the partnership, TikTok Shop refers consumer brands, retailers, influencers and affiliates leads to MARKET.live for a menu of paid services that include, among other things, assistance in onboarding to TikTok Shop and establishing a TikTok Shop store, hosting training sessions and webinars for prospective TikTok Shop sellers, MARKET.live studio space rental in both the West Coast and East Coast MARKET.live studios, content creation and production services, and TikTok Shop maintenance, including enhancements to existing TikTok Shop seller stores. The partnership also contemplates TikTok Shop sponsored studio rentals, as well as a paid-for â€œday passâ€ for use of MARKET.live studio services by TikTok creators, influencers and affiliates. It is expected that MARKET.live will generate revenue through fees, including monthly recurring fees, paid directly to MARKET.live by the brands, retailers, influencers and affiliates referred to MARKET.live by TikTok. In addition, it is contemplated that MARKET.live will receive a percentage of monthly revenue generated through the TikTok Shop stores MARKET.live establishes for the brands, retailers, influencers and affiliates that TikTok Shop refers to MARKET.live. Â Â Â Â Â The partnership also contemplates the use of MARKET.live studios as TikTok â€œSample Centersâ€ where TikTok creators will have access to product samples for use in their TikTok Shop videos produced at MARKET.live studios. In addition to the compensation referenced above, TikTok will compensate MARKET.live directly for the attainment of certain pre-established performance goals and objectives agreed-to between the parties. Â A performance obligation is a promise in a contract to transfer a distinct product. Performance obligations promised in a contract are identified based on the goods that will be transferred that are both capable of being distinct and are distinct in the context of the contract, whereby the transfer of the goods is separately identifiable from other promises in the contract. Performance obligations include establishing and maintaining customer online stores, providing access to the Companyâ€™s e-commerce platform and customer service support. Â Â The Companyâ€™s revenue is comprised of commission fees derived from contractually committed gross revenue processed by customers on the Companyâ€™s e-commerce platform as well as from services it provides as referenced above in sub-paragraph (f) of the Revenue Recognition section concerning the TikTok Shop partnership. Customers do not have the contractual right to take possession of the Companyâ€™s software. Revenue is recognized in an amount that reflects the consideration that the Company expects to ultimately receive in exchange for those promised goods, net of expected discounts for sales promotions and customary allowances, and its services. Â Revenue is recognized on a net basis from maintaining e-commerce platforms and online orders, as the Company is engaged primarily in an agency relationship with its customers and earns defined amounts based on the individual contractual terms for the customer and the Company does not take possession of the customersâ€™ inventory or any credit risks relating to the products sold. Â Sales taxes collected from customers and remitted to governmental authorities are accounted for on a net basis and, therefore, are excluded from net sales in the consolidated statements of operations. Revenues during the three and six months ended June 30, 2024 and 2023, were substantially all generated from clients and customers located within the United States of America. Â Cost of Revenue Cost of Revenue Â Cost of revenue primarily consists of processing fees associated with the MARKET.live platform. Â Capitalized Software Development Costs Capitalized Software Development Costs Â The Company capitalizes internal and external costs directly associated with developing internal-use software, and hosting arrangements that include an internal-use software license, during the application development stage of its projects. The Companyâ€™s internal-use software is reported at cost less accumulated amortization. Amortization begins once the project has been completed and is ready for its intended use. The Company will amortize the asset on a straight-line basis over a period of three years, which is the estimated useful life. Software maintenance activities or minor upgrades are expensed in the period performed. Â Amortization expense related to capitalized software development costs is recorded in depreciation and amortization in the condensed consolidated statements of operations. Â Preferred Stock Preferred Stock Â The Company applies the accounting standards for distinguishing liabilities from equity when determining the classification and measurement of its preferred stock. Preferred shares subject to mandatory redemption are classified as liability instruments and are measured at fair value. Conditionally redeemable preferred shares (including preferred shares that feature redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within the Companyâ€™s control) are classified as temporary equity. At all other times, preferred shares are classified as part of stockholdersâ€™ equity. Accordingly, the Series C Preferred Stock offering on December 29, 2023 is classified as part of stockholdersâ€™ equity as of June 30, 2024 and December 31, 2023. Â Fair Value of Financial Instruments Fair Value of Financial Instruments Â The Company follows the guidance of FASB ASC 820 and ASC 825 for disclosure and measurement of the fair value of its financial instruments. FASB ASC 820 establishes a framework for measuring fair value under GAAP and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, ASC 820 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three (3) broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. Â The three (3) levels of fair value hierarchy defined by ASC 820 are described below: Â Â Level 1: Quoted market prices available in active markets for identical assets or liabilities as of the reporting date. Â Level 2: Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date. Â Level 3: Pricing inputs that are generally observable inputs and not corroborated by market data. Â The carrying amount of the Companyâ€™s financial assets and liabilities, such as cash and cash equivalents, prepaid expenses, and accounts payable and accrued expenses approximate their fair value due to their short-term nature. The carrying amount of notes payable approximates the fair value due to the fact that the interest rates on these obligations are based on prevailing market interest rates. The Company uses Level 2 inputs for its valuation methodology for the derivative liabilities. Â Â Derivative Financial Instruments Derivative Financial Instruments Â The Company evaluates its financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported in the consolidated statements of operations. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period. Derivative instrument liabilities are classified in the balance sheet as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within 12 months of the balance sheet date. Â The Company uses Level 2 inputs for its valuation methodology for the derivative liabilities as their fair values were determined by using a Binomial pricing model. The Companyâ€™s derivative liabilities are adjusted to reflect fair value at each period end, with any increase or decrease in the fair value being recorded in results of operations as adjusted to fair value of derivatives. Â Share-Based Compensation Share-Based Compensation Â The Company issues stock options and warrants, shares of common stock and restricted stock units as share-based compensation to employees and non-employees. The Company accounts for its share-based compensation in accordance with FASB ASC 718, Compensation â€“ Stock Compensation. Share-based compensation cost is measured at the grant date, based on the estimated fair value of the award, and is recognized as expense over the requisite service period. The fair value of restricted stock units is determined based on the number of shares granted and the quoted price of our common stock and is recognized as expense over the service period. Forfeitures are accounted for as they occur. Recognition of compensation expense for non-employees is in the same period and manner as if the Company had paid cash for services. Â Net Loss Per Share Net Loss Per Share Â Basic net loss per share is computed by using the weighted-average number of common shares outstanding during the period. Diluted net loss per share is computed giving effect to all dilutive potential shares of common stock that were outstanding during the period. Dilutive potential shares of common stock consist of incremental shares of common stock issuable upon exercise of stock options. No dilutive potential shares of common stock were included in the computation of diluted net loss per share because their impact was anti-dilutive. Â As of June 30, 2024, and 2023, the Company had total outstanding options of 2,038,965 and 1,099,523, respectively, and warrants of 740,368 and 951,804, respectively, and outstanding restricted stock awards of 148,227 and 21,535, respectively, and convertible notes issued to a related party that were convertible into 0 and 21,874 shares at $41.20 per share, respectively, which were excluded from the computation of net loss per share because they are anti-dilutive. Â At the close of business on April 5, 2024, the Companyâ€™s unexercised publicly traded warrants under the symbol VERBW expired pursuant to their original terms and as such Nasdaq suspended trading the 175,823 remaining warrants and the trading symbol VERBW was delisted from Nasdaq. Â Concentration of Credit and Other Risks Concentration of Credit and Other Risks Â Financial instruments that potentially subject the Company to concentrations of credit risk consist of cash and accounts receivable. Cash is deposited with a limited number of financial institutions. The balances held at any one financial institution at times may be in excess of Federal Deposit Insurance Corporation (â€œFDICâ€) insurance limits of up to $250. Â Â The Companyâ€™s concentration of credit risk includes its concentrations from key customers and vendors. The details of these significant customers and vendors are presented in the following table for the six months ended June 30, 2024 and 2023: Â SCHEDULE OF CONCENTRATION RISK Â Â Six Months Ended June 30, Â Â 2024 Â 2023 The Companyâ€™s largest customers are presented below as a percentage of the aggregate Â Â Â Â Â Â Â Â Â Â Revenues Â One customer that accounted for 52% of revenues Â No customers individually over 10% Â Â Â Â Â Â The Companyâ€™s largest vendors are presented below as a percentage of the aggregate Â Â Â Â Â Â Â Â Â Â Purchases Â One vendor that accounted for 18% of its purchases individually and in the aggregate Â One vendor that accounted for 32% of its purchases individually and in the aggregate Â Supplemental Cash Flow Information Supplemental Cash Flow Information SCHEDULE OF SUPPLEMENTAL CASH FLOW INFORMATION Â Â 2024Â Â 2023Â Â Â Six Months Ended June 30,Â Â Â 2024Â Â 2023Â Â Â Â Â Â Â Supplemental disclosures of cash flow information:Â Â Â Â Â Â Â Â Â Cash paid for interestÂ $1Â Â $234Â Cash paid for income taxesÂ $1Â Â $2Â Â Â Â Â Â Â Â Â Â Â Supplemental disclosure of non-cash investing and financing activities attributable to continuing operations:Â Â Â Â Â Â Â Â Â Fair value of common shares issued as payment on notes payableÂ $2,777Â Â $300Â Fair value of common shares issued to redeem Series C preferred sharesÂ Â 656Â Â Â Â -Â Fair value of common shares issued to settle accrued expensesÂ Â -Â Â Â Â 146Â Supplemental disclosure of non-cash investing and financing activities attributable to discontinued operations:Â Â Â Â Â Â Â Â Â Discount recognized from advances on future receiptsÂ $-Â Â $558Â Â Recent Accounting Pronouncements Recent Accounting Pronouncements Â Recently Adopted Accounting Pronouncements Â In June 2016, the FASB issued ASU No. 2016-13, Credit Losses - Measurement of Credit Losses on Financial Instruments (â€œASC 326â€). The standard significantly changes how entities will measure credit losses for most financial assets, including accounts and notes receivables. The standard will replace todayâ€™s â€œincurred lossâ€ approach with an â€œexpected lossâ€ model, under which companies will recognize allowances based on expected rather than incurred losses. Entities will apply the standardâ€™s provisions as a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period

in which the guidance is effective. The adoption of this standard did not have any material impact on the Companyâ€™s financial statements. Â Recent Accounting Pronouncements Â In November 2023, the Financial Accounting Standards Board (FASB) issued ASU No. 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures (ASU 2023-07), which requires an enhanced disclosure of significant segment expenses on an annual and interim basis. This guidance is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. Upon adoption, the guidance should be applied retrospectively to all prior periods presented in the financial statements. We do not expect the adoption of this guidance to have a material impact on our consolidated financial statements. Â Other recent accounting pronouncements issued by the FASB, including its Emerging Issues Task Force, the American Institute of Certified Public Accountants, and the Securities and Exchange Commission (the â€œSECâ€) did not or are not believed by management to have a material impact on the Companyâ€™s present or future consolidated financial statements. X - DefinitionCost Of Revenue [Policy Text Block] + ReferencesNo definition available. + Details Name: VERB_CostOfRevenuePolicyTextBlock Namespace Prefix: VERB_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionSupplemental Cash Flow Information [Policy Text Block] + ReferencesNo definition available. + Details Name: VERB_SupplementalCashFlowInformationPolicyTextBlock Namespace Prefix: VERB_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_AccountingPoliciesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for basis of accounting, or basis of presentation, used to prepare the financial statements (for example, US Generally Accepted Accounting Principles, Other Comprehensive Basis of Accounting, IFRS). + ReferencesNo definition available. + Details Name: us-gaap_BasisOfAccountingPolicyPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for credit risk. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 942 -SubTopic 825 -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478898/942-825-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-1 + Details Name: us-gaap_ConcentrationRiskCreditRisk Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy regarding (1) the principles it follows in consolidating or combining the separate financial statements, including the principles followed in determining the inclusion or exclusion of subsidiaries or other entities in the consolidated or combined financial statements and (2) its treatment of interests (for example, common stock, a partnership interest or other means of exerting influence) in other entities, for example consolidation or use of the equity or cost methods of accounting. The accounting policy may also address the accounting treatment for intercompany accounts and transactions, noncontrolling interest, and the income statement treatment in consolidation for issuances of stock by a subsidiary. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483426/235-10-50-4Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1 + Details Name: us-gaap_ConsolidationPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for derivatives entered into for trading purposes and those entered into for purposes other than trading including where and when derivative financial instruments and derivative commodity instruments and their related gains or losses are reported in the entity's statements of financial position, cash flows, and results of operations. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 815 -SubTopic 10 -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-1 + Details Name: us-gaap_DerivativesReportingOfDerivativeActivity 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 determining the fair value of financial instruments. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 825 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-1 + Details Name: us-gaap_FairValueOfFinancialInstrumentsPolicy 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 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. Includes revenue from contract with customer and from other sources. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483426/235-10-50-4Reference 3: 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/1943274/2147483426/235-10-50-4 + Details Name: us-gaap_RevenueRecognitionPolicyTextBlock 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 redeemable preferred stock issued. This disclosure may include the accounting treatment for the difference, if there is any, between the carrying value and redemption amount. For example, describe whether the issuer accretes changes in the redemption value. + 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 -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(27)(c)) -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 -Section 05 -Paragraph 1 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481288/505-10-05-1 + Details Name: us-gaap_StockholdersEquityNoteRedeemablePreferredStockIssuePolicy 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 34 R23.htm IDEA: XBRL DOCUMENT v3.24.2.u1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND SUPPLEMENTAL DISCLOSURES (Tables) 6 Months Ended Jun. 30, 2024 Accounting Policies [Abstract] Â SCHEDULE OF CONCENTRATION RISK SCHEDULE OF CONCENTRATION RISK Â Â Six Months Ended June 30, Â Â 2024 Â 2023 The Companyâ€™s largest customers are presented below as a percentage of the aggregate Â Â Â Â Â Â Â Â Â Â Revenues Â One customer that accounted for 52% of revenues Â No customers individually over 10% Â Â Â Â Â The Companyâ€™s largest vendors are presented below as a percentage of the aggregate Â Â Â Â Â Â Â Â Â Â Purchases Â One vendor that accounted for 18% of its purchases individually and in the aggregate Â One vendor that accounted for 32% of its purchases individually and in the aggregate SCHEDULE OF SUPPLEMENTAL CASH FLOW INFORMATION SCHEDULE OF SUPPLEMENTAL CASH FLOW INFORMATION Â Â 2024Â Â 2023Â Â Â Â Six Months Ended June 30,Â Â Â Â 2024Â Â 2023Â Â Â Â Â Â Â Â Supplemental disclosures of cash flow information:Â Â Â Â Â Â Â Â Â Cash paid for interestÂ $1Â Â $234Â Cash paid for income taxesÂ $1Â Â $2Â Â Â Â Â Â Â Â Â Â Â Supplemental disclosure of non-cash investing and financing activities attributable to continuing operations:Â Â Â Â Â Â Â Â Â Fair value of common shares issued as payment on notes payableÂ $2,777Â Â $300Â Fair value of common shares issued to redeem Series C preferred sharesÂ Â 656Â Â Â Â -Â Fair value of common shares issued to settle accrued expensesÂ Â -Â Â Â 146Â Supplemental disclosure of non-cash investing and financing activities attributable to discontinued operations:Â Â Â Â Â Â Â Â Â Discount recognized from advances on future receiptsÂ $-Â Â $558Â 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 supplemental cash flow information for the periods presented. + ReferencesNo definition available. + Details Name: us-gaap_ScheduleOfCashFlowSupplementalDisclosuresTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the nature of a concentration, a benchmark to which it is compared, and the percentage that the risk is to the benchmark. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 21 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-21Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 825 -SubTopic 10 -Section 50 -Paragraph 20 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-20Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 18 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-18Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 20 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-20Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 16 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-16Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 21 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-21 + Details Name: us-gaap_SchedulesOfConcentrationOfRiskByRiskFactorTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 35 R24.htm IDEA: XBRL DOCUMENT v3.24.2.u1 CAPITALIZED SOFTWARE DEVELOPMENT COSTS (Tables) 6 Months Ended Jun. 30, 2024 Research and Development [Abstract] Â SCHEDULE OF CAPITALIZED SOFTWARE DEVELOPMENT COSTS Capitalized software development costs, net consisted of the following: Â SCHEDULE OF CAPITALIZED SOFTWARE DEVELOPMENT COSTS Â Â June 30, 2024Â Â December 31, 2023Â Â Â Â Â Â Â Â Â Â Beginning balanceÂ $3,990Â Â $6,176Â Â Â Â Â Â Â Â Â Â Â

Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2 + Details Name: us-gaap_ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 36 R25.htm IDEA: XBRL DOCUMENT v3.24.2.u1 OPERATING LEASES (Tables) 6 Months Ended Jun. 30, 2024 Operating Leases Â SCHEDULE OF LEASE COST The components of lease expense and supplemental cash flow information related to leases for the period are as follows: SCHEDULE OF LEASE COST Â Â 2024Â Â 2023Â Â Â Â Six Months Ended June 30,Â Â Â 2024Â Â 2023Â Lease costÂ Â Â Â Â Â Operating lease cost (included in general and administrative expenses in the Companyâ€™s statement of operations)Â $65Â Â $170Â Â Â Â Â Â Â Â Other informationÂ Â Â Â Â Â Â Â Cash paid for amounts included in the measurement of lease liabilitiesÂ $45Â Â $113Â Weighted average remaining lease term â€“ operating leases (in years)Â Â 2.25Â Â Â 3.92Â Weighted average discount rate â€“ operating leasesÂ Â 9.0%Â Â 4.0% SCHEDULE OF OPERATING LEASES ASSETS AND LIABILITIES SCHEDULE OF OPERATING LEASES ASSETS AND LIABILITIES Â Â June 30, 2024Â Â December 31, 2023Â Operating leasesÂ Â Â Â Â Â Â Right-of-use assetsÂ $190Â Â $218Â Â Â Â Â Â Â Â Short-term operating lease liabilitiesÂ $72Â Â $67Â Long-term operating lease liabilitiesÂ Â 123Â Â Â 164Â Total operating lease liabilitiesÂ $195Â Â $231Â SCHEDULE OF PRESENT VALUE OF LEASE LIABILITIES SCHEDULE OF PRESENT VALUE OF LEASE LIABILITIESÂ Year endingÂ Operating LeasesÂ 2024 remainingÂ $46Â 2025Â Â 96Â 2026Â Â 75Â 2027Â Â -Â 2028 and thereafterÂ Â -Â Total lease paymentsÂ Â 217Â Less: Imputed interest/present value discountÂ Â (22) Present value of lease liabilitiesÂ $195Â X - ReferencesNo definition available. + Details Name: VERB_DisclosureOperatingLeasesAbstract Namespace Prefix: VERB_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionScheduleOfOperatingLeaseAssetsAndLiabilitiesTableTextBlock + ReferencesNo definition available. + Details Name: VERB_ScheduleOfOperatingLeaseAssetsAndLiabilitiesTableTextBlock Namespace Prefix: VERB_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration 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/1943274/2147478964/842-20-50-4 + Details Name: us-gaap_LeaseCostTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - 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 37 R26.htm IDEA: XBRL DOCUMENT v3.24.2.u1 DISCONTINUED OPERATIONS (Tables) 6 Months Ended Jun. 30, 2024 Discontinued Operations and Disposal Groups [Abstract] Â SCHEDULE OF NET REVENUES AND NET LOSS OF THE SAAS BUSINESS The following information presents the net revenues and net loss of the SaaS business for the three and six months ended June 30, 2024 and 2023: SCHEDULE OF NET REVENUES AND NET LOSS OF THE SAAS BUSINESS Â Â 2024Â Â 2023Â Â Â Three Months Ended June 30,Â Â Â 2024Â Â 2023Â Â Â Â Â Â Â Â Net revenuesÂ $-Â Â $1,601Â Â Â Â Â Â Â Â Net lossÂ $-Â Â $(6,080) Â Â Â 2024Â Â 2023Â Â Â Six Months Ended June 30,Â Â Â 2024Â Â 2023Â Â Â Â Â Â Â Â Net revenuesÂ $-Â Â $3,814Â Â Â Â Â Â Â Â Net lossÂ $-Â Â $(6,954) X - ReferencesNo definition available. + Details Name: us-gaap_DiscontinuedOperationsAndDisposalGroupsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of information related to a disposal group. Includes, but is not limited to, a discontinued operation, disposal classified as held-for-sale or disposed of by means other than sale or disposal of an individually significant component. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 3 -SubTopic 10 -Topic 360 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-3Reference 2: 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/1943274/2147483475/205-20-45-11Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3A -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-3AReference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4A -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-4AReference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4B -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-4BReference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5A -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5AReference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5BReference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5C -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5CReference 9: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5D -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5DReference 10: http://fasb.org/us-gaap/role/ref/legacyRef -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 11: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-3AReference 12: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 20 -Topic 205 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-1Reference 13: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 205 -SubTopic 20 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-3 + Details Name: us-gaap_ScheduleOfDisposalGroupsIncludingDiscontinuedOperationsIncomeStatementBalanceSheetAndAdditionalDisclosuresTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 38 R27.htm IDEA: XBRL DOCUMENT v3.24.2.u1 NOTES PAYABLE (Tables) 6 Months Ended Jun. 30, 2024 Debt Disclosure [Abstract] Â SCHEDULE OF NOTES PAYABLE The Company has the following outstanding notes payable as of June 30, 2024 and December 31, 2023: Â SCHEDULE OF NOTES PAYABLE NoteÂ Issuance DateÂ Maturity DateÂ Interest RateÂ Â Original BorrowingÂ Â Balance at June 30, 2024Â Â Balance at December 31, 2023Â Note payable (A)Â May 15, 2020Â May 15, 2050Â Â 3.75%Â $150Â Â $128Â Â $137Â Promissory note payable (B)Â November 7, 2022Â May 7, 2024Â Â 9.0%Â Â 5,470Â Â Â -Â Â Â 1,179Â Promissory note payable (C)Â October 11, 2023Â April 11, 2025Â Â 9.0%Â Â 1,005Â Â Â -Â Â Â 1,005Â Debt discountÂ Â Â Â Â Â Â Â Â Â Â -Â Â Â (99) Debt issuance costsÂ Â Â Â Â Â Â Â Â Â Â -Â Â Â (73) Total notes payableÂ Â Â Â Â Â Â Â Â Â Â Â Â Â 128Â Â Â 2,149Â Non-currentÂ Â Â Â Â Â Â Â Â Â Â Â Â Â (112)Â Â (362) CurrentÂ Â Â Â Â Â Â Â Â Â Â Â Â Â $16Â Â $1,787Â Â Â (A) On May 15, 2020, the Company executed an unsecured loan with the SBA under the Economic Injury Disaster Loan program in the amount of $150. Installment payments, including principal and interest, began on October 26, 2022. As of June 30, 2024 and December 31, 2023, the outstanding principal and accrued interest balance due under the note was $128 and $137, respectively. Â Â Â Â (B) On November 7, 2022, the Company entered into a note purchase agreement (the â€œNovember Note Purchase Agreementâ€) and promissory note with an institutional investor (the â€œNovember Note Holderâ€) providing for the sale and issuance of an unsecured, non-convertible promissory note in the original principal amount of $5,470, which has an original issue discount of $470, resulting in gross proceeds to the Company of approximately $5,000 (the â€œNovember Note,â€ and such financing, the â€œNovember Note Offeringâ€). The November Note matures eighteen months following the date of issuance. Commencing six months from the date of issuance, the Company is required to make monthly cash redemption payments in an amount not to exceed $600. The November Note may be repaid in whole or in part prior to the maturity date for a 10% premium. The November Note requires the Company to use up to 20% of the gross proceeds raised from future equity or debt financings, or the sale of any subsidiary or material asset, to prepay the November Note, subject to a $2,000 cap on the aggregate prepayment amount. Until all obligations under the November Note have been paid in full, the Company is not permitted to grant a security interest in any of its assets, or to issue securities convertible into shares of common stock, subject in each case to certain exceptions. verbMarketplace, LLC entered into a guaranty, dated November 7, 2022, in connection with the November Note Offering, pursuant to which it guaranteed the obligations of the Company under the November Note in exchange for receiving a portion of the loan proceeds. Â Â Â Â In connection with the November Note Offering, the Company incurred $335 of debt issuance costs. The debt issuance costs and the debt discount of $450 were being amortized over the term of the November Notes using the effective interest rate method. As of December 31, 2023, the amount of unamortized debt discount and debt issuance costs was $99 and $73, respectively. During the six months ended June 30, 2024, the Company amortized the remaining amount of $99 of debt discount and $73 of debt issuance costs. Â Â Â Â Â During the six months ended June 30, 2024, the Company issued 11,484,403 shares of its common stock pursuant to an exchange agreement in exchange for a reduction of $1,720 on the outstanding balance of the November Notes. The shares issued for the share exchange agreement were valued based upon the Nasdaq at-the-market price and is being consistently applied for each share exchange. As a result, there was no gain or loss on the transaction. Â On March 18, 2024, the Company paid the November Notes in full. Â Â Â Â Â (C) On October 11, 2023, the Company entered into a note purchase agreement with Streeterville pursuant to which Streeterville purchased the Note in the aggregate principal amount of $1,005. The Note bears interest at 9.0% per annum compounded daily. The maturity date of the Note is 18 months from the date of its issuance. Â During the six months ended June 30, 2024, the Company issued 7,630,271 shares of its common stock pursuant to an exchange agreement in exchange for a reduction of $1,057 on the outstanding balance of the Note. The shares issued under the share exchange agreement were valued based upon the Nasdaq at-the-market price and is being consistently applied for each share exchange. The shares issued for the final share exchange agreement on May 3, 2024 were valued at a 10% discount resulting in a loss on this particular transaction of $90. This amount has been recorded as a finance cost in the Companyâ€™s condensed consolidated statement of operations for the three and six months ended June 30, 2024. Â On May 3, 2024, the Note was repaid in full. SCHEDULE OF INTEREST EXPENSE The following table provides a breakdown of interest expense: Â SCHEDULE OF INTEREST EXPENSE Â Â 2024Â Â 2023Â Â Â Three Months Ended June 30,Â Â Â 2024Â Â 2023Â Â Â Â Â Â Â Interest expense â€“ amortization of debt discountÂ $-Â Â $77Â Interest expense â€“ amortization of debt issuance costsÂ Â -Â Â Â 57Â Interest expense â€“ otherÂ Â 10Â Â Â 165Â Â Â Â Â Â Â Â Â Total interest expenseÂ $10Â Â $299Â Â Â Â 2024Â Â 2023Â Â Â Six Months Ended June 30,Â Â Â 2024Â Â 2023Â Â Â Â Â Â Â Â Interest expense â€“ amortization of debt discountÂ $99Â Â $163Â Interest expense â€“ amortization of debt issuance costsÂ Â 73Â Â Â 127Â Interest expenseÂ Â 63Â Â Â 480Â Â Â Â Â Â Â Â Â Total interest expenseÂ $235Â Â $770Â X - ReferencesNo definition available. + Details Name: us-gaap_DebtDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of interest income and expense, including, but not limited to, interest income and expense from investments, loans, and securities. + ReferencesNo definition available. + Details Name: us-gaap_InterestIncomeAndInterestExpenseDisclosureTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of information pertaining to short-term and long-debt instruments or arrangements, including but not limited to identification of terms, features, collateral requirements and other information necessary to a fair presentation. + ReferencesNo definition available. + Details Name: us-gaap_ScheduleOfDebtTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 39 R28.htm IDEA: XBRL DOCUMENT v3.24.2.u1 DERIVATIVE LIABILITY (Tables) 6 Months Ended Jun. 30, 2024 Derivative Instruments and Hedging Activities Disclosure [Abstract] Â SCHEDULE OF DERIVATIVE LIABILITY USING BINOMIAL PRICING MODEL ASSUMPTIONS The derivative liabilities were valued using a Binomial pricing model with the following average assumptions: SCHEDULE OF DERIVATIVE LIABILITY USING BINOMIAL PRICING MODEL ASSUMPTIONS Â Â June 30, 2024Â Â December 31, 2023Â Stock PriceÂ $0.12Â Â $0.17Â Exercise PriceÂ $8.00Â Â $8.00Â Expected LifeÂ Â 0.61Â Â Â 1.08Â VolatilityÂ Â 160%Â Â 202% Dividend YieldÂ Â 0%Â Â 0% Risk-Free Interest RateÂ Â 5.19%Â Â 4.79% Total Fair ValueÂ $-Â Â $1Â X - ReferencesNo definition available. + Details Name: us-gaap_DerivativeInstrumentsAndHedgingActivitiesDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of input and valuation technique used to measure fair value and change in valuation approach and technique for each separate class of asset and liability measured on recurring and nonrecurring basis. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 103 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-103Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 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_FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisValuationTechniquesTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 40 R29.htm IDEA: XBRL DOCUMENT v3.24.2.u1 RESTRICTED STOCK UNITS (Tables) 6 Months Ended Jun. 30, 2024 Restricted Stock Units Â SUMMARY OF RESTRICTED STOCK AWARD ACTIVITY A summary of restricted stock unit activity for the six months ended June 30, 2024 is presented below. SUMMARY OF RESTRICTED STOCK AWARD ACTIVITY Â Â Â Â Â Weighted-Â Â Â Â Â AverageÂ Â Â Â Â Â Grant DateÂ Â Â SharesÂ Â Fair ValueÂ Â Â Â Â Â Â Non-vested at January 1, 2024Â Â 153,366Â Â $5.88Â GrantedÂ Â -Â Â Â -Â Vested/deemed vestedÂ Â (5,139)Â Â 52.60Â ForfeitedÂ Â -Â Â Â -Â Non-vested at June 30, 2024Â Â 148,227Â Â $4.26Â X - ReferencesNo definition available. + Details Name: VERB_DisclosureRestrictedStockUnitsAbstract Namespace Prefix: VERB_ Data Type: xbrli:stringItemType 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 XML 41 R30.htm IDEA: XBRL DOCUMENT v3.24.2.u1 STOCK OPTIONS (Tables) 6 Months Ended Jun. 30, 2024 Share-Based Payment Arrangement [Abstract] Â SCHEDULE OF STOCK OPTION ACTIVITY A summary of option activity for the six months ended June 30, 2024 is presented below. SCHEDULE OF STOCK OPTION ACTIVITY Â Â Â Â Â Â Weighted-Â Â Â Â Â Â Weighted-Â Â AverageÂ Â Â Â Â Â AverageÂ Â RemainingÂ Â AggregateÂ Â Â Â Â ExerciseÂ Â ContractualÂ Â IntrinsicÂ Â Â OptionsÂ Â PriceÂ Â Life (Years)Â Â ValueÂ Â Â Â Â Â Â Â Â Â Â Outstanding at January 1, 2024Â Â 2,086,882Â Â $1.20Â Â Â 4.60Â Â $-Â GrantedÂ Â -Â Â Â -Â Â Â -Â Â Â -Â ForfeitedÂ Â (47,917)Â Â 2.24Â Â Â -Â Â Â -Â ExercisedÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Outstanding at June 30, 2024Â Â 2,038,965Â Â $1.18Â Â Â 4.04Â Â $-Â Vested June 30, 2024Â Â 1,033,579Â Â $1.34Â Â Â -Â Â $-Â Exercisable at June 30, 2024Â Â 1,033,579Â Â $1.34Â Â Â -Â Â $-Â SCHEDULE OF FAIR VALUE ASSUMPTIONS USING BLACK-SCHOLES METHOD The fair value of share option award is estimated using the Black-Scholes option pricing method based on the following weighted-average assumptions: SCHEDULE OF FAIR VALUE ASSUMPTIONS USING BLACK-SCHOLES METHOD Â Â Six Months Ended June 30,Â Â Â 2024Â Â 2023Â Risk-free interest rateÂ Â 4.62%Â Â 3.95% Average expected termÂ Â 5 yearsÂ Â 5 yearsÂ Expected volatilityÂ Â 270.57%Â Â 127.5% Expected dividend yieldÂ Â -Â Â 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 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 42 R31.htm IDEA: XBRL DOCUMENT v3.24.2.u1 STOCK WARRANTS (Tables) 6 Months Ended Jun. 30, 2024 Stock Warrants Â SCHEDULE OF WARRANTS OUTSTANDING The Company has the following warrants outstanding as of June 30, 2024, all of which are exercisable: Â SCHEDULE OF WARRANTS OUTSTANDING Â Â WarrantsÂ Â Weighted- Average Exercise PriceÂ Â Weighted- Average Remaining Contractual Life (Years)Â Â Aggregate Intrinsic ValueÂ Â Â Â

Namespace Prefix: VERB_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionFair value of common shares issued as payment on notes payable. + ReferencesNo definition available. + Details Name: VERB_FairValueOfCommonSharesIssuedAsPaymentOnNotesPayable Namespace Prefix: VERB_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionFair value of commonsharesissued to redeem Series C preferred shares. + ReferencesNo definition available. + Details Name: VERB_FairValueOfCommonSharesIssuedToRedeemSeriesCPreferredShares Namespace Prefix: VERB_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionFair value of common shares issued to settle accrued expenses. + ReferencesNo definition available. + Details Name: VERB_FairValueOfCommonSharesIssuedToSettleAccruedExpenses Namespace Prefix: VERB_ Data Type: xbrli:monetaryItemType Balance Type: credit 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 - DefinitionAmount, after refund, of cash paid to foreign, federal, state, and local jurisdictions as income tax. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-2AReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 23 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-23Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-22Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-2 + Details Name: us-gaap_IncomeTaxesPaidNet 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 - ReferencesNo definition available. + Details Name: us-gaap_SupplementalCashFlowInformationAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 46 R35.htm IDEA: XBRL DOCUMENT v3.24.2.u1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND SUPPLEMENTAL DISCLOSURES (Details Narrative) - USD ($) $ / shares in Units, $ in Thousands 6 Months Ended Jun. 13, 2023 Jun. 10, 2023 Jun. 30, 2024 Jun. 30, 2023 Apr. 05, 2024 Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Â Â Â Â Â Â Disposal of assets consideration $ 6,500 $ 6,500 Â Â Â Cash proceeds to disposal of assets 4,750 4,750 Â Â Â Additional contingent payment due from buyer $ 1,750 $ 1,750 Â Â Â Platform fee description Â Â All sales run through our ecommerce facility on MARKET.live from which we deduct a platform fee that ranges from 10% to 20% of gross sales, with an average of approximately 15 Â Â Remaining warrants shares delisted Â Â Â Â 175,823 Cash FDIC Â Â $ 250 Â Related Party [Member] Â Â Â Â Â Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Â Â Â Â Â Debt converted instrument, amount Â Â 0 21,874 Â Debt converted instrument, price per share Â Â $ 41.20 $ 41.20 Â Share-Based Payment Arrangement, Option [Member] Â Â Â Â Â Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Â Â Â Â Â Stock option outstanding shares Â Â 2,038,965 1,099,523 Â Warrant [Member] Â Â Â Â Â Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Â Â Â Â Â Warrant outstanding shares Â Â 740,368 951,804 Â Restricted Stock [Member] Â Â Â Â Â Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Â Â Â Â Â Restricted stock units Â Â 148,227 21,535 Â X - DefinitionPlat form fee description. + ReferencesNo definition available. + Details Name: VERB_PlatFormFeeDescription Namespace Prefix: VERB_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionRemaining warrants shares delisted. + ReferencesNo definition available. + Details Name: VERB_RemainingWarrantsSharesDelisted Namespace Prefix: VERB_ 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_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe amount of cash deposited in financial institutions as of the balance sheet date that is insured by the Federal Deposit Insurance Corporation. + ReferencesNo definition available. + Details Name: us-gaap_CashFDICInsuredAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionNumber of securities into which each warrant or right may be converted. For example, but not limited to, each warrant may be converted into two shares. + ReferencesNo definition available. + Details Name: us-gaap_ClassOfWarrantOrRightNumberOfSecuritiesCalledByEachWarrantOrRight Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant 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 - DefinitionThe price per share of the conversion feature embedded in the debt instrument. + ReferencesReference 1: 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 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-5 + Details Name: us-gaap_DebtInstrumentConvertibleConversionPrice1 Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionAmounts of material contingent liabilities, for example, but not limited to, product or environmental liabilities or litigation, that remain with the entity despite the disposal of the disposal group that is classified as a component of the entity. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -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 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 5.Z.5.Q2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480781/205-20-S99-2 + Details Name: us-gaap_DiscontinuedOperationAmountsOfMaterialContingentLiabilitiesRemaining Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of consideration received or receivable for the disposal of assets and liabilities, including discontinued operation. + ReferencesNo definition available. + Details Name: us-gaap_DisposalGroupIncludingDiscontinuedOperationConsideration Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of cash inflow from the sale of tangible or intangible assets used to produce goods or deliver services, classified as other. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 12 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-12 + Details Name: us-gaap_ProceedsFromSaleOfOtherProductiveAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit 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 - DefinitionTotal number of shares issued during the period, including shares forfeited, as a result of Restricted Stock Awards. + 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 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_StockIssuedDuringPeriodSharesRestrictedStockAwardGross Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_RelatedPartyTransactionsByRelatedPartyAxis=us-gaap_RelatedPartyMember 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_WarrantMember 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 47 R36.htm IDEA: XBRL DOCUMENT v3.24.2.u1 SCHEDULE OF CAPITALIZED SOFTWARE DEVELOPMENT COSTS (Details) - USD ($) $ in Thousands 6 Months Ended 12 Months Ended Jun. 30, 2024 Dec. 31, 2023 Research and Development [Abstract] Â Â Beginning balance $ 3,990 $ 6,176 Additions 23 Amortization (499) (2,209) Ending balance $ 3,491 $ 3,990 X - DefinitionAdditions made to capitalized computer software costs during the period. + ReferencesReference 1: 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_CapitalizedComputerSoftwareAdditions Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of expense for amortization of capitalized computer software costs. + ReferencesReference 1: 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 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-1 + Details Name: us-gaap_CapitalizedComputerSoftwareAmortization1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe carrying amount of capitalized computer software costs net of accumulated amortization as of the balance sheet date. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-1 + Details Name: us-gaap_CapitalizedComputerSoftwareNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_ResearchAndDevelopmentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 48 R37.htm IDEA: XBRL DOCUMENT v3.24.2.u1 SCHEDULE OF ESTIMATED AMORTIZATION EXPENSE (Details) $ in Thousands Jun. 30, 2024 USD ($) Research and Development [Abstract] Â 2024 remaining $ 499 2025 998 2026 997 2027 997 2028 and thereafter Total amortization $ 3,491 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 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 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 - 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_ResearchAndDevelopmentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 49 R38.htm IDEA: XBRL DOCUMENT v3.24.2.u1 CAPITALIZED SOFTWARE DEVELOPMENT COSTS (Details Narrative) - USD ($) $ in Thousands 1 Months Ended 3 Months Ended 6 Months Ended 12 Months Ended Oct. 31, 2021 Aug. 31, 2021 Jun. 30, 2024 Jun. 30, 2023 Jun. 30, 2024 Jun. 30, 2023 Dec. 31, 2023 Apr. 30, 2022 Property, Plant and Equipment [Line Items] Â Â Â Â Â Â Â Â Amortization expense of software development costs Â Â Â Â $ 499 Â $ 2,209 Â Break up fee payable Â $ 1,000 Â Â Â Â Â Â Consideration transfer assumption, description Â the purchase price for the Primary Contractor would have been $12,000, which could be paid in cash and/or stock, although the final terms of the acquisition if pursued will be set forth in the final executed SPA Â Â Â Â Â Â Â Primary Contractor [Member] Â Â Â Â Â Â Â Â Property, Plant and Equipment [Line Items] Â Â Â Â Â Â Â Â Accrued bonuses current Â Â Â Â Â Â Â Â $ 500 License and Services Agreement [Member] Â Â Â Â Â Â Â Â Property, Plant and Equipment [Line Items] Â Â Â Â Â Â Â Â Debt instrument term 10 years Â Â Â Â Â Â Â Â Software and Software Development Costs [Member] Â Â Â Â Â Â Â Â Property, Plant and Equipment [Line Items] Â Â Â Â Â Â Â Â Capitalized contract cost net Â Â $ 7,131 Â 7,131 Â $ 7,131 Â License fee $ 5,750 Â Â Â Â Â Â Â Software Development [Member] Â Â Â Â Â Â Â Â Property, Plant and Equipment [Line Items] Â Â Â Â Â Â Â Â Amortization expense of software development costs Â Â $ 250 $ 539 $ 499 $ 1,077 Â Â X - DefinitionBreak- up fee payable. + ReferencesNo definition available. + Details Name: VERB_BreakUpFeePayable Namespace Prefix: VERB_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionBusiness combination consideration transferred assumption description. + ReferencesNo definition available. + Details Name: VERB_BusinessCombinationConsiderationTransferredAssumptionDescription Namespace Prefix: VERB_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionLicense fee. + ReferencesNo definition available. + Details Name: VERB_LicenseFee Namespace Prefix: VERB_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionCarrying value as of the balance sheet date of obligations incurred and payable for incentive compensation awarded to employees and directors or earned by them based on the terms of one or more relevant arrangements. 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_AccruedBonusesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of expense for amortization of capitalized computer software costs. + ReferencesReference 1: 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 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-1 + Details Name: us-gaap_CapitalizedComputerSoftwareAmortization1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount, after accumulated amortization and accumulated impairment loss, of asset recognized from cost incurred to obtain or fulfill contract with customer. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 340 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479483/340-40-50-3 + Details Name: us-gaap_CapitalizedContractCostNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit 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 - 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 - Details Name: srt_TitleOfIndividualAxis=VERB_PrimaryContractorMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=VERB_LicenseAndServicesAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_SoftwareAndSoftwareDevelopmentCostsMember 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: XML 50 R39.htm IDEA: XBRL DOCUMENT v3.24.2.u1 SCHEDULE OF LEASE COST (Details) - USD ($) $ in Thousands 3 Months Ended Jun. 30, 2024 Jun. 30, 2023 Cash paid for amounts included in the measurement of lease liabilities $ 45 $ 113 Weighted average remaining lease term - operating leases (in years) 2 years 3 months 3 years 11 months 1 day Weighted average discount rate - operating leases 9.00% 4.00% General and Administrative Expense [Member] Â Â Operating lease cost (included in general and administrative expenses in the Companyâ€™s statement of operations) $ 65 $ 170 X - DefinitionAmount of single lease cost, calculated by allocation of remaining cost of lease over remaining lease term. Includes, but is not limited to, single lease cost, after impairment of right-of-use asset, calculated by amortization of remaining right-of-use asset and accretion of lease liability. + 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 (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4 + Details Name: us-gaap_OperatingLeaseCost Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit 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 X - Details Name: us-gaap_IncomeStatementLocationAxis=us-gaap_GeneralAndAdministrativeExpenseMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 51 R40.htm IDEA: XBRL DOCUMENT v3.24.2.u1 SCHEDULE OF OPERATING LEASES ASSETS AND LIABILITIES (Details) - USD ($) $ in Thousands Jun. 30, 2024 Dec. 31, 2023 Operating Leases Â Â Right-of-use assets $ 190 $ 218 Short-term operating lease liabilities 72 67 Long-term operating lease liabilities 123 164 Total operating lease liabilities $ 195 $ 231 X - ReferencesNo definition available. + Details Name: VERB_DisclosureOperatingLeasesAbstract Namespace Prefix: VERB_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiabilityCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease, classified as noncurrent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiabilityNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's right to use underlying asset under operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseRightOfUseAsset Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant XML 52 R41.htm IDEA: XBRL DOCUMENT v3.24.2.u1 SCHEDULE OF PRESENT VALUE OF LEASE LIABILITIES (Details) - USD ($) $ in Thousands Jun. 30, 2024 Dec. 31, 2023 Operating Leases Â Â 2024 remaining $ 46 Â 2025 96 Â 2026 75 Â 2027 Â 2028 and thereafter Â Total lease payments 217 Â Less: Imputed interest/present value discount (22) Â Present value of lease liabilities $ 195 $ 231 X - ReferencesNo definition available. + Details Name: VERB_DisclosureOperatingLeasesAbstract Namespace Prefix: VERB_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionLessee operating lease liability payments due after year three. + ReferencesNo definition available. + Details Name: VERB_LesseeOperatingLeaseLiabilityPaymentsDueAfterYearThree Namespace Prefix: VERB_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant 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 third fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearThree Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease to be paid in second fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearTwo Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease having initial or remaining lease term in excess of one year to be paid in remainder of current fiscal year. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsRemainderOfFiscalYear Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payments in excess of discounted obligation for lease payments for operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityUndiscountedExcessAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant XML 53 R42.htm IDEA: XBRL DOCUMENT v3.24.2.u1 SCHEDULE OF NET REVENUES AND NET LOSS OF THE SAAS BUSINESS (Details) - USD ($) $ in Thousands 3 Months Ended 6 Months Ended Jun. 30, 2024 Jun. 30, 2023 Jun. 30, 2024 Jun. 30, 2023 Discontinued Operations and Disposal Groups [Abstract] Â Â Â Â Net revenues $ 1,601 $ 3,814 Net loss $ (6,080) $ (6,954) X - ReferencesNo definition available. + Details Name: us-gaap_DiscontinuedOperationsAndDisposalGroupsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of revenue attributable to disposal group, including, but not limited to, discontinued operation. + ReferencesReference 1: 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 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5B + Details Name: us-gaap_DisposalGroupIncludingDiscontinuedOperationRevenue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount after tax of income (loss) from a discontinued operation including the portion attributable to the noncontrolling interest. Includes, but is not limited to, the income (loss) from operations during the phase-out period, gain (loss) on disposal, gain (loss) for reversal of write-down (write-down) to fair value, less cost to sell, and adjustments to a prior period gain (loss) on disposal. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(12)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 270 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477349/740-270-45-3Reference 3: 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 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 3A -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-3AReference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5C -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5CReference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -

Paragraph 3B -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-3BReference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-4Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-1Reference 9: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-3 + Details Name: us-gaap_IncomeLossFromDiscontinuedOperationsNetOfTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration XML 54 R43.htm IDEA: XBRL DOCUMENT v3.24.2.u1 DISCONTINUED OPERATIONS (Details Narrative) - USD ($) $ in Thousands Jun. 13, 2023 Jun. 10, 2023 Discontinued Operations and Disposal Groups [Abstract] Â Â Disposal of assets consideration $ 6,500 $ 6,500 Cash proceeds to disposal of assets 4,750 $ 4,750 Impairment charges $ 5,441 Â X - DefinitionAmount of write-down of assets recognized in the income statement. Includes, but is not limited to, losses from tangible assets, intangible assets and goodwill. + 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 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482130/360-10-45-4 + Details Name: us-gaap_AssetImpairmentCharges Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_DiscontinuedOperationsAndDisposalGroupsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of consideration received or receivable for the disposal of assets and liabilities, including discontinued operation. + ReferencesNo definition available. + Details Name: us-gaap_DisposalGroupIncludingDiscontinuedOperationConsideration Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of cash inflow from the sale of tangible or intangible assets used to produce goods or deliver services, classified as other. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 12 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-12 + Details Name: us-gaap_ProceedsFromSaleOfOtherProductiveAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration XML 55 R44.htm IDEA: XBRL DOCUMENT v3.24.2.u1 SCHEDULE OF NOTES PAYABLE (Details) - USD ($) $ in Thousands 6 Months Ended Jun. 30, 2024 Dec. 31, 2023 Oct. 11, 2023 Short-Term Debt [Line Items] Â Â Â Note payable $ 128 $ 2,149 Â Note payable [1] (99) Â Note payable [1] (73) Â Note payable (112) (362) Â Note payable $ 16 1,787 Â Note One [Member] Â Â Â Short-Term Debt [Line Items] Â Â Â Issuance Date [2] May 15, 2020 Â Â Maturity Date [2] May 15, 2050 Â Â Interest Rate [2] 3.75% Â Â Original Borrowing [2] $ 150 Â Â Note payable [2] $ 128 137 Â Note Two [Member] Â Â Â Short-Term Debt [Line Items] Â Â Â Issuance Date [3] Nov. 07, 2022 Â Â Maturity Date [3] May 07, 2024 Â Â Interest Rate [3] 9.00% Â Â Original Borrowing [3] $ 5,470 Â Â Note payable [3] 1,179 Â Note Three [Member] Â Â Â Short-Term Debt [Line Items] Â Â Â Issuance Date [1] Oct. 11, 2023 Â Â Maturity Date [1] Apr. 11, 2025 Â Â Interest Rate 9.00% [1] Â 9.00% Original Borrowing [1] $ 1,005 Â Â Note payable [1] $ 1,005 Â [1] On October 11, 2023, the Company entered into a note purchase agreement with Streeterville pursuant to which Streeterville purchased the Note in the aggregate principal amount of $1,005. The Note bears interest at 9.0% per annum compounded daily. The maturity date of the Note is 18 months from the date of its issuance. [2] On May 15, 2020, the Company executed an unsecured loan with the SBA under the Economic Injury Disaster Loan program in the amount of $150. Installment payments, including principal and interest, began on October 26, 2022. As of June 30, 2024 and December 31, 2023, the outstanding principal and accrued interest balance due under the note was $128 and $137, respectively. [3] On November 7, 2022, the Company entered into a note purchase agreement (the â€œNovember Note Purchase Agreementâ€) and promissory note with an institutional investor (the â€œNovember Note Holderâ€) providing for the sale and issuance of an unsecured, non-convertible promissory note in the original principal amount of $5,470, which has an original issue discount of $470, resulting in gross proceeds to the Company of approximately $5,000 (the â€œNovember Note,â€ and such financing, the â€œNovember Note Offeringâ€). The November Note matures eighteen months following the date of issuance. Commencing six months from the date of issuance, the Company is required to make monthly cash redemption payments in an amount not to exceed $600. The November Note may be repaid in whole or in part prior to the maturity date for a 10% premium. The November Note requires the Company to use up to 20% of the gross proceeds raised from future equity or debt financings, or the sale of any subsidiary or material asset, to prepay the November Note, subject to a $2,000 cap on the aggregate prepayment amount. Until all obligations under the November Note have been paid in full, the Company is not permitted to grant a security interest in any of its assets, or to issue securities convertible into shares of common stock, subject in each case to certain exceptions. verbMarketplace, LLC entered into a guaranty, dated November 7, 2022, in connection with the November Note Offering, pursuant to which it guaranteed the obligations of the Company under the November Note in exchange for receiving a portion of the loan proceeds. X - DefinitionNotes payable related parties debt discount. + ReferencesNo definition available. + Details Name: VERB_NotesPayableRelatedPartiesDebtDiscount Namespace Prefix: VERB_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionNotes payable related parties debt issuance costs. + ReferencesNo definition available. + Details Name: VERB_NotesPayableRelatedPartiesDebtIssuanceCosts Namespace Prefix: VERB_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionThe amount of the original debt being converted in a noncash (or part noncash) transaction. "Part noncash" refers to that portion of the transaction not resulting in cash receipts or cash payments in the period. + 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_DebtConversionOriginalDebtAmount1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionContractual interest rate for funds borrowed, under the debt agreement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B + Details Name: us-gaap_DebtInstrumentInterestRateStatedPercentage Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionDate the debt instrument was issued, in YYYY-MM-DD format. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B + Details Name: us-gaap_DebtInstrumentIssuanceDate1 Namespace Prefix: us-gaap_ Data Type: xbrli:dateItemType Balance Type: na Period Type: duration X - DefinitionDate when the debt instrument is scheduled to be fully repaid, in YYYY-MM-DD format. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B + Details Name: us-gaap_DebtInstrumentMaturityDate Namespace Prefix: us-gaap_ Data Type: xbrli:dateItemType Balance Type: na Period Type: duration X - DefinitionCarrying value as of the balance sheet date of notes payable (with maturities initially due after one year or beyond the operating cycle if longer), excluding current portion. + 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_LongTermNotesPayable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionIncluding the current and noncurrent portions, aggregate carrying amount of all types of notes payable, as of the balance sheet date, with initial maturities beyond one year or beyond the normal operating cycle, if longer. + 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-S99-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_NotesPayable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionSum of the carrying values as of the balance sheet date of the portions of long-term notes payable due within one year or the 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://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_NotesPayableCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit 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_ShortTermDebtLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_DebtInstrumentAxis=VERB_NoteOneMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=VERB_NoteTwoMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=VERB_NoteThreeMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 56 R45.htm IDEA: XBRL DOCUMENT v3.24.2.u1 SCHEDULE OF NOTES PAYABLE (Details) (Parenthetical) - USD ($) $ in Thousands 3 Months Ended 6 Months Ended Nov. 07, 2022 Jun. 30, 2024 Jun. 30, 2023 Jun. 30, 2024 Jun. 30, 2023 May 03, 2024 Dec. 31, 2023 Oct. 11, 2023 May 15, 2020 Short-Term Debt [Line Items] Â Â Â Â Â Â Â Â Â Notes payable Â $ 128 Â $ 128 Â Â $ 2,149 Â Â Amortization of debt discount Â $ (77) $ 99 $ 163 Â Â Â Â Shares issued at a discount stated percentage Â Â Â Â Â 10.00% Â Â Â Loss on issue of shares at discount Â Â Â Â Â $ 90 Â Â Â Common Stock [Member] Â Â Â Â Â Â Â Â Â Short-Term Debt [Line Items] Â Â Â Â Â Â Â Â Â Stock Issued During Period, Shares, New Issues Â Â Â 55,700,146 Â Â Â Â Â November Note Purchase Agreement [Member] | November Note Holder [Member] Â Â Â Â Â Â Â Â Â Short-Term Debt [Line Items] Â Â Â Â Â Â Â Â Â Debt Instrument, Description The November Note matures eighteen months following the date of issuance. Commencing six months from the date of issuance, the Company is required to make monthly cash redemption payments in an amount not to exceed $600. The November Note may be repaid in whole or in part prior to the maturity date for a 10% premium. The November Note requires the Company to use up to 20% of the gross proceeds raised from future equity or debt financings, or the sale of any subsidiary or material asset, to prepay the November Note, subject to a $2,000 cap on the aggregate prepayment amount Â Â Â Â Â Â Â Â Exchange Agreement [Member] Â Â Â Â Â Â Â Â Short-Term Debt [Line Items] Â Â Â Â Â Â Â Â Â Stock Issued During Period, Value, Conversion of Convertible Securities Â Â Â $ 1,057 Â Â Â Â Â Exchange Agreement [Member] | Common Stock [Member] Â Â Â Â Â Â Â Â Â Short-Term Debt [Line Items] Â Â Â Â Â Â Â Â Â Stock Issued During Period, Shares, Conversion of Convertible Securities Â Â Â 7,630,271 Â Â Â Â Â Note One [Member] Â Â Â Â Â Â Â Â Â Short-Term Debt [Line Items] Â Â Â Â Â Â Â Â Â Notes payable [1] Â $ 128 Â $ 128 Â Â 137 Â Â Debt interest [1] Â 3.75% Â 3.75% Â Â Â Â Â Note One [Member] | U.S. Small Business Administration [Member] Â Â Â Â Â Â Â Â Â Short-Term Debt [Line Items] Â Â Â Â Â Â Â Â Â Notes payable Â $ 128 Â $ 128 Â Â 137 Â $ 150 Note Two [Member] Â Â Â Â Â Â Â Â Â Short-Term Debt [Line Items] Â Â Â Â Â Â Â Â Â Notes payable [2] Â Â Â Â 1,179 Â Â Principal amount of convertible notes $ 5,470 Â Â Â Â Â Â Â Original issue discount 470 Â Â Â Â Â Â Â Debt gross proceeds 5,000 Â Â Â Â Â Â Â Â Payment of debt issuance costs 335 Â Â Â Â Â Â Â Amortization of debt discount $ 450 Â 99 Â Â Â Â Unamortized debt discount Â Â Â Â Â 99 Â Â Debt issuance costs Â Â Â Â Â 73 Â Â Amortization of debt discount Â Â Â $ 73 Â Â Â Â Â Debt interest [2] Â 9.00% Â 9.00% Â Â Â Â Â Note Two [Member] | Exchange Agreement [Member] Â Â Â Â Â Â Â Â Short-Term Debt [Line Items] Â Â Â Â Â Â Â Â Â Stock Issued During Period, Value, Conversion of Convertible Securities Â Â Â $ 1,720 Â Â Â Â Â Note Two [Member] | Exchange Agreement [Member] | Common Stock [Member] Â Â Â Â Â Â Â Â Â Short-Term Debt [Line Items] Â Â Â Â Â Â Â Â Â Stock Issued During Period, Shares, New Issues Â Â Â 11,484,403 Â Â Â Â Â Note Three [Member] Â Â Â Â Â Â Â Â Â Short-Term Debt [Line Items] Â Â Â Â Â Â Â Â Â Notes payable [3] Â Â Â Â $ 1,005 Â Â Principal amount of convertible notes Â Â Â Â Â Â Â $ 1,005 Â Debt interest Â 9.00% [3] Â 9.00% [3] Â Â Â 9.00% Â [1] On May 15, 2020, the Company executed an unsecured loan with the SBA under the Economic Injury Disaster Loan program in the amount of $150. Installment payments, including principal and interest, began on October 26, 2022. As of June 30, 2024 and December 31, 2023, the outstanding principal and accrued interest balance due under the note was $128 and $137, respectively. [2] On November 7, 2022, the Company entered into a note purchase agreement (the â€œNovember Note Purchase Agreementâ€) and promissory note with an institutional investor (the â€œNovember Note Holderâ€) providing for the sale and issuance of an unsecured, non-convertible promissory note in the original principal amount of $5,470, which has an original issue discount of $470, resulting in gross proceeds to the Company of approximately $5,000 (the â€œNovember Note,â€ and such financing, the â€œNovember Note Offeringâ€). The November Note matures eighteen months following the date of issuance. Commencing six months from the date of issuance, the Company is required to make monthly cash redemption payments in an amount not to exceed $600. The November Note may be repaid in whole or in part prior to the maturity date for a 10% premium. The November Note requires the Company to use up to 20% of the gross proceeds raised from future equity or debt financings, or the sale of any subsidiary or material asset, to prepay the November Note, subject to a $2,000 cap on the aggregate prepayment amount. Until all obligations under the November Note have been paid in full, the Company is not permitted to grant a security interest in any of its assets, or to issue securities convertible into shares of common stock, subject in each case to certain exceptions. verbMarketplace, LLC entered into a guaranty, dated November 7, 2022, in connection with the November Note Offering, pursuant to which it guaranteed the obligations of the Company under the November Note in exchange for receiving a portion of the loan proceeds. [3] On October 11, 2023, the Company entered into a note purchase agreement with Streeterville pursuant to which Streeterville purchased the Note in the aggregate principal amount of $1,005. The Note bears interest at 9.0% per annum compounded daily. The maturity date of the Note is 18 months from the date of its issuance. X - DefinitionLoss on issue of shares at discount. + ReferencesNo definition available. + Details Name: VERB_LossOnIssueOfSharesAtDiscount Namespace Prefix: VERB_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionShares issued at discount stated percentage. + ReferencesNo definition available. + Details Name: VERB_SharesIssuedAtDiscountStatedPercentage Namespace Prefix: VERB_ Data Type: dtr-types:percentItemType Balance Type: na 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 - DefinitionAmount of amortization expense attributable to debt discount (premium) and debt issuance costs. + ReferencesReference 1: 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 2: 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 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 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 5: 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_AmortizationOfFinancingCostsAndDiscounts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionIdentification of the lender and information about a contractual promise to repay a short-term or long-term obligation, which includes borrowings under lines of credit, notes payable, commercial paper, bonds payable, debentures, and other contractual obligations for payment. This may include rationale for entering into the arrangement, significant terms of the arrangement, which may include amount, repayment terms, priority, collateral required, debt covenants, borrowing capacity, call features, participation rights, conversion provisions, sinking-fund requirements, voting rights, basis for conversion if convertible and remarketing provisions. The description may be provided for individual debt instruments, rational groupings of debt instruments, or by debt in total. + 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(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: 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 4: 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(13)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 5: 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 6: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 942 -SubTopic 470 -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477734/942-470-50-3Reference 7: 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_DebtInstrumentDescription Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionFace (par) amount of debt instrument at time of issuance. + 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/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 3: 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 4: 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 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/1943274/2147482925/835-30-45-2 + Details Name: us-gaap_DebtInstrumentFaceAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionContractual interest rate for funds borrowed, under the debt agreement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B + Details Name: us-gaap_DebtInstrumentInterestRateStatedPercentage Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionAmount, after accumulated amortization, of debt discount. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-1AReference 2: 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 3: 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/1943274/2147482900/835-30-50-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1D + Details Name: us-gaap_DebtInstrumentUnamortizedDiscount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount, after accumulated amortization, of debt discount (premium). + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-1AReference 2: 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 3: 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/1943274/2147482900/835-30-50-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1D + Details Name: us-gaap_DebtInstrumentUnamortizedDiscountPremiumNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount, after accumulated amortization, of debt issuance costs classified as current. Includes, but is not limited to, legal, accounting, underwriting, printing, and registration costs. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-1AReference 2: 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 3: 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_DeferredFinanceCostsCurrentNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionIncluding the current and noncurrent portions, aggregate carrying amount of all types of notes payable, as of the balance sheet date, with initial maturities beyond one year or beyond the normal operating cycle, if longer. + 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-S99-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_NotesPayable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionThe cash outflow paid to third parties in connection with debt origination, which will be amortized over the remaining maturity period of the associated long-term debt. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 15 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15 + Details Name: us-gaap_PaymentsOfDebtIssuanceCosts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash inflow from the issuance of long-term debt that is not secured by collateral. Excludes proceeds from tax exempt unsecured debt. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 14 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14 + Details Name: us-gaap_ProceedsFromIssuanceOfUnsecuredDebt Namespace Prefix: us-gaap_ 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_ShortTermDebtLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType 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 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 - 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 - Details Name: us-gaap_StatementEquityComponentsAxis=us-gaap_CommonStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=VERB_NovemberNotePurchaseAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_TitleOfIndividualAxis=VERB_NovemberNoteHolderMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=VERB_ExchangeAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=VERB_NoteOneMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: dei_LegalEntityAxis=VERB_USSmallBusinessAdministrationMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=VERB_NoteTwoMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=VERB_NoteThreeMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 57 R46.htm IDEA: XBRL DOCUMENT v3.24.2.u1 SCHEDULE OF INTEREST EXPENSE (Details) - USD ($) $ in Thousands 3 Months Ended 6 Months Ended Jun. 30, 2024 Jun. 30, 2023 Jun. 30, 2024 Jun. 30, 2023 Debt Disclosure [Abstract] Â Â Â Â Interest expense â€“ amortization of debt discount $ 77 $ (99) $ (163) Interest expense â€“ amortization of debt issuance costs 57 73 127 Interest expense 10 165 63 480 Total interest expense 10 299 235 770 Interest expense â€“ amortization of debt discount $ (77) $ 99 $ 163 X - DefinitionInterest income (expense) other. + ReferencesNo definition available. + Details Name: VERB_InterestIncomeExpenseOther Namespace Prefix: VERB_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration 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 - 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 - ReferencesNo definition available. + Details Name: us-gaap_DebtDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of interest income (expense) classified as operating. + 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/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(10)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_InterestIncomeExpenseNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration XML 58 R47.htm IDEA: XBRL DOCUMENT v3.24.2.u1 NOTES PAYABLE (Details Narrative) - Notes Payable [Member] - USD ($) 6 Months Ended Jun. 30, 2024 Jun. 30, 2023 Short-Term Debt [Line Items] Â Â Interest paid to related party $ 0 $ 0 Related Party [Member] Â Â Short-Term Debt [Line Items] Â Â Interest paid to related party $ 0 $ 46,000 X - DefinitionAmount of interest expense classified as operating and nonoperating. Includes, but is not limited to, cost of borrowing accounted for as interest expense. + 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/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/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 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/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-24Reference 7: 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 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483013/835-20-50-1 + Details Name: us-gaap_InterestExpense Namespace Prefix: us-gaap_ 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_ShortTermDebtLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_ShortTermDebtTypeAxis=VERB_NotesPayableMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_RelatedPartyTransactionsByRelatedPartyAxis=us-gaap_RelatedPartyMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 59 R48.htm IDEA: XBRL DOCUMENT v3.24.2.u1 SCHEDULE OF DERIVATIVE LIABILITY USING BINOMIAL PRICING MODEL ASSUMPTIONS (Details) $ in Thousands 6 Months Ended 12 Months Ended Jun. 30, 2024 USD ($) $ / shares Dec. 31, 2023 USD ($) $ / shares Fair Value Measurement Inputs and Valuation Techniques [Line Items] Â Â Derivative liability, measurement input | $ $ 1 Measurement Input, Share Price [Member] Â Â Fair Value Measurement Inputs and Valuation Techniques [Line Items] Â Â Derivative liability, measurement input 0.12 0.17 Measurement Input, Exercise Price [Member] Â Â Fair Value Measurement Inputs and Valuation Techniques [Line Items] Â Â Derivative liability, measurement input 8.00 8.00 Measurement Input, Expected Term [Member] Â Â Fair Value Measurement Inputs and Valuation Techniques [Line Items] Â Â Derivative liability, Expected Life 7 months 9 days 1 year 29 days Measurement Input, Price Volatility [Member] Â Â Fair Value Measurement Inputs and Valuation Techniques [Line Items] Â Â Derivative liability, measurement input 160 202 Measurement Input, Expected Dividend Rate [Member] Â Â Fair Value Measurement Inputs and Valuation Techniques [Line Items] Â Â Derivative liability, measurement input 0 0 Measurement Input, Risk Free Interest Rate [Member] Â Â Fair Value Measurement Inputs and Valuation Techniques [Line Items] Â Â Derivative liability, measurement input 5.19 4.79 X - DefinitionFair value assumptions, measurement input, term. + ReferencesNo definition available. + Details Name: VERB_FairValueAssumptionsMeasurementInputTerm Namespace Prefix: VERB_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionFair value, before 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 elected not to be offset. Excludes liabilities not subject to a master netting arrangement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 815 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-4BReference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 815 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-4BReference 3: 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 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483466/210-20-50-3Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483444/210-20-55-7Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 4D -Subparagraph (c)(2) -SubTopic 20 -Topic 860 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481326/860-20-50-4D + Details Name: us-gaap_DerivativeFairValueOfDerivativeLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionValue of input used to measure derivative liability. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -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/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 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_DerivativeLiabilityMeasurementInput Namespace Prefix: us-gaap_ Data Type: xbrli:decimalItemType Balance Type: na Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 103 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-103Reference 2: http://www.xbrl.org/2003/role/disclosureRef -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 3: http://www.xbrl.org/2003/role/disclosureRef -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 4: http://www.xbrl.org/2003/role/disclosureRef -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_FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisValuationTechniquesLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_MeasurementInputTypeAxis=us-gaap_MeasurementInputSharePriceMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_MeasurementInputTypeAxis=us-gaap_MeasurementInputExercisePriceMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_MeasurementInputTypeAxis=us-gaap_MeasurementInputExpectedTermMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_MeasurementInputTypeAxis=us-gaap_MeasurementInputPriceVolatilityMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_MeasurementInputTypeAxis=us-gaap_MeasurementInputExpectedDividendRateMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_MeasurementInputTypeAxis=us-gaap_MeasurementInputRiskFreeInterestRateMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 60 R49.htm IDEA: XBRL DOCUMENT v3.24.2.u1 DERIVATIVE LIABILITY (Details Narrative) - USD ($) $ in Thousands 3 Months Ended 6 Months Ended Jun. 30, 2024 Jun. 30, 2023 Jun. 30, 2024 Jun. 30, 2023 Dec. 31, 2023 Derivative Instruments and Hedging Activities Disclosure [Abstract] Â Â Â Â Â Change in fair value of derivative liability $ 2 $ 198 $ 1 $ 206 Â Change in fair value of derivative liability, balance Â Â $ 1 Gain of change in fair value of derivative liability Â Â Â Â $ 206 Â X - DefinitionFair value, before 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 elected not to be offset. Excludes liabilities not subject to a master netting arrangement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 815 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-4BReference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 815 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-4BReference 3: 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 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483466/210-20-50-3Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483444/210-20-55-7Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 4D -Subparagraph (c)(2) -SubTopic 20 -Topic 860 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481326/860-20-50-4D + Details Name: us-gaap_DerivativeFairValueOfDerivativeLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of increase (decrease) in the fair value of derivatives recognized in the income statement. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 815 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4A -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-4A + Details Name: us-gaap_DerivativeGainLossOnDerivativeNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of increase in the fair value of derivatives recognized in the income statement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4A -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-4A + Details Name: us-gaap_DerivativeGainOnDerivative Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_DerivativeInstrumentsAndHedgingActivitiesDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 61 R50.htm IDEA: XBRL DOCUMENT v3.24.2.u1 CAPITAL STOCK (Details Narrative) - USD ($) 6 Months Ended Jun. 30, 2024 May 10, 2024 Mar. 29, 2024 Mar. 19, 2024 Dec. 29, 2023 Dec. 28, 2023 Jun. 30, 2024 Jun. 30, 2023 May 09, 2024 Dec. 31, 2023 Accumulated Other Comprehensive Income (Loss) [Line Items] Â Â Â Â Â

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 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-4Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-5Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481674/830-30-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 17 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-17Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 20 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-20Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 20 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-20Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 20 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-20Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 20 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-20 + Details Name: us-gaap_AccumulatedOtherComprehensiveIncomeLossLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType 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 - DefinitionSpecific incremental costs directly attributable to a proposed or actual offering of securities which are deferred at the end of the reporting period. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 340 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 5.A) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480341/340-10-S99-1 + Details Name: us-gaap_DeferredOfferingCosts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionCarrying value as of the balance sheet date of dividends declared but unpaid on equity securities issued by the entity and outstanding. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: 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-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 405 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478790/946-405-45-2Reference 5: 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)(15)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_DividendsPayableCurrentAndNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionSpecific information regarding dividend payment dates or timing and whether or not dividends are paid on a cumulative basis. + 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/1943274/2147481112/505-10-50-3 + Details Name: us-gaap_PreferredStockDividendPaymentTerms Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration 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 - 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 consideration received by subsidiary or equity investee in exchange for shares of stock issued or sold. Includes amount of cash received, fair value of noncash assets received, and fair value of liabilities assumed by the investor. + ReferencesNo definition available. + Details Name: us-gaap_SaleOfStockConsiderationReceivedPerTransaction Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - 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 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 - 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 - 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 - DefinitionNumber of shares that have been repurchased during the period and have not been retired and are not held in treasury. Some state laws may govern the circumstances under which an entity may acquire its own stock and prescribe the accounting treatment therefore. This element is used when state law does not recognize treasury stock. + 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 (c) -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)(2)) -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_StockRepurchasedDuringPeriodShares 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 - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_SeriesCPreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=VERB_SubscriptionAgreementsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=VERB_SecuritiesPurchaseAgreementMember 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: srt_TitleOfIndividualAxis=VERB_RoryCutaiaMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=VERB_StreetervillePurchaseAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=VERB_ExchangeAgreementsMember 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 62 R51.htm IDEA: XBRL DOCUMENT v3.24.2.u1 SUMMARY OF RESTRICTED STOCK AWARD ACTIVITY (Details) 6 Months Ended Jun. 30, 2024 $ / shares shares Restricted Stock Units Â Number of Non-vested Shares, Outstanding Beginning | shares 153,366 Weighted Average Grant Date Fair Value, Outstanding Beginning | $ / shares $ 5.88 Number of Non-vested Shares, Granted | shares Weighted Average Grant Date Fair Value, Granted | $ / shares Number of Non-vested Shares, Vested/deemed vested | shares (5,139) Weighted Average Grant Date Fair Value, Vested/deemed vested | $ / shares $ 52.60 Number of Non-vested Shares, Forfeited | shares Weighted Average Grant Date Fair Value, Forfeited | $ / shares Number of Non-vested Shares, Outstanding Ending | shares 148,227 Weighted Average Grant Date Fair Value, Outstanding Ending | $ / shares $ 4.26 X - ReferencesNo definition available. + Details Name: VERB_DisclosureRestrictedStockUnitsAbstract Namespace Prefix: VERB_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration 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 - DefinitionWeighted average fair value as of the grant date of equity-based award plans other than stock (unit) option plans that were not exercised or put into effect as a result of the occurrence of a terminating event. + 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_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeituresWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType 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 - DefinitionThe weighted average fair value at grant date for nonvested equity-based awards issued during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan). + 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_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriodWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType 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 - DefinitionPer share or unit weighted-average fair value of nonvested award under share-based payment arrangement. Excludes share and unit options. + 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_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionThe number of equity-based payment instruments, excluding stock (or unit) options, that vested 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)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionThe weighted average fair value as of grant date pertaining to an equity-based award plan other than a stock (or unit) option plan for which the grantee gained the right during the reporting period, by satisfying service and performance requirements, to receive or retain shares or units, other instruments, or cash in accordance with the terms of the arrangement. + 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)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration XML 63 R52.htm IDEA: XBRL DOCUMENT v3.24.2.u1 RESTRICTED STOCK UNITS (Details Narrative) - Restricted Stock [Member] $ in Thousands 3 Months Ended 6 Months Ended Jun. 30, 2024 USD ($) Jun. 30, 2024 USD ($) Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Â Â Grant date fair value Â $ 270 Stock based compensation expenses $ 104 209 Unvested compensation $ 376 $ 376 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 - DefinitionAmount of cost to be recognized for nonvested award under share-based payment arrangement. Excludes share and unit options. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -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_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedShareBasedAwardsOtherThanOptions 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 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 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 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 - DefinitionFair value of options vested. Excludes equity instruments other than options, for example, but not limited to, share units, stock appreciation rights, restricted stock. + ReferencesReference 1: 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/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsVestedInPeriodFairValue1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: us-gaap_AwardTypeAxis=us-gaap_RestrictedStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 64 R53.htm IDEA: XBRL DOCUMENT v3.24.2.u1 SCHEDULE OF STOCK OPTION ACTIVITY (Details) - USD ($) 6 Months Ended 12 Months Ended Jun. 30, 2024 Dec. 31, 2023 Share-Based Payment Arrangement [Abstract] Â Â Number of options outstanding beginning balance 2,086,882 Â Weighted average exercise price outstanding beginning balance $ 1.20 Â Weighted average remaining contractual life 4 years 14 days 4 years 7 months 6 days Aggregate intrinsic value beginning balance Â Number of options, granted Â Weighted average exercise price, granted Â Number of options, forfeited (47,917) Â Weighted average exercise price, forfeited $ 2.24 Â Number of options, exercised Â Weighted average exercise price, exercised Â Number of options outstanding ending balance 2,038,965 2,086,882 Weighted average exercise price outstanding ending balance $ 1.18 $ 1.20 Aggregate intrinsic value ending balance Number of options outstanding vested 1,033,579 Â Weighted average exercise price, vested $ 1.34 Â Number of options outstanding exercisable 1,033,579 Â Weighted average exercise price, exercisable $ 1.34 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 - 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 - DefinitionNet number of share options (or share units) granted during the period. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -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_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionAmount by which the current fair value of the underlying stock exceeds the exercise price of options outstanding. + 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_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingIntrinsicValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant 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 - 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 - DefinitionNumber of fully vested and expected to vest options outstanding that can 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)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestOutstandingNumber 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 options outstanding. Includes, but is not limited to, unvested options for which requisite service period has not been rendered but that are expected to vest based on achievement of performance condition, if forfeitures are recognized when they occur. + ReferencesReference 1: 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/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestOutstandingWeightedAverageExercisePrice 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 - 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 65 R54.htm IDEA: XBRL DOCUMENT v3.24.2.u1 SCHEDULE OF FAIR VALUE ASSUMPTIONS USING BLACK-SCHOLES METHOD (Details) 6 Months Ended Jun. 30, 2024 Jun. 30, 2023 Share-Based Payment Arrangement [Abstract] Â Â Risk-free interest rate 4.62% Â Risk-free interest rate, minimum Â 3.95% Average expected term (years) 5 years 5 years Expected volatility 270.57% 127.50% Expected dividend yield X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureOfCompensationRelatedCostsSharebasedPaymentsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe 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 - DefinitionThe minimum risk-free interest rate assumption that is used in valuing an option on its own shares. + ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRateMinimum 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 XML 66 R55.htm IDEA: XBRL DOCUMENT v3.24.2.u1 STOCK OPTIONS (Details Narrative) - USD ($) $ in Thousands 3 Months Ended 6 Months Ended Jun. 30, 2024 Jun. 30, 2024 Dec. 31, 2023 Share-Based Payment Arrangement [Abstract] Â Â Â Stock option intrinsic value Stock compensation expense 206 429 Â Unrecognized share-based compensation expense $ 1,023 $ 1,023 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 - DefinitionAmount of cost to be recognized for option 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 (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedStockOptions Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount by which the current fair value of the underlying stock exceeds the exercise price of options outstanding. + 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_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingIntrinsicValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of noncash expense for option under share-based payment arrangement. + 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/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_StockOptionPlanExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration XML 67 R56.htm IDEA: XBRL DOCUMENT v3.24.2.u1 SCHEDULE OF WARRANTS OUTSTANDING (Details) - USD ($) 6 Months Ended 12 Months Ended Jun. 30, 2024 Dec. 31, 2023 Stock Warrants Â Â Number of Shares, Warrants Outstanding Beginning 919,664 Â Weighted-Average Exercise Price, Outstanding Beginning $ 33.76 Â Weighted Average Remaining Contractual Life (Years), Outstanding, Beginning 3 years 3 months 14 days 3 years 1 month 6 days Aggregate Intrinsic Value Outstanding Beginning Â Number of Shares, Warrants Granted Â Weighted-Average Exercise Price, Granted Â Number of Shares, Warrants Forfeited (179,296) Â Weighted-Average Exercise Price, Forfeited $ 138.20 Â Number of Shares, Warrants Exercised Â Weighted-Average Exercise Price, Exercised Â Number of Shares, Warrants Outstanding Ending 740,368 919,664 Weighted-Average Exercise Price, Outstanding Ending $ 8.47 $ 33.76 Aggregate Intrinsic Value Outstanding Beginning X - ReferencesNo definition available. + Details Name: VERB_DisclosureStockWarrantsAbstract Namespace Prefix: VERB_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionWeighted Average Remaining Contractual Life (Years), Outstanding, Beginning. + ReferencesNo definition available. + Details Name: VERB_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsOutstandingWeightedAverageRemainingContractualTermsBeginning Namespace Prefix: VERB_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionWeighted average price at which non-option equity holders acquired shares when converting their non-option equity into shares. + ReferencesNo definition available. + Details Name: VERB_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsExercisesInPeriodWeightedAverageExercisePrice Namespace Prefix: VERB_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionWeighted average price at which non-option equity holders acquired shares when warrants forfeited. + ReferencesNo definition available. + Details Name: VERB_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsForfeitedInPeriodWeightedAverageExercisePrice Namespace Prefix: VERB_ 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 non-option equity. + ReferencesNo definition available. + Details Name: VERB_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsGrantsInPeriodWeightedAverageExercisePrice Namespace Prefix: VERB_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionWeighted average price at which grantees can acquire the shares reserved for issuance under the stock non-option equity plan. + ReferencesNo definition available. + Details Name: VERB_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsOutstandingWeightedAverageExercisePrice Namespace Prefix: VERB_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionShare based compensation arrangement by share based payment award non option equity instruments other than options aggregate intrinsic value nonvested. + ReferencesNo definition available. + Details Name: VERB_SharebasedCompensationArrangementBySharebasedPaymentAwardNonOptionEquityInstrumentsOtherThanOptionsAggregateIntrinsicValueNonvested Namespace Prefix: VERB_ Data Type: xbrli:monetaryItemType Balance Type: debit 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 - DefinitionNumber of shares under non-option equity instrument agreements that were cancelled as a result of occurrence of a terminating event. + 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)(iv)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-

gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsForfeitures Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNet number of non-option equity instruments granted to participants. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -SubTopic 10 -Topic 718 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsGranted Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of equity instruments other than options outstanding, including both vested and non-vested instruments. + 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_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsOutstandingNumber Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant XML 68 R57.htm IDEA: XBRL DOCUMENT v3.24.2.u1 STOCK WARRANTS (Details Narrative) - USD ($) $ / shares in Units, $ in Thousands Jan. 24, 2023 Jun. 30, 2024 Apr. 05, 2024 Warrant exercise price per share $ 13.60 Â Â Warrant exercise price decreased $ 8.00 Â Â Deemed dividend $ 164 Â Â Remaining warrants shares delisted Â Â 175,823 Underwriting Agreement [Member] Â Â Â Offering issuance sale 901,275 Â Â Offering price $ 8.00 Â Â Warrant [Member] Â Â Â Outstanding warrants, intrinsic value Â Â X - DefinitionDeemed dividend due to warrant reset. + ReferencesNo definition available. + Details Name: VERB_DeemedDividendDueToWarrantReset Namespace Prefix: VERB_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionRemaining warrants shares delisted. + ReferencesNo definition available. + Details Name: VERB_RemainingWarrantsSharesDelisted Namespace Prefix: VERB_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionShare based compensation arrangement by share based payment award equity instruments non option aggregate intrinsic value non vested. + ReferencesNo definition available. + Details Name: VERB_SharebasedCompensationArrangementBySharebasedPaymentAwardEquityInstrumentsNonOptionAggregateIntrinsicValueNonvested Namespace Prefix: VERB_ Data Type: xbrli:monetaryItemType Balance Type: debit 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 - 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 - 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 - 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_TypeOfArrangementAxis=VERB_UnderwritingAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementEquityComponentsAxis=us-gaap_WarrantMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 69 R58.htm IDEA: XBRL DOCUMENT v3.24.2.u1 COMMITMENTS AND CONTINGENCIES (Details Narrative) - USD ($) $ in Thousands 6 Months Ended Aug. 29, 2023 Jun. 30, 2024 Unpaid bonus compensation Â $ 300 Litigation settlement interest $ 584 Â Board fees Â 403 Three Board Members [Member] Â Â Aggregate board fees Â $ 598 X - DefinitionAggregate board fees. + ReferencesNo definition available. + Details Name: VERB_AggregateBoardFees Namespace Prefix: VERB_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionBoard fees expensed. + ReferencesNo definition available. + Details Name: VERB_BoardFeesExpense Namespace Prefix: VERB_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionInterest expense (income) directly attributable to an award in settlement of litigation. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(6)) -SubTopic 10 -Topic 220 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_LitigationSettlementInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionMinimum amount of other commitment not otherwise specified in the taxonomy. Excludes commitments explicitly modeled in the taxonomy, including but not limited to, long-term and short-term purchase commitments, recorded and unrecorded purchase obligations, supply commitments, registration payment arrangements, leases, debt, product warranties, guarantees, environmental remediation obligations, and pensions. + ReferencesNo definition available. + Details Name: us-gaap_OtherCommitment Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - Details Name: srt_TitleOfIndividualAxis=VERB_ThreeBoardMembersMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 70 R59.htm IDEA: XBRL DOCUMENT v3.24.2.u1 SUBSEQUENT EVENTS (Details Narrative) - $ / shares 6 Months Ended Aug. 02, 2024 Jun. 30, 2024 Dec. 29, 2023 Dec. 28, 2023 Jun. 30, 2024 Aug. 06, 2024 Subsequent Event [Member] Â Â Â Â Â Â Â Subsequent Event [Line Items] Â Â Â Â Â Â Â Reverse stock split reverse stock split in the range within a range of one-for-five (1-for-5) to a maximum of a one-for-two hundred (1-for-200) Â Â Â Â Â Â Common Stock [Member] Â Â Â Â Â Â Â Subsequent Event [Line Items] Â Â Â Â Â Â Â Stock Issued During Period, Shares, New Issues Â Â Â Â Â 55,700,146 Â Common Stock [Member] | Subsequent Event [Member] Â Â Â Â Â Â Â Subsequent Event [Line Items] Â Â Â Â Â Â Â Bid price Â Â Â Â Â Â $ 0.10 Series C Preferred Stock [Member] Â Â Â Â Â Â Â Subsequent Event [Line Items] Â Â Â Â Â Â Â Annual dividend percentage Â Â Â 10.00% Â Â Securities Purchase Agreement [Member] | Series C Preferred Stock [Member] Â Â Â Â Â Â Â Subsequent Event [Line Items] Â Â Â Â Â Â Â Shares purchased Â Â 3,000 Â Â Â Annual dividend percentage Â Â 10.00% Â Â Â Stock Redeemed or Called During Period, Shares Â 1,300 Â Â Â Â Stock Issued During Period, Shares, New Issues Â 17,391,534 Â Â Â Â 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 - 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 - 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 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 - DefinitionNumber of shares that have been repurchased during the period and have not been retired and are not held in treasury. Some state laws may govern the circumstances under which an entity may acquire its own stock and prescribe the accounting treatment therefore. This element is used when state law does not recognize treasury stock. + 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 (c) -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)(2)) -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_StockRepurchasedDuringPeriodShares Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionDescription of the reverse stock split arrangement. Also provide the retroactive effect given by the reverse split that occurs after the balance sheet date but before the release of financial statements. + 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_StockholdersEquityReverseStockSplit Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType 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_SubsequentEventTypeAxis=us-gaap_SubsequentEventMember 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_StatementClassOfStockAxis=us-gaap_SeriesCPreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=VERB_SecuritiesPurchaseAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: EXCEL 71 Financial_Report.xlsx IDEA: XBRL DOCUMENT begin 644 Financial_Report.xlsx M4$L#!!0 (-*##ED'04UB@0 +$ 0 9&]C4')O<',O87!P+GAM M;$V./0L",1!$_\IQO;=!P4)B0-!2L+(/>QLOD&1#LD)^OCG!CVX>;QA&WPIG M*N*I#BV&5(C(I(/ !47BK9.7:=N')=HI6-Y #OGDK7A.YNJQ<&4GPZ4A!0W_J=0U[R;UEA_6\#MI7E!+ P04 M " #2@PY9_KUWU.X K @ $0 &1O8U!R;W!S+V-O&ULS9+! M:L,P#(9?9?B>R$G*&";-I:.G#@8K;.QF;+4UBV-C:R1]^SE>FS*V!]C1TN]/ MGT"M\D*Y@,_!>0QD,-Y-MA^B4'[-3D1> $1U0BMCF1)#:AY*4)45L&Z> MZ,]3W\(-,,,(@XW?!=0+,5?_Q.8.L$MRBF9)C>-8CDW.I1TJ>'O:O>1U"S-$ MDH/"]"L:06>/:W:=_-IL'O=;UM6\7A7\H:A6^YJ+AHNZ>9]=?_C=A*W3YF#^ ML?%5L&OAUUUT7U!+ P04 " #2@PY9F5R<(Q & "<)P $P 'AL+W1H M96UE+W1H96UE,2YX;6SM6EMSVC@4?N^OT'AG]FT+QC:!MK03621A'^_1S80RY8-[9)-NIL\!"SI^\Y%1^?H.'GS[BYBZ(:(E/)X M8-DOV]:[MR_>X%#BVR]*+ M41B1%G\@M MNN01.+5)#3(3/PB=AIAJ4!P"I DQEJ&&^+3&K!'@$WVWO@C(WXV()ZMOFCU7 MH5A)VH3X$$8:XIQSYG/1;/L'I4;1]E6\W*.76!4!EQC?-*HU+,76>)7 \:V< M/!T3$LV4"P9!AI@S M&L%&KQMUAVC2/'K^!?F<-0HACA*FNVB<5@$_9Y>PTG!Z(++9OVX?H;5,VPLCO='U!=*Y \FIS_I,C0' MHYI9";V$5FJ?JH,@H%\;D>/N5Z> HWEL:\4*Z">P'_T=HWPJOX@L Y M?RY]SZ7ON?0]H=*W-R-]9\'3BUO>1FY;Q/NN,=K7-"XH8U=RSTS0LS0[=R2^JVE+ZU)CA* M]+',<$X>RPP[9SR2';9WH!TU^_9==N0CI3!3ET.X&D*^ VVZG=PZ.)Z8D;D* MTU*0;\/YZ<5X&N(YV02Y?9A7;>?8T='[Y\%1L*/O/)8=QXCRHB'NH8:8S\-# MAWE[7YAGE<90-!1M;*PD+$:W8+C7\2P4X&1@+: '@Z]1 O)256 Q6\8#*Y"B M?$R,1>APYY=<7^/1DN/;IF6U;]\I=QEM(E(YPFF8$V>KRMYEL<%5'<]56_*P MOFH]M!5.S_Y9KF4Q9Z;RWRT,"2Q;B%D2XDU=[=7GFYRN>B)V^I=W MP6#R_7#)1P_E.^=?]%U#KG[VW>/Z;I,[2$R<><41 71% B.5' 86%S+D4.Z2 MD 83 >LX=SFWJXPD6L_UC6'ODRWSEPVSK> U[F M$RQ#I'[!?8]*@!&K8KZZKT_Y)9P[M'OQ@2";_-;;I/;=X Q\U*M:I60K$3]+ M!WP?D@9CC%OT-%^/%&*MIK&MQMHQ#'F6/,,H68XWX=%FAHSU8NL.8T*;T'5 M0.4_V]0-:/8--!R1!5XQF;8VH^1."CS<_N\-L,+$CN'MB[\!4$L#!!0 (M -*##EFP!=[3 8 +D? 8 >&PO=V]R:W-H965T&UL MM9GO<]HV',;?]Z_0L=YNO0NQ)0,A7<(=H.T[JST7, MTU.Y$ G^$QG,VUN> ,+A9\)L9"_[%X4'#FE"Y!&(LD#65"E)A> MMH;T_/M^XW.3S 3'@J1C+Z,PST_++5;Y% 3'D6Z4>Y^E5L@+K&SY=1 MFOJ/5L6SG4Z+^%FJ9;P10PGB,"G^\I=-1>P(O%Z-@&T$[)6 UOV"MQ'D-><4 M)AY2JZ30 3?ZATH3UDHMBW4%4,-?\N24^*Y M)X2YK&,ISPB7#[/9*7'/;?)OBN.5=>3E? AY:1W\/)ZE6T.W^L=50X="Q.YAW M\7VZX+ZX;,'+E@JU%*W!CS_0GONS#>\[F7T#VREA.YC[X(/T,WA--7E:+X2- M%)=3M_W9AH2J&B)U2Z0N6J8A\ 0YTTW$9S8F7#_E46JKBA$J:PC5*Z%ZA[73

MYXPK+52T)H]B(96V\>%66F56/%35$.^LQ#L[L!LJ#G-&/N37\^%>M>V'RAH" M]DO_F& #T*%,C!C)X$1W/K*X4[E:%D[7*+ZAISG)>?Y89PW8>KS:(M[Y>M M4PWN]IG9^%!-0S[J5C.H^[\
(OPBNZOGVF-4U(2YKRKB3$BA:K%&FU&M$K,?N ML6NW*6M[U J**IN"L@J4H26[3G2HU\ 9"7*?Q1.AK'BXB>O2MM?O> ;61+5- M :LL0]'TL 5\%+/0Q!EHTWL>V]L0-WH6:O+F2?
CS1$9RMB8C&2]XLCXAMXE_M:@4_1JRA5:ZA>#+9@(^@&ROHPK>055_([V)M1<>M7&C@;J_7HZZ5\QA9AU9A MA^)I93Y_(OT9MSQWVY32OMOQK+S'B$&TRD$43R\;7NAU
M4D$^R%%/R%C#R$2D@FZ908.;[AG8>SGN?O]L13Y&-*)5-J)XH-D@#X, W-.3 M[0&Y@^?(I\3.B5MZ,.^\(?!O' JE.(%0$2Y$7GW6R#7"_9I6096>*!YZ7E?!
MR)Q!$]>Q8S;INP1KFV*6@4HBF>>UZAEUWY063_)L===F_)7(8KAR0>^QH,PF9'Q.I[(R(J-&SQ?/UY9N8X1FE@5FAB><+8- M2:Y?
_#E/9J(V%>\QNA^./PRM*V"XL"EA%9/803%I^R%7K*7D30G3B?U3=8_C M%^M:\0A7->6LLA$[*!O=)EJH8H_ ?*3R+;B5$W>LXSQ& &)5 &('!2#SH0HI M#1+!3"K[.(3[W,NDS7U?@ V8!(6AE?
<8*8A5*8@=E(+&,8\B'+9 MMN-<0#MB>+A-/=XQ I!7!2#OH/6C8G;?SNSC?&.-?,HT!-K$3*!6XN\4;3;U M4+ÃUSF;LW[F==F%L[1![NR'';2&=!>F9@:!H Z)Y=DD%K.Z6]!: M
0O7WDZ1BLA3EF=3]. ^:<9R=S5'S=N5[QBGQS;I L4]:7BWWI8?Y;JQ3/5YL M:G_DYN5,222F('5/SZ!V5;%/7)QHNGI@? M*'?K! \!4$L#!!0 (-*##EDZ#IVQT@8 $(A 8 >&PO=V]R:W-H
M965T&ULK5IM]LV$/XKA%<4+>#$(JD7NTT,I,Z&M5BWH&FW M#\,^,!(=$Y5$5Z2<9K]^1.Q(EOCBN/.71++O3L\=C_?<4;ŸXX-57L:)4@N]% M7HK+T4K*J9O)1*0K6A!QSM>T5-
\L>540]6ZK^XE85Y1D2C*13U 0Q)."L'(T MOV@^NZGF%[R6.2OI305$712D>GO(<_YP.8*CIP\^L?N5U!],YA=K3FZ@F\68: 5&HD_&7T0>]= NW+'^5=]\SZ[' 4: M$RG/1?,7/.QD@Q%(:R%YL5-6"
I6;O^3[[M ["G MT*& =@KHN0IXIX ;1[?(&K>NB23SBXH_@$I+*VOZHHE-HZV\8:5>QEM9J6^9 MTI/S!2\SM2@T ^I*\)QE1*J;=R0G94K!K38LP*LO):DSIKYJ#<[E]MK\.K% M:_"L!)\7O%:D#
(3%Q.I\&BKDW3W['?;9R/'LS_4Y3G P1B@ (46]85?_9JF M2ATVZKBO/E%1:$:!WE(@QAYVA:*N*EI*0(10/MOJ'=GV]X=Z(-4GIY4CM M*$&K#1W-7_X$X^"MS;D3&>XPBEM7L< Z?
$'$RN;@5BMIM^0!V,QA F?)Q62S MC]R4"G&$6Z$>HK!%%'H1W51T35@&Z/>U3DT4KO@T+IL34=[@' 2 M#4!,9#"T8XY:S)$7\V)'Q:)A$"1H -*7">!K:$<8MPOC .J^9PLC^ M55M:*5\
(!5516ZCJO>ZT*!3+J08@Y)*& ,#8C%DX@P/<%]'9++#C3EKW0IBVTZ8%$511:R4T! 4 MIAJ5O#P[O.5WIGIABF9#F'ZA/LR.Q:"7.795R0,-F4\- SQ,2HL8#*;8!:]C M'HB?Q;(Y(WRUO>YXS;H)
[>K-.5U?]H-7ET%31H$A2$ M*!RNBD4J#%S[KR,RZ&^5H F0:F=/RP/-BF,'#0&.QZ#?B|[ ]@" M6/$\M^*S$)%9&4RA$#G("G9L!?UT]82.+7M*88M=QY/H@<4* MV6O6GI; FM\FT\6A*RLZIH-
^JON=2]KF[/BIT;$Z8jK>!AZBTPR=57ECNF@ MG^J>8L]*2560[/"\)HZ)L\E^$79P->K8# _G9;\C6>Z71&W5DTIS155ID8D?, M4<>$R,^$JEE?4@4K
QG;,#4_9K[*ADR:@^&PB_0 \5E+U'=F;^KS\^4UK52; MJ0\3VL _6MWX@8'-FD3(PJR.%>E8%?D'NOXHFO1(=@FN4(TG,EL0K&C/T = R,_V S_U!&F2P96@":
M4DD"70@[,D5^,EWPHF!2S#XL;LXV4ESK,M$P56O!*)PB Z+45M]?R,97G_QOJ M>]^Q-)IY=_VMY.G7%<^SO>Y(#\^.4OL#?.W9^B>RUC]IZ@=^]E=+SPO@= 1 M&(,-
R6LK2V++S#I,38N,8\/CCLNQG\NOLHSI_E1M'WT =\9*B<Y/C:PH+5P^ MFT9P2.[519TWA]095>TVLY8B;'+LF1I69G@xQU0VS MDRA&KL#N';$^AY+%48F/34X7<,>SV,^SMZJ94[@7H&M1F]
(#_OY(BSM:_6/%[+5Y;+DYE;5^!#H" MQ_$)*RWV=@-'NWXB:WW7NR8 ^YL U^*/P8O@/ @"]"I2]122'6ANR0BU-0//M0E;=]D-3+7 M-&T2SO&":A=]RRDV-LY\;%*SJ>/0 G<-"3[6N1$"'#EWR
_T#=XLN1$ MUOI^=ZT(/F4K@D .BIS*6O\56]>*A"=I1?Q6CN@W3V!HZ^ED[P6W_G7!1U+= MLU*H&66I+ ?GB=H&PO=V]R:W-H M965T&ULK9==;YLP%(;_BL6FJ9.Z@"'DHTN0WE33-
JE2U*C; MQ;0+!TZ"5<"9;9)NOWXV4!("(4F57"0VG/?U+(M"VK9\:$)H8WRJY-N3=B MJ8QH E..1'K'A/^]@XAMQ@8V7B\\TF4H]073&ZW($F8@GU93KGIFZ1+0&!)! M68(X+,;&+;Z98$<+LH@?
%#9BIXUT*G/&GG7G6S V+$T$$?A26Q#ULX8)1)%V M4AQ_"E.C'%,+=]NO[E^RY%4RH],)$)U58Q,J9BTL^D7 MX]_EX]L'QO^>)AWD6-?(MNQN@WS2+K\'7\EQ)G>JO=-.J1-K8=[+AN
M&5@!=DI@YWQ@DLJ0";JD>UKHE=2]UJI9\"I MXIR@J7HE N=]Λ\]T!NC7 \1SX+^;L%LM=3&Y$2OBP]A0U4(7X/A?7B'>]; E>K]OTR^WYK]MND3UE>_=.6U]&P"NJ@1!V!'MD]Q:N1Y
;HEJ8=VHQ/N5U M,XF($.BV=;NV.YV[7R_E5LU[6W3Q1:LNKA=39 .\!M854*;>5%E^\U.)Z!:V1 MMH7DI.;.\4Z?K1\(7])$H @62F-U^DK,\^-JWI%LE9WXYDRJ\V/6#-41'[@.
M4/<7C,G7CCY$EG\:O/]02P,$% @ TH,.631'E ,7!P ;", !@ !X M;"]W;W)KK M;_6:,8'NB[RL+R9K(39GTVF]7+."UJ=\PTKYS8I7!17RM+J=UIN*T;1I5.13 MXCC!M*!9.9F=-
]>NJMDYWXH*]E5A>IM4=#JX9+E _YB@B>/%QSGMVNA+DQG MYQMZRZZ9^+jYJN39M(^29@4KZXR7J&*KB\D[?):06#5H$']D[*[>.T:*R@WG
MW]3)A_1BXJ@1L9PMA0!!Y<>.S5F>]TAR'/]T02=]GZKA_O%C]/<->4GFAM9L MSO_ LU2L+R;!!*5L1;>Y^,SO?F$=(5_%6_*\;OZCNP[K3-!R6PM>=(WE"(JL M;#_I?2?$7@,9!VY N@9$;^"-.'"
[!NYS>_"Z!MYS>_"[!@WU:SA8M>"6R?]L+]9K?R?]L0^6& MP?('=*.L"#21[1C_23$6IZ:$ VQ (($6IZ:$ +G:=C+$UKE6=@$@)B&Y@B" M6*-J8OQ(7Y0 AO@:6Q.#<1# A*.><&0E_#,KY?:?
MUQ3Z4$R5?R5OX/81B9; M[!&-+@ *(HW+P@3YV-$)FZ" N Y,..X)QU;"7[B0=)?]D>QR<0SZ)H@UTB! MA0GR@T#/9A,4NG$$T\7.X $=*^'.WY6W*.=UC585+R3]4E[9JHN\MW^@LW.,
M,9T03Y^H.023*F@$%Q#,#XBF: +!I!+NB!)[;AA;-Z%/8LTJ:68;P .ZF_@W M(&U\S)WHJ-$61XV6'"O:X92084](-3D_E(+)N**;%7 NB%GV@DA/0&LW, T$
MJON,WI(C]':HUV#6L=5Y#GIUV0L*YIK+!SNZ8 "(Q'K9 E&N7J8A5!B.U&D\ MV&!L]\'OLY*62U6CFFH-4O7,GF.#*@#"Q#6X/B-6\F2L0ZZ#/<96TW=0FMZB MD@F0K6_NAXZGLS5!D>OH7*%
(1ADV06$T-JN# _\1/&- U+6^9>]2PHEF%=C3? M=M:SRG:-\4!Y1F^R/!,/H @VS]=) 'C+.-(E>-*)E!7SHC?PH/#Q':+V1H0 M#NY%XU-O>K\@-*>;>!)WX^LI? "C/TZT(% HW#QQ \H/;Q':[^3L3+
[(AIA,\ MP:%Q3P'!W# T; @ \[$.2R!8Y.&Q!!@,*+8[T-]Z_FE6=Q*P=$^!)@O4FA#T M'E3#&O_YF]T MSVSH [W)06/0Q3Z4]"%>($A!)T4U!OV]!I[A.X.I1RL]%;SP5CA92O%RZ5
M^Y#@Z(Y6%2T%4KV!I=@=>]CM6W[$"+8X5*"&F^3W!P=CR'$PKL9O6ONA+>>5^ M5ZA'22IUSR7NSZ\:EWC":1F=@],R30 MX!V>GT*FG]7OE3K(0-\ZNN/9I^.E,"1HA$'20;[3.SV^?
NTL.5+:*QV0XW0 M3'A(C2B M%K1,E4"V%#$]+W9"XGM$?V(}!Z">0TCLA;H\P&/<&,?Q_KU4IY*)=','^_'(M_349/#>Q>^X7ZF1+']/+CBIE0D>4,H%C2@%/G4&EIGMO#Q2LNFU>VZ@EZ6TI
MVA^)^ZO]JR'OFAL+?):T+WX,X=OW4#[2ZC8K:Y2SE>S*.0WE M:*OVU8[V1/!-\^["#1>"%\WAFE%I"1I ?K_B7#R>J [Z%VQF_P%02P,$% M @ TH,.646VLADU" "C\ !@
!X;"]W;W)K395VOW\QFU6+) M5K1Z7:Q9SG^Y+3>KUB6C2>NTRF;$,)S9B];YX.*LO7997IP5FSI+ M3M_A-;+8.K<5?*;NO#HY1M3?/;^:&5FQ>9'^G2;TVGW@3E+!;NLGJ MJ^+^=];=D-
W@+8JL:O^B^\[6F*#%IJJ+5>?,6[!*\]U_^M!UQ($#L8\XD,Z! M" Z6<\3![!Q.,0(YXF!U#I;@8!Z+8'<.MAC!/>+@= Z.X(#-(PYNY^"V9.UZ MZM8FH#6].N+>U0VUARM.6CY;;TY(VG>I.)U7?)?
4^Y77\R+/.&)Q1+$CZHB M2Q-:\Y/KFO_C&5=7J+CE9\7B\[+($E96OZ#PRR:MOZ)?/^5TDZ3<^B6:HD_7 M ?KUQ4OT J4Y^K@L-A7-D^IL5O,V-I%FBZX][W;M(4?:<\DSD95EVP0>%/WS
M@:UN6/FO FFN1YH7JQ7/]2$,Z]L.,U15Z*T./G@"O (FU,.\3(7@7\C%),W1) MTV3*>V].UVG-SS6@D1[TBM6\"$^#&F9I_E=I<.*]5@?"]Z6H=N,Y]@^T<@^ MT4B+8QW!>40#(03
.&$EI12CNUZPH@$"A:?"#9@U=ZS:L.P^CBF5>QJ0XS,\3DD M6&!+7>8;F+BV,.(A8T:08#$0V" WG'UN.-KI,Q5:)HXXVH$D X M 1!.Z,ES<,0B@10K%@?:T"TOR?:_XY$ZRJ#-N[8R@)%OAR97
=RQ58"R%C M11!@,1#8(&&PT4M AC9E_F0URHI*K=9H74<,Z\7\ MBT_;#0D\T/"PEL" L14?UTFZ31/&G_,)'_QU\?BX;V8(K%:2JX4=0RX04 % M%'9 @YH@RBR1PF@J6<4 ;1KRVDMF6*^9O>?
UNA7->"7O2OAM4?)70+KH-$.: M_+>IZIU06[*LU6XYU=LR\J*=>KD]3I+U?Q#*6U00 $44 @%%$$!Q0! PS3J MA3^L5_X@TT@W0= W8^P, 10MP H)$F-?%!M @T:@:#$4VC*+>HD1ZS7&;YA8
M\I3A3YHZ8X@N%F5SA3VLF]4E=;I *8]00 $44(AE.1!;COCT@=(>3T0;\MV+ MCUBO/CZ+;VV9)4D0=$"K! E3>R+;Q*@02-0M!@*;9@VO2Z)]<+DP3K?Y%V] M-3*==GG)5&8"E-
((!11T0+JE/JQ0]AP7N^):G*.3RX]W_?$^:7*T,-'%@]P M+Q9BO5JH6/ [S<@3-"HU([):)R[Y*4PL$[NV(_4XJ*0'BA9#H0TY[E4]K)?U MCJRJJ[GUI-PFOB>4MKD^X)BAI
@G$BOK7YQ_U['%H23;39M$(40<2@!#1/[MR$C])36LU]1.+)VK>UL6I4Q#%!+G*BMQF,@F!!,3F[8T>045N$#18BBTX=Z3 M7N(B>HGK60OD>NPQ^U&@-+ .Z'!L"8^?
D,AB$_9L3]A/$4$U*5;\X],0TFO M;1&]M@6R"*Z/,7;*"8H6$%F\$DS#=RU#7-D"C1N!HL50:,,L.=A!Z#"%BA:#(4V3*1>V"+/%K9&+HWK XZI&%#*5@>DFXP3644BGC05 MAVI1K
[G'JD&O6I%GJU:/7'Y6QJX= T E:V(+%MA'V/+<:4Y!*AR!8H60Z$- M4Z=7KHA>N;KFTTB>"G-T\ W"+G'XX6Z%-U@L:7['VB6407XIDT;6DZ:. M+2C!-35D-V>RV/Z+4\W68GO>L8\H" BB@$
HH(K(<.;6QZXCL M93(;?L/4"WFF7L@[LKQD]>@T996,F28QFZF6W$XM'ZOZ6E2QBB5LLY@HKZ6,PQ>8MXA'# M/EP5ZSH45!,#18NAT'84S@X^\FV^$O]
R[LTKU#&;CF\\=KEW57N/KS>G=3% MNOWN]Z:HZV+5'BX935C9&/#?;PO^ZM.=-)\2[S]_O_@?4$L#!!0 (-*# ##EERW]Z[- < 'DA 8 >&PO=V]R:W-H965T&ULK5IA M;]LV$/TKA%
<,+1#7(FE9=I882-T6Z[!N0;-NGVF)CKE*HDO23M)?OZ.D2+9$ M,7'F+XDE'T_OCL=[CY0O[]3ZIM><&W2?I;F^'*R-V9R/1CI>\XSIMW+#<_AF M)57&#%RJVY'>*,Z28E"6CD@03$89$_E@?E'
GR_H MU XH+/X6_$[O?48VE*64W^S%I^1R$%A$;.6QL2X8 -OQ!4]3ZPEP?^<#NIG MVH'[GQ^]?RR'AV"63/.%3/\1B5E?#J8#E/ 5VZ;FB[S[E5L\, MFU\H>8>4M09O]D.1FV(T1"-R.XTW1L&W
L:9^4+F"4P*3Q!\TC(5"3-P<6/@ M'\R6T4BNT(+I-?H(,Z[1ZZ\ŸVR8";-Z@(?IZ\QZ]?O4&O4(B1W^MY5:S/-$7 M(P/(K/]17*%X5Z(@/2@FZ+/,S5J[C#X F.1P_@HCJL,AC6.^(U^%OV PMHL$9 M(@$9._
LGC^<>N#0.LNT\$=[_/VYX8H9D=^B*UNVP@BNSUUI*MV,W6[LDC[7 M&QSRP&L693E! ML 3.4 [0H>@-NW>!][IW)Q6Y)]?T$^Z%-YF%8W=PDSJXB;?,KI)_H6.4R]9(MZ+(08"Q27H1D9P-
M[4]'M2KK@F1U0=:1]V3&6;"34Q;LB9P=Y"ZJQ8"6YY EBF51&_"ANN"*/.A,8DK!5PUT;C"<3]R1/:Z!3+]";-5-\:*DK M0;',@,]U+\9IY_D1G;8P=FWP."!NC+,:X\R+\6HO=T5%\:4IMR;&Q?060?$ M;-
;"V37!$^]2&B8.& 8+C@0JMMRR/.:17&S>;!8[$MO Z;#")>@#OT37V EZL M67[+(1)>,:'0CJ5;7@)78L>L)$*I8$N1"O/@1(X[J(:XC=QA0X*>LL6D@4ZV
MT#^*_(FLDFX5!&UL71M,Z*P'6//V$ 0'U8KT)4VD7&18&TSS+3FT$EM,WC, MZ4O;)#RK\9F*FK'?FZ_5GS#1(+XO6T^O,R0-&NN0+$]!?13IX:];5-W4 _]E- (\)2#MT3*:OPAW(U!%+T
>XR-6GW4(<-ICUDCALV MQU["FW_XLK G2_Q!/P[X,- * M8"]3?L94D7B%Q+.6"HW=K_3+RK\CH^9T*[R&/8J#](H#^(EZ_GU5H'DL"P*DF*C;'6:AZ(I\N]; M403G#(LZFD?46H4NH[X";-
B?/,'^^X"A88-<$G:=]3,H<5#^N-VX_4\]GJ1(MHPN(7Q=T>HJHE]@I.B;I:H,A)NW=@LN*C'LD!à.....!/%+B#HVJ*R=2""^YSVF97C5S=,L\D;?#J!O)0OR2
MY5K)F/.D.NW2+"WVB;',MCJ:B/C;W"]@FUC?NN>5\9;<';9P6A]7%:GQV6 YE@H.V-O.C.[X;T4;A M4+_".3)P>#Q\I2PM'L3N/%QV2I*V=//C>T'HC;2A_K.*G1;IKDTO-XU.&-Q MG%&T3XQ<-K1/8=-
&BU"_%CF8H>0Q_8=3Y(3L$!#3=N'YG_V"[.^]HGA"B#39 MA\:_QE2T/K3,_&"PPAG]Z<.M8)I7_NGC6"A3[^*Z'#@JN:$4W \[2HZSG!3GMO*/#$9YURKYK1D/2/L\;[;W$ MSKBZ+=[M:U0<()4O?
NN[]>\'KHJWYJW[[_#YHOP50..F_%'"9Z8@^1JE? 4N M@[<1)$Z5[_G+"R,WQ:ORI31&9L7'-6<)5]8 OE])Z(;5A7U _6N+^7]02P,$ M% @ TH,.6?&9I;.+ @ R < !@
!X;"]W;W)K(FE,OG*%A4'G!E026S/<09VB0MJQ9'QS7D:/$!R\L M,[9<:^NX+E:YU X[CBJ\@AN0=]6<*\ON6++B!"H*1A&'Y=BZ<$>S0,>;@!\% M;,3.&NE,%HS=:^,R&UN./A
02*5FP.JWABD0HHG4,?ZTG%8GJ8&[ZNW[9Y.[MRF6!!4P9^5ED,A];YQ;*8(EK(J_9Y@NT^82:+V5$F"_:-+%A:*&T%I*5+5B= MH"QH\\N X!F WP+\ERH$+2!XJ4+8 DSJ=I.[*5R")8XC MSC:
(ZVC%IA>F^@:MZE50_4YN)%>[A<+)>(X?T5J@.7#SYF@*"'E$2IBH..!3 M='>3H..C$W2$"HIN!J5]$2%[G O:M:G&/I#IPMKDK5W6E,)?&5F@D IJZELWF?G M[<;.A>FV>_Z).YJZ/?
Y$C:EFJORC;V;<%>:K@@I$8*FDG+.AZIR\F1N-(5EE M&N."2=5FS3)7HQ<X#E#[2\;DUM "W?"._P)02P,$% @ TH,.63#*[E=, M @ D@8 !@ !X;"]W;W)K?O
MC#C"EHLG60(H]%Q1)B.G5*I>NJ9Z,2ZBPO.,U,/TDYZ+"2D]%X"CUS!TI&*F"2<(8$Y)&SFBS7"Q-O [X3:.7)&)E*$LZ?S&2318YGA(!" MJ@P!ZJL![H%2](:OWNF,VQI$D_'1_HG6[NN)
<$2[CG]03)51LX[!\60XX;J M'6_0U_/S/!23J6]HK:+#0('I8U4O,J3M4%%6'?'S_TYG'1HSOD$OT_PK7>W MD;7\@!6.0\%;)$RTIIF!+=5F:SG"S$MY5$(_)3I/Q1MJO!D(M!]JZH_D7:%/TP)DJ)?
K(,LC^S7>UV:#G'_76_BCP2\N MT-2[0;[G!R.\Z5#NU/F%WCGRKQ!R0O:L(P<2-9@BG[N<4+AU[GJ.WAP'FZ^ MGZ6L<0J1HS\0">(3OSVS63NO1]1#P;U8(P>{$P:(.EL]O)J3Y:9;Q6_Q)V
MISL.S#&5,"(V&\1FHŸROG-U>(3<.?4UN/LC-KSJU/0C]->$+;N/,U]P6@JOB MZH,;JQOG7O1S3_I$!:*PW5"BE#=_=2UC6!T:[JKK,W_#NV[]@$5!F$04VZR1>OP.AV[J0SLB1%D<2VS.RX\QU>^-
X(N?>ATX?(!(2T9 M X"6U5_?LPN2EEW;G;Y8) @LSNZ>/0OX=&O=#U\H%<1#51I -BA"J#^,QSXK M5"7]R-;*X,O:NDH&O+K-V-=.R9P75>5X.ID#\E,=NW?FI;4*IC;IU MPC=5)=WN0I5V>S9(!]W
-[TI @V,ST]KN5%+%;[7MPŸOX]Y*KBMEO+9&.+4^ M&RS2#Q=SFL\3_M!JZ_>>!7FRLO8'O5SG9X,) 5*ER@)9D/BY5Y>J,D08/QL M;0[Z+6GA_O-3J[#E6]TH4B<-G-M6=+9AOB98DH3HM!-TEME)VE3M?T9)97P
^VPLKUNK*T*WU?:WB8]R6M$[;6?ML*B_*@2(5_EF= M#(Y'W4T+>01GT_]APDUUF\7VQ<68D0G&\W?";R?1<'9Z,]F%*1\?[/ZC' M94Z.9'YK\XH-%(+5Y.-K"QDEB\JV:W*!M- (*_,T"%RO=
E,2S(5@^HE MJR[7_)%XXIR>Y:*S?P(;RN85XZI2W,S9TQ*&C/ 1GK "2 M9?>PWL(UV\1_$ MD(TJDDRI&R2&(8+'UYAQH8#(F12@ B&@6_?=,=?@B4 MX?,R88[SH!0/.KZMIN^#
IRO2.PNO@4C:4LY]B^FF@WX_RYH#"A>R"?))(6_ M.=V=VZ'[BL@]X.M/NOIBFG4!4,;?(*!9%B#$@B[G3IN39&COM 1_$CCTP_5 MY]J03"[()E\Q("%YR!E%/BS7'1*1S$=0(&^>H^.'J-
$Y"SG<2G\QRH1=Z%2(M'>UJ+48@(68^ISA*7 ΚN0#[1JR \+=&8EA:YGN6%@SQBI3G(\LNAD62,6T5 MT:[,@X' \S/F:4W>BXS4LOEB31+6./,]U9MKY'?)@
RY!)H9%P>%L*CXR4#DTG%=TD*2AW< 6]!2V7.S# %9. M-@,")\47^>] <*EE3D;$V^BD\DQE:@J &(A19U(,N6B./(P6+.T42=C:(AP)= MTG'S#/2#PJEU]H 3&1>@42_@!"0DNW)*L75?*) ;99"ZG?
W3< W/FY E%^8I MZ H!R5:P=Q1G+8<4"2 I8[LA[U4"0D>>8, IX.,M%>GDA;!N'(/DS'&7(!9 M"M:YPXAW8@7)G4DMM!OB@T\NE7S^NZF#P>R(I?!^J]J$W"_S A^O"<0$L*V M1PJ7D^G[
,@I.9V,3@:>'SX7F"BY2JUEEW-N(QA@F$F2F1II;NVU8]O*ER(L M-"$B%0DSPUT3\9ZZ[<*U=T_+NZ'!122N 7189LE,O]B"04_4'&C M:NR4FAZ%%'-@2FH&0U5;AD7$%>2W L^0U%RG9%
[/!#VC346% A4>X=0F:U/" M'HA[#<4:-3=&@D5%I4TMSQ^,_HMBS!C_X/B)W4M# Q%1DFSQ-+2/*H, MVP+08UN_%=<;8!!A$3YEVDK"<@[CW.!JF$@QGFP"EOO\R[WJHJ9+HHT%$@"0 M F
6QG&=8;V1]?#8D23X@[!Y16 X(<[<5@C2M!4Y%DJN(96',4BP!ÕH(1-KPO M.+PHDL[[O,X)-0!*P". M]CDA\E\-]L0'\Y-97U9PK=3(X4 A,L"8G.+C@;+ MBE G91^*O:%BCY8.>M1#'H :X"TFT=
[R**?"214"3#>1^4 M=._I6]E4O;]?WJ*$^\SQ\:NL)?'RRK WL&G"E]4,]I]QZ@$>+/#5@%H$R"@0 MCK.+H-5:%=1C)EGTG![GT4#L94N[(]-MNIA+JP." Y3Z6)THP\H%92=X#_(\
MQ5]$8UMRF<>)VVY)":ZH9T5>+SD,;AOA@%V0%U=:4F0MWBDG>30S1/=*' #Z MJ- 4HF4+DT+/9!M6!5=Q54Y2(V.90D[HR_%>P!MBG\7]NWNCPZS85D";X M36@@)7?
S:#^*/%Y^DDIC[JBICZ4DKX$3+!W3E$OZ2)(Y)&>>?EZNYD]^\U3B4A?M4M4FTT_9)+9Q9)_S,%@%$7[&1&QM!XDG317 MU 8OGOO1%ARP;4O[H7C>= _PS&V*/^1058!X/6))'^OD
8I/F>DI)?.2I&. M<1EA7@IZ+GUV1^OA"J8CPJ!#R-Y)YUEU;X?@AZ8K/ _8N9GI^7&I+X9A\FT; MI;VW#^'=@KXMG9K*)KOC =;S1*I]%94R$AX8.F0)%%2S>P#7-_MPAR&1TV/
M>C!4KR+=4,W/-1VDE;J.,## ?J=0KI&X14P1>6$A<,G!'ND#X"PJ8[)]AAK- M(]6I/N/DY(J3)*9@078AA\@Y/@"JY"(NS8HD4,QGAOW4<\KSU*I"[,+'3M9(MPSLIUIŸ:MD$.%7X"R0.
[K0PM+.A+U)]C^6'B 2W[KRGL3=]PHM*=ZS8U[MB$LZ<(*:%7K84GR*>6RIV0K>>?]V> M)WG3';F.-Z0=7A:22[])/WN"?\XE+D^FKB"!F&B,OX3-
7E]5LU!7KEFRUFX%0).YWF[T$6L9._"C/%KB2 M""1Q$.*?S.$Y< 6\5.[LRNX\3I?G!'#[9)4W'MQQO.F<5;&SDJ90*>^3:@&* MUTOU:O[:JWY7T5J[\3@.!BC%UBBF#B,BLG,4I--.DBQ<7#Y3<-P5A\U
M<:]:0C4 CS\FS*)+:SIM'+9V_H)500XO+E:X+XTHI:4#6H5-%<%=\G[^/.[V2 MJMF"@2*Q(M?PO7-7QOD[UJN!GDP MI;@A25C+2,E//E]SP8 ("P.1K"%XSJA6:J,1U!&F]:(I\C"? M[,3$K4@-W-?
S&'!O1!"44-96]U_O?NT#J391=O)83N_#JL3*5=3;-PZZ\9PQ. MO']@/[W.&^I[0M!3%W4!VQ6V#5C%6*@[G7RTK"DEAXZ=5^D^>M^27E-0$"; MW&1"/DS-L62?0)R/>1(2?#&I*VX2N>
(*D2P)C>)R]WI5((R4->A$2G<7 3@> M9M'Y:H_-ECMP'BV]7K90)" @ :+^[MP<$D^@W09I%3.Y6 @_-$XL&U,7AT3UB7J4BO@J;GC"N3O!&NV';!58]O05AN M9S=/H3:V.!]=VZ&=MX6
M29'/#36MG52B2CENF<+U5WE)H'V-9)RYV."F!F'.XAAP2)9&:K'$$O>X"C-E M&]EDUIE!K&8Q29=0*G>Q(J,6'%FF;P+$:HH"S8Z)9)RR+GU964R;6SZI><[M;
(6N;HHNO]2NPRUY0%+MHG5@,,1[8<)B1"0)AVK(WD&!NW5@Y[0ZU,IHNE_ M)-BYKWQK8C'B6=5+306G&R[(^ F\<2+!]T;:_ZRV_@C;LTG)LQMM>*3NF" 7 M2;K!"<4[-T+@F$H;F!6#
[O4F1Z^Z#L'6=PQPYH9GI3&7C+K\A(P,+6<4+Y$X M"1C-=G-U9#^"X54L@(A@NW;)W*;4G#",]N>*FIE2STF?FA,U;(50513V=]P^ MH,U?)]O2I!+;5@251-MP@48N $C_+E])?;
AB&U"A%6)15:T"] A$!Z\Y$ M% X(:N>178@M&;]>RWO*)ALS19F]A;$X@AZU>'JWQ5#@M$V\)N*6 MFRS\'CP-;6$MH=-S%E!!;K)DCMZ7BOMK0SJG8HT"4B!JG(NS\):?@&P:ZS^$(#
MU70P9,YX-,R0"9Q&[9_1;DVS&9 M[&;R<(O)D"ZZBZ@1/?>0NX,(1ZHJ.[-2!4 =3L+808M.4P!8ON3DBO7=!7\4 M0W;?U1C(#4U-X_]Z*3Y,/U 8A77(=)OQ^3=-0Q!TOYN2[+6SR(2^;"B2P?A
MQD8TVG6]U,CR,NK76_=YC<*ND;L3_GH2WV79(@NNB3Z&'DI*6CBWF-O6K9]/%O^Y96 M!L5L9@N[Z/JYNR]\#)$6_>?)MU.4D3VXC?5"'B&Q>)0'<$*C2I)!9Q.NW&D(YU9FGS_D&LMHOF(9>[.
[K2!=]] DB(B%&NWK M_8-D \S?;V/J_F6?2#+Q2!#@G./3EK+B2]"N%NE++#N1+2$$,CP;)H_(W_?4(MF MGT,2PE=3]"#3;CM(.TGPO;?0(CD8^ZZ,G2?;K,D)Y=B-_MU>[']$O1A8XVPDM;DDP[A3-
_5QX:Z M9NZ2#ETH$ZBGV(?=S]M^(.4N K>?<^5YLD1-R]==J.+:E1Z[+\GJV"%A+9 MK"&^XE9+(8!MNI[P(_=WR'E<">,&#M2)YX?=5=P&@FU\P0H$E'RI[>9%ZGNNK+F4?[IP=E J03
*C_X46JG MOFRN39-\I G)+1R()<@O]]0)-3H+^F)-T6/I.DS$1-M$-L=J?>17[$RV[V]H ME2V73)$(G4SA$-1BX&C9]<1"Q,@+)N[W3G;O#0#-?79WU=1R/9K16NXI6KI4
MP1='=RM2IG[D0]_##N7/;Y)T50W7863^KO?\PM-D@PQ$N(HW3Z9*&&[JI"MO1.!S6:]ST;J-$Y M-?7JY$'4H(XG&G2/O[$DB%C0WNE 93P8'9X-?C@Y!J0>_?##X!BU^^G1:'!X MDL"+ &1DE M-
3W#VS#'GL===8!>G<-*GERF Y%*ZT4$-P2X@N *8EM?/]YDMU"\?=^]_)<#* MN<*_DI $?(KZ:I&78:0B]Z0E U_K.M._X>=Z+ ,(CBG'BP- M9KC+2+?=96)"GA$XXT]WQ["3
NF0+%@5KP7E"!RE2C;RJU.TBYM0-9F*+#C@_ MA"<9T)$)4^..^7LH]/GYI ;%7,H&B6^ML:R$6]&%[RPU7W MG'ET>'F7VF5R[)G']68V/1SO'U3U!;LK1..3@Z@V1"&&4]P#)LY>22 M\44:7SK2<*&
[LY[L7,<)O'OSPF=>[D&QI'SQXOD MYE*=WUR?7US?WTWNKVZNU=W5]!)-']*XO>& YV$Z1"-9)?P"ETMJ"2*CM)C MG_L'E]9[PH3=ZX7"WKQL:'!N1NOW90FB,55"+WJX'B,J!H)KAN&4G5-#
MT5<9W2WE[V3SUCH>('P*J5U<'IQ]XX'#L9JVZW7A,DW"7GA)/%Q%KW;&.NN] MQWL^F?Y-77Z\^55=75_>W'UB14::@C;5M[09[]_K!OJ0,2=VHC=-WPJ7W!A@ M@./+X3^K

W*OPZ.M!^CRK)+IKWOHI6VERB\%^-/(V0WMRO R4/_.O&X Y&:M M.(-[<3,O6TE0'GR^32Y[<+,/9MS;$MQ>?I8JH]SH-(#AP>GI*?X]'(V^AYCK M\IM5U_K>ZJV?')^H_>\D)B70=I-
E'WGUY#\ERRQ^&2^6Y@=W-2.^3<%!4&N&%+^/_XZ/S]0=W]M.XO?_*RLWN"7UW;F+WC@Q/!!HR?G>0FT\\(§T/^=O\ L,9EX(]\W0$,?>]WX_M?TUN].SLN M/N7PNYKCD_ *;B*,?
Y5=\//@QAP!:'WU+94ZX==4U"LZV.OMDXT/]T>G]C9 M@D]Q%^KW5_=VG:=J?#9Z_59=K?CEVM !DL=8TW[EA\CW7Q%)1_OU0-!*(O?M M^R_9]T[G>'/WXHC?
N(5!F?,"P7!OUQ)_7:OD5LO;47WGVF-N[=0LK@))+ 1 MT^ONTEJX97#G34?WWB7[GE?NF^Z5W_BU^RR7YBNUG>351LH$N7GP/=CX]3F^ MCZ65?]US^$LPG7?
$=@<+,L70T/#W>D]&F_Z6Q:_Z+)C/;(+_RCTL# M-%W1 _A^;A$>W2^T0?@3-^_^'U!+ P04 " #2@PY9P#UJ3,4% !1#0 M&0 'AL+W=O&O57D*5R-0HG5(NYV<-OW-\T>?U;L$G)9=F;4S,9*;U
M5WZY#L\;;08D8QE8]B#P>)"7,H[9$6!\6_ELU%NRX?JX\O[.<0>7F3#R4L>? M56BCL\91@T(Y%T5L[_7RO5SQ.6!_@8Z-^Z5EN;8W;%!0&*N3E3$0)"HMG^)Q
M%84LZKX8T'CJJS!CB5^&=U.Z?)N,IV_%ND^]=I-ZK:[_5?\]6KB M/>>O]X* >VFDR(.(1!K2E7R /#.(S=*? LS8'&KY:QOKTFE_NU.NH&.3M*5 B1N8/LG'^RYO.8?OD%__(U>O^MV.NK?
O_=Q^=)UZR DR8R-) MESK)1/I$,[D0*4^ MTW1)B82A0&3*BEC](T/:H4&ST^M0ITT'S<$!?MMM0FEZO*^-)ER1Z-RN=NFRZ]Z0^L,A=9KMP8 NGU%X1L M4N2RXN8T M$VAC39-
2R4,T+&/A2<_=%G,=H_,A!,3=O:.?"ZZW"?Y*!C*9 MR9QZ'3?3\R[D0J4!W@F8I$BB#O4:PZ';3P/FYW!H>>'H>(&:&B/8."73(7K MB;O,\2WM=IO=-@8>BO5[5_UAIW8YC:0G'S,T5-";%[9
&,2Z/_Z8&N:<;Z3N MY:]DG+S9>3,9MQ&D^GUC3]%U/R;N_O1J1=_>GUW2Z/?QZ/;R6<:ZU0]%[]<\CG%WW8XO3QY0,/A$0\.,1CP8% -CJ@%-@<&X1]3UO MJD%IDW,51+O,
[6,U^<&W0H'L.%=\T$%DJ6LH" IJQ2\6:.M,M+.I0<0$.X6D M4O@0A)>$RH/91L)2ENL'Q7I>M^&Q=AL3C+("#0U'E0)>LGOM(I"Y12 \B+42 M!V#:E!4BP12P2&J0UQ#IEU>
MS'"Z[9/)V'>CSLG;.@YH;R!3.P+; D%_&:OGTLUX -,'W=Q3!:H*\OJF6P+M M\Q85DB87TQ(7'WZZ.!3Q7,6QOS][>@D& *YT0IJ+@-;48]!*),1&4&N=HU*M MI1C6L&NLR@IT=FE*(:OY!I-
(A)O2YX^(8Q4_;PL]MGE!8HXY4AD$TA@0A=!6 M"8!_2(M5I.E&/%'GP+6;+NUB3JQIDQ*T-L&6+LDA%1D*.P2#YZ2N%6#5'4+) MI'&V&DJU4U&MM+(B_X-
2*_=+7<1\$CY(G*@R]6(E9G'97P4Z#XXGG(%L4.L2 M% -9%N6 'WGDG8Z7?;2+.L F/GS#(Z$XH2@CQMW26IQ_5H=?(6<8AOI8A%Y
MST55UNB*U3I19!O83($P+J$Y]OR#>$H79;UA2=_ VW6IM7;-Q85AX2[SAA&G MMKSQUK/U_P6_O"8 +R_;-R('.>FH5C.8=K>'QPT*"\O\.6+U9F[-,^TQ17< M#2/YY$Y+\#WN=:V>N$-
ZG]1Y_\"4$L#!!0 (-*##EF(5P$=_ , $) M 9 >&PO=V]R:W-H965T(!IX*'*AA_[&F/(\"'2ZP8+IEBQ1T,E*JH(96JIUH$N%+'-*11[$ M8=@+"L:%/QJXO84:#61E(%"/B]1__]";=;
[IC&B4"%_4+4!=CS@QF8&2MKX'.P&P0R-5< M9L 48=G=G%3U.223;]/+V_G4N_Y:4X'>=;+T;(!ME-M>PA^>I1%0$]!-@@,9 M%SU(I3;>4TCS9A,^E(>]'WC4IJD.?>!/KJ9+QS/F"%;*R
M'CZD9.\JB&ZE&O2:?<[9'<^YX<3I/73<'5';^^E>%-)E]\1AC>1V^\H^66U0 M%>!H1U_V1/>'VKH#'I$I(AZWXBZT6V?QY[9UZFE']2,;X.=M4+X SIN/ SF
M;QDV3I+IDJ:K2YC/QA>S^6PYFR;>/IRNIN$24RSNR('MZ',=VQG7K*1RIPX#[P@^*=_=C&K> -I5C_MWP4MR']=;RE MM-E_'#DZLY&*V]$SCRQNILGT:@D_QO/;*33Y?NB,ORDJ@"*SP"\?ISK?
GR)- M^=*S>UTX0)([:!.[%H 2X9WEUD \?XQ@^>8MGAV]DK'7$:^]@<-"6"E1KUWPU./RZ M0S6[37\?UVWM2;S^.?C.U)H+3=>O2#5L];L^J+KAU@LC2]?D[J2AEND^-_2/ M@LH*T/E*2K-?V
N:OY[1OU!+ P04 " #2@PY9VA3Y3#X# -!P &0 M 'AL+W=OO&.5.54^BFP"! MVVX!B1_9+M4=K#;LW4/5!T,&8IUCI[:S[/WW'3N0HQ*+U#XDL<]7BH*BNXQ$<-IBH*IK]/4:C#*.@$)\$3W^?6"
<+QL&1[3-$^ MEX^:=F&#DO$"I>%*@L;=*)AT[J:QT_<*7S@>S-D:7"0;I;ZYS2(;!9$CA *W MUB$P^KS@#(5P0$3C[R-FT+ATAN?R$_J]CYUBV3"#,R6^\LSFH^ V@ QWK!+V
M21T>\!A/W^%ME3#^#8=:M]\/8%L9JXJC,3$HN*R_[/68AS.#V^@-@^[1H.MY MUXX\RSFS;#S4Z@#::1..6_A0O361X])=2FHUG7*RL^/Y(IVMENO%\CF9P^HQ
M>9JL%ZME.@PM@3N5<'L$FM9 W3> !O!929L;2&2&V;_M0R+5,.N>F$V[5P'_ MJ.0-]*(V=*-N? 6OUT3:\WB]MR+E9DL,N:PP@U6)FKFR,,!D!G16*L,$_*Y5 M51KX<[(Q5E/%_'4I$;6?^+(?
UT5WIF1;' 74)@;U"P;CG]YU!M%O5Z*(FRCB M:^C_Y;ZN EVFV;]IO>$ 5K)%-X+0Z?D;H;?-$6:J*)G\#B@M:LHKEU8!,8.07/:%,9RI;QWKS4YA2$US?\%8]ZT-$5.OBDG,K4J;1<
M=NX@G3TD\^=/26MU#\MD#4_)EX1RFL)D.?>"3ZN4LGH/ZX<$TLDDA>ESNE@F M:=KR2 ZEM?9^SQNK\7>FM3P/ZCW\0D^G/8@Z_L '5PM_'K2CVP@^G)FF%,[_ M@.^U;SOQ!?A?
^S%\@$ME'IZ-J +UW@]B UM525M/JT;;S/I)>)^J-< BL], M[SDUKL=F48W'VFTZGKXUANK2C_P-LK2^/3+G/Y7J)T"G>^4LJ>-<]#\ 9WB^TN:+74KIZ#E+Z=*G*Y;TA6V:9,.NQ3/7JHA6U-
A\^J\72\8?.Y7DA%0)!NI^+>X-5IT&9 MJ4SF5NF1/D@>Y'_QZ-/TW..PZ0 MO-%):O9QQ1Z_PCZ@GW3NEI8F^4S.=OD[$*61)I(,X[?!/RQS$^H&[8I#N/> M&WC=1K^NQ^N^@G'
+2+JQMA1Y(@GA*NDGX4ZW+I:W>1.0G9' MGWEU9]1"Y2*EL3:F$G L4L\KW)XL]4: C1=N-'DW.L:I:XKZ?C?<6O1# MZIX,^_0M'>%+R,_XE) =87!O=*:LU6;M+?,5;GQ,M_JI.G'H(6,/.:PE.SL) M
=AO]X8A?4]1.QJ>O0YV=4QWB=.,%=72TZ@P*MTL^S5>U [#OL?#?^"#?(8@ MUV7N\/7=V1D=5U_5QMR)ML[RWK+O4?M8-A=*[.R<3OJG<%@=?:>:8P$VKLH MBNF8WG4'^ NNZJ\PH ?
[>'I,&"3WN7!ME7;/K(VD2:?95(Z.4/(4)E;+ P6 MJ<9RI=S2TSZ,1]B;07->31*=PT8)0N*W$F9"!@N+X*!/S%08O3 B(Y5[8I%Y MO?4\J/S&BK#/V#>0:]\>[+YF)L!RVD2M3]*DR
[@+PP4F;>#,SSW3>G<1Q^ M: !]8-UOB$<;8D\6?3CV&5(TO@X\ME<8.JC<.N5*;DWPA,J?$/?:O''.1YW" M.@TV<)^4SU1T9J'1%9RH.++Q.5)VV^)M2
#':IQEG&*7%WN!6!M4;S(/H9.T1FCYGBAE3EG5);Z6&CYFQED.Q(V\)^P4 M&#!A JN>&RY(V3 $6PR[GE064\+OI6)OPI>9^("KA'1-B;!+[,YD5OAA #'/
MGK*K,4Q4:P<;,*=\3B0PC@9A>/)2N2!#G$\ET JA.&YHM=0I&XW?"V$77968*B\%L0R4R5V8$3-FK8'?4 5R+*RB+ 6PP &(+W%T9;RYYD MH6$"H2R$]S:;E^P&8C28# S.M9K:D*NW:YF\\A3+
[8\WON:Q4<1MUNGWJH *A .*'/^&5R7S.+%W8HI MR?/*;&/9CR9;@@)UMW?:;. ?"+A<[M M?Z)#Q%)T>$0,Q\A)R'V?S,DU/ E_C M\V_ S/^CHN3-A"$ PQ_Z04I33\6YX3A(5DN5'-
CW*!LAOR;]MG<.97W5BE6PF[E6K>AGZ*V2HEHBYEJ(>PM* I M;B=?9GJ5^^*RF2GD,RXR5NX.*#>WCY//DX=!'FOSK?G+[, E\S_93P^,2=ML9 M;QOEMJAN]N!][8ZB#VPZ%-
D_A(JGR#';Z=%'Z,1'-!S^3?X7W;S_!H*@\; M-QKTZX: ;PQV*\|\Y\=G9EDX/<.K_36\D)0\/?Q=A3W-D=Q0?T'W0I=YI^+JV M,0H$VQU-BTF"%R1&ULC5;;3N-($'WW5Y0R M%^U*,[EQ70:0$@([6<&
"+ :K?:A8U?B%K;;T]TFY. W5#LQ80?0/"2VNZM. MG;IV'RZ,O7=;I=[N[G5SIHG5\&-:N[&AJ7RF"[ZRY*H\5W8YY,PLCEJ]UGKA6L]3+PN= MX\-2S7G"_K:\LOCJ-"B)SKEPVA1D>7;4&O0.AMLB'P3N-
"_,3D_VM$Y\> MM?9;E/!,59F_-HNOO/)G1_!BD[GP3XM:=A?"<>6\R5?*8)#KHGZJQU4<-A3V MNZ\H)%<* _("-A18CI17QX?6+,B*--#D);@:M$%.%Y*4B;?8U=#SQZ/3Z_'= MX&9\=TKGX\%P?
#Z^^7[8\4"6_4Z\0AG6*/U74';IPA0^=71:))P\U^^ 44.K MOZ8U[+\)^%=5M&FK^XGZW?[V&WA;C9M; 6_K-3?9Z@;O?+&RYM-RYMOX7^RYE[$^5ECGOMZ"5TND5V;:0JGQJK?1W.
M>:435<1,E>.$IDOR*=/98#(D]%S"GBVJ5N*[2!E;%C$GW:2 ?C.6.)R@KJA M&2N/H/].VD$FX4>L>2,:.$-^^?'=?K^W)\6161016B._[2!Y6!:>4H,%<93 MJD!NI@7"L?<9!W.E-
0]:!@IRC^PFC.5@8RH?38LU@+91,%#3X+ED9=VGX.") MR4M5+*.Y584'0LS68P+20EE965'119Q5XIBB654D2@!51JBGPJEZ*C6$:HW8 M5%E"
<^%@M>.5]V::Z;D*\E@HU9)BY5)Y%RXKFU%J,KC0I@%\P[QTF$LUV==L MQYE"TLC,1,KQ$WD)C8K!)?B&R4]*,#<"E&DUU1E2 A^#]*V+8*%]&@TF)[3?
MVPG=)5!3EOQ;_IRSDJ9*8! 8+K%2&NMEKP2R28)V8!RGJIA+&NA!916O)*&H MB[#O4'QU0D$>!Y0-P4&N;E*.7J I3;U@4 EP"6I5K"H:ZL+D&F%!@F-9RDW" MV1./FGT:79_1RPTS&W_ZDX?
C;Y<5X M<$Y7U^,36;BX')V>TV RN;VXNAE??IM$F'?79G"B[G%\16NV*<1D6I5*/T&X M=9F7'J&6+DH,UW*UN?44^$FA9EXSLY*UF61-K[FO<,&6237*JPX\5YAQ. 6
M\33!&6V$T%W79P(-50&/1Y5%4J+0@OH1W1(.?99#GYZ5\+,IB73*@ CMBPB& M_$MA='\9;^L7\/K=77KI6.UL7(YRMO-P!9148KK5]Z1FM;EE#NK+U9-X?46]
M4!97!4<9SZ#:;>_MM!#F<.VK/[PIPU5K:CPN;N$UQ4V9K0A@?V:,7W^(@>;N M??P?4$L#!!0 (-*##EF8IOF(K08 +P2 9 >&PO=V]R:W-H965T MP^^[Y8\&*M]&>SDM+2M[*H
MS&5O96W]LM\WZ4J6PIRJ6E;862A=*HM7O>R;6DN1.::RZ"=1-.Z7(J]Z5Q=N M[4Y??:C&%GDE[S29IBR%WES+0JTO>W&O6 B8+U>6% I7%[58RIFTO]=W&F_]
M+4J6E[(RN:I(R\5E;QJ_O!XRO2/X(Y=KL_-,;,EJ^%>>V=5E[ZQ'F5R(IK ? MU?IGV=HS8KQ4%<;]TMK3QB!.&V-5V3)#@S*O_+_XUOIAA^$L>H0A:1D2I[<7
MY+2\%59<76BU)LW40.,'9ZKCAG)YQ4&968W="'SVZF9ZJ ;3]!W-/GVX^?6B M;P')& VT9; V[,DC[&-ZKR]{,O2ZRF2VS]^'*EM]DDZ^0HX"]-=4]#**00 M2H9\' 9;^P8.;_ (WNLO36XW]. IW%B-
%/C/(1L]Q/ P!)?%2U.+5%[VD/=& MZJ^R=_73# _$X>G5$P>%6P>$Q]*<#<)3]L')GI\$>+-VHLE15,+J_4R?5C+ M0BVJS4_G"7QY)6AU!&0<02N4MAKJ'FR*TDF_T:EC[/D.!.B)+=1HMR0," N
M4.'F)9&G6Z6>J%R"0?GDS 9G4'\< S-HO-#WMB@J<$A%?VFK'0+8E[(9PJ/XW!X M-@R'T8#B<))$SX2;A&/L)Y,8:-%H\L ,3HP9(]K^CUMW0EJJ5T\GU.=V0?JN"]V"#4!R3I#F(4C5I)=$ 2 M!,A= <-
P,D(TD6%;TB,55& A_K\B6HL'5=1Y!);=RE26&3IA)+8BB5[=[/HRH PIQSMF5,V,F4RTM)@*6.;.M\- D5Y&)\-X*E.T T51("RI;B2]*2>84O7 M !GB8-\H##D:!@8X*Z4O#;JNU,6&,N1AAI0+W?
B2>5.UE!V)80GG,?3<&"^< MTX--*(2Q'94C2CS1"5+Z?."?D=Y!(47M_& XKJO@!>MZT3I2NR+.=,%87/!7,<;,<5^QJ%!.. EPJSXH(T&(QA(W(U
M]\2/%PF=L/="YA)UC8.%=0N#G:KXYS8HMVU0NGHXI3=MGZBALI@W3)'4B'K M_WJFB>_=&3PL!ZL<;_(LU._]RIS?6[F-6)":;
[BD7=R]L^_KZ('X8%\H+BQ:4.4W;V=*A?.'\%.TI"UGT[.]'D&ALI]X9;WPN'/#4C:HX\5V+ MV>DF]PX$.$:Q^U[* \JC@I&V"_97I>BK[$0$99?H$,9,3&Y8K(6$G);YBG4W=X!JV$6JT=;"=)
[XTC3V4E=P=0 M@4:O1OYLN/\0JQ/]\>E\T/C$H9OJ9W'89#@\0,#K&7)=XW&_ VJ]M/ M,U/_1>*>W' 7>2\T3C*#3K0 :W0Z&?5\&G0O5M7N^\1<60PO[G$E!=*0";"
M4+@FM2\L8/O!ZNI_4$L#!!0 (-*##EG[5[9; ,*(& 9 >&PO M=V]R:W-H965TX+L9V9W_QGS$P%6ZF>=89H MX*7(A1[ZF3'KLR#0288%TRVY1D%OEE(5S-!6K0*]5LA2YU3D012&O:!@7/BC
M@3N[5:.!+$W.!=XJT&51,/5ZCKG<#OVVOSN8\55F[$$P&JS9"N=H[M:WBG9! M0TEY@4)S*4#AD>_(G/M?F%;V4:Q#TFIC2QJ9U)0<%$]V4M=AS<._? #AZAVB)SN*I!3><$,
M&PV4W(*RUD2S"Y>J\R9Q7-A+F1M%;SGYF='L+RPN8+VXFW^#N^W0Q M'P2&V-8B2&K.><6)/N#TX%H*DVFX%"FF[_T#TM0(BW;"SJ.#P*^E:$$<'D$4 M1IT#O+A)-':\^*-
$41O%$X,IS(U,GN%.<*/W5)IQ.OLYMDG.])HE./2I"S2J M#?JCO_YH]\)_#]CL-"H[A)N7TB$& 9@,0?,7**H[1WOO#>&S8T!U^ B"\MYLLW?
@OG=]?5X]NC=7,'_ MA(P?QK,+&$\6T_OIXM%[<.V$Z;$WW]"B\>!]5DP8H#\Y>O.,$1JN&%=PS_(2 MO>]2'&](-\5B!KXR4=IDVK66=C<^BGL]^!.ZK7Z_(I'E,1Q[]\XI2!$+.JD1 M?W>/VO$I?
()NU.J%'K7_$OG.XS^AWB7=[O2/HNB$ G5:40\6&7I&&I;#TDK= M6*D?5EA350E8HZG([S6EI>)B]2N5WS)- J*3$-IAAXY.(3[IP;X_9 !F;A2H M5FXZ:DAD*4PU0IK39@"/][GSKWDUO:^96G&A(<O
M&+CMH@5\R+(=.R@N&F;-JF#.$E1+/:!D486$4G4DE2<[*_?&4J^-Q-IBK],Q88*9,&U58$XWL=*9L+35\XXI-(K(M*65I)_#]G4XF9-XX.G!G%_KH0)4VE3E>:#!EE@G]>(RI6APVNHWEP:6<)Y8/
M.D<'A9CC#.UU<:%IUUFA1#++#WB$5@\;XL#'N[AWW6=X)W$AYX MO9H=C6= M_(#IQ=7I].?LH&,)DB\Z8:U^7*D'KZCOP+G*;6+@)(\PVM;OD"LK?X*E/\?! MFX#?R[P-/;\)@1_TW\#KK?CU'%
[O-7Z)T-@ZIKQ%<"$>J9PLC+46^1S=^N_Q MK;&::N.?E\A7V/V7L;E?]DPA0CQL4$,8U/?8./KK77'WW_#_[*_Y;Z' . MS)OJ+SO7]=O>%BZ,O;H=0<6@BG6G2/L(U/-@$P0C'R"K\HR<9Z LX2I+(
TX M$[FEJUON\S;,)M],/E^?G7C3+[!I$<:3]:,;TZO?WB_7,!BUUBL8WZ.F4>#5 M7[A$GBLRG\-X/M*%$YI*6E2A-[4<3!PH66(<"9C MA(^_46CS"6Y$6J(W+:VQ(H\855CX+O*2Z7=&,D'3'^TT1Z,
WD.W'?C0;^_X MM&YY7ZEJF&&K^O-H*L0H^>1C?]C<[0[A$P1M@N#+I9=K\:=VMT)(5GNCYN[. MP%GMCLBJWW=6;]#89Q'ODGBO.1CN.O$>FWR_-BIN4WQNXF4=&%MO2Z[I,BZ7
M\81[#AH7!Q^K#0ZJ#O1"& +RX2I!SRI+R:"A%=Y!]#+ZY3#"E10^\!IIC(=J MGLO_B)'&E.X(R']'?4]$'6Y< RP-+*O0)AJ)5Q[]H1X]D:G298J0W]/1#O2# M7>8?))R7L9!ZSI".]:LS!1*9JE1D%U
MQ@(9VD1%[A*LY;R= B& M?GLP).UN,&RS^DHHHO$146;@46):=0#'7;_B&(5[*VS7[5D;KNB)84IJS HC M+&F D1Y(')_1+F]7$_1 X"1F3K@:Z:'2A%VHJDP7TB9:=$G*_/TM
MX2H"&NOY9MSEVL06J"7EGC'9'YN0=\^1#(;2E:BS("C&HQ^0M)N)>*OV$V#J1 MWBK^)05M$V\CV76\)M34(G_\]ZTHZ [W#3L4P@J&S84*:SD*FL(2TN5T8:7?I([
M&P^G#/7T\2$%&-2]=O#00-T]22L M-E85[AEVJRP]ZMPRH5 M*LU:M@, -(' 9 >&PO=V]R:W-H965T6SFTP3"\?.V@Z%?W]CIPWE#M"I M4F./_3SSS-
B>F6Z5OC<%HH7'4D@S"PIKJY,P-&F!)3,]5:&DE8W2);,TU7EH M*HTL\Z!2A$D4#<.2<1G,I]YVI>=355O!)5YI,'59,OUTBD)M9T$<[W7/"^L M,X3S:<5R7*&]K:XTS<*6)>,E2L.5!
(V;6;"(3TX';K_?\(OCUAR,P46R5NK> M3;YGLKI!R@E@:AT#H\\#GJ$0CHAD_-YQ!JU+!SP<[]F_^-@IEC4S>*;$'<]L M,OO& 62X8;6PUVK[#?7Q*#N^5 GC_V';["4SI+6QJMR!24')9?-
EC[L\' #& MT1N 9 =(O.[&D5=YSBR;3[7:@G:[B3>*X=(>RLII6.>'L'?5S>?87 MW"VNKQ<7-ZMI:(G3K83I#G_:X),W\$/XJ:0M#"QEAME+?$A:6D')7M!I\B[A MCUKVH!JU(8F2P3M_3;
ON?KOQ6@5>D]W#&MF;3FM0 ;_.!UO'L4)Z9B*D76H#=!S8'D<7F!#.NBUX6@#3"(B(.N6& MK06>P.KLV_+\]N]EY_++L^O+VYO5S>+B_/O%U\[^&.#.OQ;,C@Y&BSS7F#.+ MG-
(=#@?P$?K]WF@(_5X2H\)618P9'S:]#[W:# MW%G^B$>3;C(9PI\0]\>])/+KRT;\ >+?GO_0,:1S@:1-W^<$QNQ[W!B"0D M$R"86G[B)DT; M))%Y%[@Q-9,I$FD&A@GLD-
Y)%'>3T3%%&T64PMXPV@WI'"AF1Y<*97QLZ]K0 M-35T?R0L*LT%'.\S>!# IP_C)!Y]-B0T^.@\W#R5 M:RJ3OY;7IW=T_2JN/4X[T23$A\8U*,US+ID RE)I?"R465/3O;U@)F._:6RH
MM3DOSIG/"]"H^/NF/+QVN,.#^ILB3KWW<1 JFIIFY+;6MN&M6CJ]//VIMO] M9)KD&1"X(6C4&U%_T$T':2965;YJKY6E'N"'!35=U&X#K6^4LON)<]"V\?D_ M4$L#!!0 (-
*##ED3G$RD!P0 *\(9 >&PO=V]R:W-H965T^S=!) @TGU)_#%SYLQX/G:RL>[)E\R!7BIM_#0K0Z@O\MP7 M5?"]VW-!C.A4Q*E>L[6::G62[@Z]J789XD,\FM5CS
X>_ZGN'7;Y'D:IBXY4UY'@US2Y/ M+N:C*)\$_E:\\6_6%#U96OL4-S=RF@TB(=9)KS3S_RU5:4"LBIX$D;2 G256;,I%'NZ4K[0UC>.Z=_+I0\.2?/? M1U%HC8P^-
A(+Z<+7HN!IADKQ]XYF_WXP\G9X)<#+HSV+HP.H7__DQV$^YCL MR;#?.VB'_E1!K46JK,>2>XAK+HLKFUH;RF&Y,T:=-::D4'EB!76T]2X LT7^*,NH6
M>+_X2E1HH:R+&Y*A:N226C-:SQJ*$6(5(:#DW$\WP -_%30P J61%T[^Z)0 MX0S.1\BV 8W/1^_<>C)VXZ,J8RD*.B4T.-N"62)(KW.<)3N?)+*H?=8YX]Q
MLE(%IY4C@8U60.FVT'"\5AZP8!0#P(8A'VV@ 11/I=6270^Q%50+%[8DY#/0 M.-(/<&E'LT/K[/MFZ954PL74QE4,HWBEGR+*/GP_6/]=;):L%3_#A JM"+XSFPT5:1J M#C$GD&KK-
<((_4CYB,8_GW<0*P8Y@9H61>&:)"P11R6IBLU*;Y,_5'&U!!Q M#$03;P+-&)%EA*$&.:/37AC3@&R%IHO'3\[%XRT+]YH(.%$X9U<1O]1PP?<@ MMP=1<3(6;<9[. -
K2V9#*5YU'!%&K5:*)0C:('2O)9+\ 29&(P1EXR*)2,"K ME]:EF.#HOX3NR?ONF1+_B$:#4_JH"^5OA@@J=)U&90PQ*+?S9^ZG\:7[1!Z M%6]'^:UP:V4\:5Y!==#_:9R1:\=CNPFV3B-
I:0,&7%J6^*)@%P5POT(#V&VB M@?TWRNQ_4$L#!!0 (-*##EDD0$CZU@4 %4- 9 >&PO=V]R:W-H M965T^:J7=V:#R
MOGD_&KFBHIJ[H6E(8Z4[L:N<82%U&H5J/I>'P\JKG4@_/3N'9CST]- MZY74=&.9:^N:V\=+4F9S-I@,M@NW25%D^8%[?GYJ MS8;98FM/E^M% E[UW#"SH;H P< MV34-
SG]]-3D>G[S ==YSG;^$_G/Q>!EB,AMFW\&PSQ5E5Z9NN'YD%7>,UERU MW)- /?;NH>0>7UG3KBIVT:Z0@6PR3Z$XP 8Q :$P<,1*J;DN)%?,>:S649A; M8GS-I>*YPD'#UXK&+'
MA'2%6>.P8**U4J\@+WMS0J'[BGOTB_M6(CP8%&:E9=P!5A!7QK66,JFC/7N- M,(%40$IG)<:3ZM8Y:,Y#,QNR)9B2RZ[8#5H)V]/$M>WGHI>8[-#L;C,9N,V5,N9W M*H7Z M2GDN:+
<,)@&;(/T$P;,$:> <,V=X/>8'6)VB+OA#I=1 M8V5!0W8-*&ONH#5(2;TV:IW.[H@&3CI=+RTIH[2_+NJ M++A/B=H9G(-)M"\Z? ?LUU=OIY,W)Z[WO#?
%'RC50**V"CV]B+D#"'"&/8[QJV. M"0T<]UCGN'T#SG1\\G5Q>QF'DQ/000AA I ;15O*N\8UUA3D7"0$KQ;H&GEL M9AS5"^8%97WL(W46B46C]H9_&X$R)G*B+]@V+V/.\&>2"3
476BZ=7C-A=WO M9+.N+Z8NUS70(!^-DX'JS[L?W:O+O^F^#E1*%7,.MZ22>+K@$1<\]?#XU&A# M))9X9XH6K"?SBU#7X*R[)M&^FJO?[C6+5=9L#,ZI$SQKHQ."!US':2(#EQ2
MX[L6VQ7P<$]-[Z..I@*6>-3LX9WUO&]N%[?@/F0?4U.*%]$-<5 MCR;VSNY-O$1/N(D]X3: IMNJ*]/O+8AT==8E07('ZJSQS06"P&GA0O([HKMT
MOH$]N#"#XR3RX)GS<%"&1(]VLH2ZW(@;??=E\;[XQ@ 19X-P4D6OLA M>!^6:(OLMTD<'[T.P#P\767=UK'H^X-^8UB%4@Q=N3N//Q6O]SVG1CM/W9KL M*C[H0]6CY:17;
[_:_V>X2$_EI^/I#\KJLK?QQ=1BN]5N7 Y#J#7Q:F M6*L*/A;+UV5>:!73HG7Z>CP<'K]>JR1[\>$=?7=3'AGZBI-,GU3R+)>KU7Q
M]%&GYN']B]$+]\5MLEQ5^,7K#^]RM=0S77W};PKX]-I#B9.USLK$9++0B_^"/1#V7PM\2CS(WYAA\NX_'P\Q5J:K]B],7,M8+5:?5K7GX3=L#'2&\ MR*0E_5\^V&>'+V14EY59V\6
P3K)^%_U: GQG 5CNV!,>/-&A.69JM2'=X5Y MD 4^#=#P#SHJK0;DD@RYJL*^#6!==6'V9?/GR>W_R6O+^3L\M>KRXO+Z>3J
M3DZFT^LO5W>75[_*F^M/E]/+\YF<7)V9>;FT_GG\^O[B:?Y-GE/;KI>O;E M%GY\>K=ZPKP0NBO(XO#1\9AO .!8_G99-6JE.=9K./V^M=P'G^H
ML3O4Q_%>@/^NLX$\&/;D>#@^W /OP!/I@. =[(WB2)39U62+:4[IOSOR;RL M"A"J_^DZ,,,[[(:'FO:VS%6DW[\ 52IU<:]??/C7/T;'PU_V8'OHL3W8.PLTJA^'RWG6F<2,,]A
P0C$<,BAJ@[2H>:IE M42-P^!),V;).B6X$!"'/=%072978)\X?HY7*EEI.S7J=E&0 W1ZS\ZG? B"I M(D;\'9$::L"Y38%G&XBI+BHPS_ 0&W$RAK!-9BHMXZ2,4E/6P$[X G[&DP,Q
MTCIN3M()MWVD14K(A@N>=\(4TJR3"NF8UT59JZR2E0&$*VZ2320$X(-)TF? M>H@-2,=/R(0L5Z9.8\!'HO,2"6'U9YVQ'0X[0,\& ,O[I%:A5D38DYUGT%+JP*JDOC40%YG
HRW!MKP MAL1Q.3<@Y_ADG!3@S4T!*_.\,+@K_EXJT#"G2TJ!JRI+#>"!-RH#6U+HE'"H M5@G :FM0)1F7^49@8,E*'B?/DT;+?LJZ$M++VF99'^=UT^Z<*3L263A/^5Q
M[V@XE(>]DZ,A, /_'PJNZ!*+Y]G&N68+1?9V0V\FLZD\.![V090.C_IOY,,J M0472W^ND($%PBK4\=P C<2R,'6.*A"E"LS*(@%PP(*5!L7 4Q =K0SGP%5# M$LU P3 X$K>?
C\!RP;.*D%WK:B OP2#$(*H6(!D^_'&ZK:(M8"<$E+@R!8 M$QDNP-@\\7AXU!^#@)R!SA@$5<,YK@%A:U4O,X)L\B3#Y8#U6F408B)6:!: MSJKQ-7_'GEBE)[JH^$'(U/C[#'2F+"'
!6S%0B4%V%/+O$[;T "B7>.,,* MB"M)/4QS,F)P3%B0(Y ^/7U\W1 M>'3DHZ&CO=03>/:8:>IY^N.F&@OL.Z8J-E!;.Y D=&/9>EY\0HY590- M:X2])-<9\^8/7C M7\#M@ER3F%E-
:79JL-5I BF)"F*D*#S]7OX=>_X=[^7?EY)$Y+RLDC4&7EU, MVPNAFVD 5H1@B5-,?>8H/I MK=9Q"%L& ML M]K\%\TC/Z,4?C!PZ])NV'-<*OL=H]D+-DF8'GB- >-^=R(AF>;:UB\B9
MC_3)IB1=OX-YAW@7V R!#,@ZV"L3L8GIR01D+RGP(*+"W0 M@)*;;-D'T5Q; MVOOPIDN3OSSG("W7!:1I1[],[&)> 3 @:9GFOTEKSXQ#!L#4**&RU Q[R
M<)''U1,$CY#ZU58>X$3:^C<0+3@!$LFL+5-,V28*T T=<%G/_]14D*!-4,=2 M_>AY!?;<%*")D%9[69)'9_D84PL8)R$LAD/#@=C%>MY$7[M6PI 9?5MB'41A# M+
!9]'6)#;'WJ.F)5].3O6IZ:P7I5D<&!&27>=T+I%M3+6010"9E=8%#P=__ MI4LOS1W&*K1I#,0RJ7Q1A:?L0 T[MD%P5>3&8??;*%@94L%&0WPZ$;$N(83)G>B8NG!D)G&4@7"V2&%
$Q[* MM_+SY;/W\[M!"M(B[(+@L-4*HKEJ'3O'A-76<).D6Y$(KLN2@IT"WJS"]" MK(!^:\ 9+50$96$RS'#(0 *J$56C+L'J**&442<[1M M%IH2;R
HZ%55"K*0^"SY.%!'RJVC@3PK3"YFJR0GY9T"4$A0$,*R4.L-I(&Q M:&4C2D:,X[X.0BXD91%(&+"3HV@P&JF"='4%2S/](&/8%I(UV-9M1;DD(@V M&Q1>UP7[C 2$!"B]@,1N^2;W?
FFYRM$##8L8.L$_@G$ O'TZS6O#\\& ML04=$.0>7 0?$,3=%.!!<"WD(! ;%(@R(V;0T$'L#$)0060"AV=&XGF?\@0C M0@@30:,@EB:1'XA%-]I /C@WEFRR#'0[TISD 7&)0"1NP=% LH*,
ETC.@9? MC0F6]EK< R<%; !MT4(Y<;-" P=!ZH?T(]HC4"'6;*:9,A0N 235>OJ&-Y4O M[V8WD)Y_(>.]%S41+B\T:0.))NBRG(/\Q^07(=9/X:<>EG_ W0%QK%QXKI8R MQ7(^TJ*E]'
>!=E85N/NX(8W5%L$.P*)/A3S9%Z MZ*T=9_-T5IQ!<%A8N A>&_1:%;9VL'KH6Z2^[]W;D*ZPRZUR3 0/Y91W'M; MH)RJH5#:;5S%3F$$+:=2>B\6#YQ@*+TI:\ M-
FF;=C3XIK1KT)IWVH.M0A@GR&O,LM@\$'60DI#OS2/Z(>! NN:T+ITU43473'JFM1(G@O=?-'4-2K]6%D_+!Q*/98P:R/\6:VW9IR /B67%3"R=?C3_A3@
ML=^T1R[##7&'W42R[E>TO2?@3[[$^LG()B1)DRVK-;W@E"W48&NZJ3N^^3 M1_N4L#JXUK2+LLZQ4K K/K-Y64E"71!O45:;_A9:XG8GP5&@IMB)'J6^$642 M'B0\C:R$H MSE?

RY>*58WU7TEK:000X&"AI9DLL+<,2V,1!D$S&!@NH7'@+A8-J SAV0.S# M2E,.M.'0R&&R00)1FD7UH+BJZ[GB>:^/+4HN6+DF EL(4_D(MD!F/17>L'CV@KM@@"[.?IB[CV-(^,@9JM.N<.N0%_QP]">I+X2%\EH+H-E),P;$J,M2,!97L7>FN M9?NPF YBBM(02@9G#LY+>(UUY4"+IH@-M7ZK70+DT;$B!-MA&FR V)@AP$'! ML8*3 TDLOR%=4ZYG6(MBC3UPP:20=5);353J4:,M2+EK816^=>Y"6WW'/!G4 MK2 /!\=2-8B-ZY87O@)N:W ;O 1(O59!#1: "%(/4]"N^"S+U%8)FX)B7_AM M-3^*(754HRU-*?,9?+ (,5EIN[G4U70C*?0(MS_2N^MY> -WU/80J&JC2 M?6XLO-,=LCTEL\+:?1?&8[YIHL23@X@11DU.4W,/!,A:7^.V'B-;X4'*3 M>C&#JZ,EL*2/T;!S'FQ;75:N"JJVV2P57(+P[8"L>[U,P1YG)<)M,=.RY!C MB8/SE2[)26CJQ&#$KGGNEG\/-_.>CAVUYQO@66%2/C125(*%5C=RM\(&Z:P1@(<3#7*D("! #KW$9L M)L(*E*:4;B&Q8LU).S-#N/DKL4U-K*.8 N-AYC:H9\43 M/%RD3=:-T'8:@KU0NPT! M;B7V;]4R#K;9QY6'.N'>)ZZ.Y6^Q$7<"!8=VR-IT+675?AF@!; MC >HW02>M^21&S"#F&3Y_CJDZ=["[(0]B,P]V6L'>O5T':\"L$O O1;1ZLEX8 MPE;*4O["=(>2M+SFQ+B9**ATM,J2[YA%U"6[28M-"!G2;A7G9DYRC0:9L%DX#)1OQ 3NBFS6?/'T; M)$4WD@=;2'KWUDR^!_#L0W;H&12I*,S<<&H*[+ 4AAT4\S2"9("F*FT%J;L* M%=B0[NFF'H^$*QR8*5>LP_@'FGV0#F[9T[A6T@PN<5;BYM1$KIZ8)/QE@6,Z M?L8IF#>P!?Y \F)L(AG[?;D",O*TD9N'I.'I[8/R5+C?MMF!+4#G!CAS435U M-$I@4(%XQH/#A;)=^*4RMJO_ U0K*F]Q;QH@VCE&Z+&H[-XC1UK2?3AW\8L MK76U,K%)S;)L,G2/2.WWJN/&JX[W>M6S!OCS7>I>D-TNM=E'_-B?:B8(%8)W M.#WDH0NA@7<+%MI6 %N$I'.#5Q3KV8#3*N#W&G*C!04T&+C$6)*%@[PRD#(MA!WX.%UN%\6"^)IT:X.A#02,P1(L5]MXFA,Q@$5 M$9N"MBD'[!/(((H]>U3@M4(2006,'%_&XG6;#)PN#^19)]%;3J8=@EN*;%[. M$)P^5"A/F/TS;K M/#5&0D/P'_J9 Z9=QO.C\4ZP=T+MFDQU>=/)Z+37(C#--HQ&OW#VW*;-/LXV M%T5'^V^*7H'&?L)NZ@V8"F)#)T]_XIXH0!9MR!*OCD8"VRTI_I"C!5[9\BS2 MJ*X"O275>* KU3KNNSG1K*:ZB8I 7=[B^Z](6.B M;I^=QC=4,(EQ+340#(YVT6Q]MYSQ[':H>>@@S'(#'T:-)82;S0AM@.VXVE4 M$8H\J" N7,=*:S\L\G& M<7Z@+=X:Q'97WZ$QD!-R[ZU"3B]HDX5]5;PI5ADD1$AH9Q, RK@W/#CMO3D^ M@AQJ^.9-[VA\ ($\.A[V#XU/YYFC4.QT>RM'A:6\\/I'C4>_HX$@.\8_3DT-Y M.!I =CFIN+R7&8;@'(42.P;^ON61P[$KNX%36.KC=3T(W2.<*\-J>F.O;,4# MEY=/Z[E)Y1_GMQ^_8H9"_M9=>A,^$8&$>IEDOK'+5TDXBKE29:R^P]|ESIT& MW,S)W>CDJ'<*)-AG,IK;5*/|UZFFV 7!'K/C_92;OXC--84R\3 _H,)_(W8WZ[B)/K.=" M_O>$$1L/69"P+N2%QEF-5)PQ2ICLU 7YGJD=S XOEU^<73:WRQ/_**%/X.H< MR?5/.3X:=@[Z1)O2$=+1&A'.IS9(3IV);_II8PC@'J39%)8N,8T@NOH&=A.; MJTBB_5LYF_YV? O;ET[FXOI#3ZZOI^=7= M|>3N\OI*WE[.?A>SY%&$+[3P< 3!01BBBWBI*I:8MP='::%/12X[CML:_J1V MT'*)KP.H<.3(#B%9<9]J3Q6:&K:SP: R>("!<,T:")2!L-(Z&>Q'MIO(ST;RQ MM[X83P;5A>7H])#+YJT)G4;M)^X> MACN)SIU:(M9ZY\IT,OM-7GRZ.MBRNHCRN;S^3W 6"!<(G?R1\K9.&%79GX1:(M3O"ZB+>,)17;*,1U):9A.%#:@X/#K0? PEH3D,1_[T*YMN7*6<7Z*LT5VJ"#S MEV7;EZ-4!:'\O&;=M6]?2+*:8P"7([T5%ZVLJ!TOVCM[U&)ZXF0XVZC> <*] MDY,3^/=@.'P.,-OIT^NF_;757SL^.I;]9P+C3'V[<- F'T.7X_XN6<7BC/J3F MF9W!"\?FR&:K^)Z=%;M@%"?VZVW]L_XRI#.@J7SW/0BB/&Q?[^'^!&Q<#;]"HP\ MMV!]C+WWFF0IZ)ZD?(D'>[5]LO%!?WC2 _E?TBEN?? GKY9W)DTB.3X>OWLK+ M-;VYPQ=0^3&20+?R++!)+Q&^A?VJQT&?X M?[3?XM$YG<;.#V8AO6 '$ .0< M?-X2/UQR9>%.08AR80]\@-(K[.! <1N3&6(N4"]^EPY6Y&XKKG>BHUDWKY[S/ MIVK>)Q*^TR=.N-&"55M^;P(ZU$3?NWY+>+F!A4VO3/>\@'L+!8"V MFOK#-Q,,NA3W=?"V,20BO5.-+B=G%;]XS'_KW]LVX;>5-8_S2|\^JX)&JU*] M@*7#P0FD" 6_1XT_5":G=Y?-3051"OVYTI!'%?@ _+XP8+7M!]S O\WNP_\" M4$L#!!0 (-*##EFN_]DB'P0 /$) 9 >&PO=V]R:W-H965T$%YVM0=
(;!9N:7D3@9ZJJA], M,A#K$CMG.[#;7]^QPW*.S.7JJO.D$T\)BE0G>]Q)C\ MMEK548(9TQ]ECH)V-E)ES-!4;:LZ5\ABIY2E5;]6:UIU9&%2
M+G"N0!=9QM33':9RW_7JWO/"@F\38Q>JO4[.MABB6>5S1;/]$27F&0K-I0"% MFZ[7K]_>M:R\$_B=XUZ?C,%ZLI;RJYV,XJY7LX0PQFZ3KW7@0XX85J5G(_0,>_'$$(YE]JP_[M@VS-@ZC01F8'96*0<5%^V>,A#F]1\ *ON-=&G(L[YEAO8Z2>U!6FM#LP+GJ MM(D<%S8IH5&TRTG/],+59-)?_ &S(82CS]/13 ;397\,]Z,P&,_"U8(V?UZR=8KZET[5$"N+78T.#.Y* M!OX+#-HPD<(D&@8BQOA'_2IY5H-H7%*/SM'-NW MX57.XE5"_E@YS1]0]-%&OV*C;U/0J"P3K 0RRYEX>0_NQJ]??]*0,K5%;0XE MCDH#4P@N'L(0S-JV"V"T##FJB!:I18 <@$D0V':K<,L,5A:X0U%00F8"*\]8 M),,,G7>7-L*BU@4M'Z:R\MT:%S'?\;A@:?H$O&SVI'JHP>*W"PB+/4\QL^%.(N8Y2J0LR;3,1,9W QJ:)B_(2H]O@
MMA+8Y9SQ,JZ<(JQLFG^".OW\1O-? A$5#ACV2*@'H9?,6JM"BBMGF8L=X=KF MP01!<<%$Y&;V.N+&-A-FC.+KPM@."D9")&VW*:P47;[*$=:WE2'C"G8L+9P! MHI/1K:839OWD6A<4&BK$G#U90D![0AIT"PZ8"^XOKZF;Z-6>PL8,5$8(V80 MHK(\ UOX&U2T^BS:;K7AZHU@&HTA'E30RJ[@(STL()&XG@JS_7_%TB*5X223 MI]&\MQMTL,C'2&X%_]N>,"4S8/&.8&WM"-@4QG(@$>2YL8F_HE^K=0/GCF'U MY!JF)K-UCPT-SDQY(QJ7C^^9?GF-?Q&PO=V]R:W-H965T(>A!^1JY[5-EP1P$A>7H6F"Q'>WW; /BDW'QMF6)RE-=[]^E)RX MZ9 &_6)3E/B0U".2@ST7/V2"J. YSPHYM!.ERCO'D6&".9/7O,2"=F(N<[$OV/,^'YH-^VC M8I5N$Z45SFA0LBVN47TIEX)63HT2I3D6,N4%"(R'MM>\&W?
U>7/@:XI[>2*# MSF3#^0^]F$5#V]4!88:AT@B,?D\XP2S30!3&/P=,NW:I#4_E(_J]R9URV3*) M$YY]/2R.5#.U;&R*,V2Y3*[[_C(=\3(ASZ3YPKXZVR6/X4XJGA^,:9VG1?5G MSX=
[.#&X==\P:!T,6B;NRI&)LBX.?[XAK:;@-:;JMS M :]=WT#;X+7?P%NA1";"!%@1P12?Z)V6].H4_.5MI!+T;/X^EW4%VCD/JDOI M3I8LQ*%-M2)1/*$]^O679L_][4+ (G3KDSB7TT7KRV9]^>?!A<0_O(_!:SV3"#5P,N=A5PJV8 "M4B5*Q5&P&-0"4+,,VH!:;&] M@V,"UKL3L(AVK&DGD+,-RB@W32:MC7&;5H4A$Y%FK$B1/@ [4:_[]*_UVC>
M]"POBE+="21\ C+PZ_^A.OUF#7F!PV[- M8??='/KK8#;W KH ;[Y8!;/O7C!;/(+_Q|)_7/OGN+N(?9ZI(($$+GTOJAD1) MO%,
[HHZ=WH'>+*3F24#X0C2\330PJ<$4=WX@)C5@4^@#MQYRKXT([J(?VZ#]02P,$% @ TH,. M6? AX1TG! 6PH !D !X;"]W;W)K&ULC59;
M<]HZ$'[WK]AQ>SK)3(.QN>4"S!!"3SE#$R8F[9Q'82^@J2WY2"(D__ZL9'!(MFI"\6+:T^^VW5ZN[D>JW7B$:>,@SH7O^RICB/ ATLL*G[H[S9N
M^7)E[$;0[Q9LB3&:NV*JZ"NH4%*>H]!<"E"XZ/F#\/RR;>6=P$^.&[WW#M:3 MN92_[<FE7//_4AQ05;9^96;K[CU1^6Q4MDIMT3-J5L*_(A66LC\ZTR,=-I'CPB8E-HI..>F9
M_LUT=#N8C:__ALEH$(]B.)]Q>8;ZN!L8@K="0;*%NBRAHC>@VO!#"K/2,!(I MIL_U Z)5<8MVW"ZC@X#_K$4-&O6O$-6CY@&\1N5KP^$UWO*U0,4,%TN8("52
MO^9BB=!\'<%VR+DN6((]GUI H[I'O__E4]BN7QS@UZSX-0^A]^/A]]'5W60$ M-]_*;,#P)IZ]QO(PSFR%7B+S0@H41H-<0&;]!7R@5J:5B92:L"@RI.XR+(.$
MZ14LJ#^!B[+/RY;+F,$4C"SU-= 9F!4"Q9'+%)@B++N;D:H^AQU_[QE_SV;/ MIK#AQ?SA68T 91AMAO=D7&H@D=IX3_G*JDTXXB+)UE:9"UBB()',><12:@^N MC56YKYS55LQR'E)
F'C\\NDT"CL7&K0AYZS_-CZRM'2%/H;/T&[1(^S4O1M2 M5/LQ\88V4@7CJ8L%R^7:1GB?DK65$]VUJM!+]AEG^*P1 J[G:5/7AM4.3C:X<6.Z.Y0VW# (S)%Q*-:U()&[2SZ$S/E.K%4
M@93Q;;"S6AW^@J9]'BCG5E7.K0^7\QJC9A#'HQDMUU[\C]0OR@96]7BF[8P!4FF,\I^8WP:UF7+XI1>^[_=2(7)VO;4EJCL7D-
MS^KTC,)3+UY)94Y<]EX$^D4I=");CN*1]1#__4R^;]3[ESH!4*0V("^G M?3ECGKJ+>K!M]UIPYM8V=%IV[<")74[=4+$# -F"LD*9[(HB./:FSP[?F!(V@:^E+MC[X>>H
MENY:H\'AE__^:K>Z.0W*"\.3>'GM^L'4D@M-YA>D6]JU[-J>94I/XPLV/5A M+@=2S%KBFY_J*P G2^D-+L/:Z"Z3_;_!U!+ P04 " #2@PY9,/'I%M\" M !I!@ &0 'AL+W=OM(TR9NA
99HR^6N$B=CUG89S$"SB;:2-P!WT M,K;% /5C-I>T\P20Q0)3&SSVF4X8TCM7U ?W6?2 M@1
W+$_T0NSN<,^G8_#6(E'V#;O"MG/EP#I76J1[9\H@C7GQ9:_[!LR58)JO.>JRF*L777>\11@=A\ [$+#X+K2('/0PS_ M]G<7T#+JT/3:[9/X+5*RBV+UWJ+?+C& X71L!?>S(##*
MY9T/P7 8P.@QF$S](#C&Y'2L982UC4BH@6.^A9@7L\ TE27&M0(=(7":(1)? MD ZV.$TC2(12(#;6(& L@%6N")Z$A&*E.I*(UE[%KY Q6H.F>("N'LNK-R8U M6K2NX4"^]L_D:Q;)H-
26-FZU6,MX%:MIE=1[^$A/H][U&E9AR17"LV[=N_3@ MO.(:$)W_@&_5+OO1M2 M5/LQ\88V4@7CJ8L%R^7:1GB?DK65$]VUJM!+]AEG^*P1 J[G:5/7AM4.3C:X<6.Z.Y0VW# (S)%Q*-:U()&[2SZ$S/E.K%4
M@93Q;;"S6AW^@J9]'BCG5E7.K0^7\QJC9A#'HQDMUU[\C]0OR@96]7BF[8P!4FF,\I^8WP:UF7+XI1>^[_=2(7)VO;4EJCL7D-
MS^KTC,)3+UY)94Y<]EX$^D4I=");CN*1]1#__4R^;]3[ESH!4*0V("^G M?3ECGKJ+>K!M]UIPYM8V=%IV[<")74[=4+$# -F"LD*9[(HB./:FSP[?F!(V@:^E+MC[X>>H
MENY:H\'AE__^:K>Z.0W*"\.3>'GM^L'4D@M-YA>D6]JU[-J>94I/XPLV/5A M+@=2S%KBFY_J*P G2^D-+L/:Z"Z3_;_!U!+ P04 " #2@PY9,/'I%M\" M !I!@ &0 'AL+W=OM(TR9NA
99HR^6N$B=CUG89S$"SB;:2-P!WT M,K;% /5C-I>T\P20Q0)3&SSVF4X8TCM7U ?W6?2 M@1
W+$_T0NSN<,^G8_#6(E'V#;O"MG/EP#I76J1[9\H@C7GQ9:_[!LR58)JO.>JRF*L777>\11@=A\ [$+#X+K2('/0PS_ M]G<7T#+JT/3:[9/X+5*RBV+UWJ+?+C& X71L!?>S(##*
MY9T/P7 8P.@QF$S](#C&Y'2L982UC4BH@6.^A9@7L\ TE27&M0(=(7":(1)? MD ZV.$TC2(12(#;6(& L@%6N")Z$A&*E.I*(UE[%KY Q6H.F>("N'LNK-R8U M6K2NX4"^]L_D:Q;)H-
26-FZU6,MX%:MIE=1[^$A/H][U&E9AR17"LV[=N_3@ MO.(:$)W_@&_5+OO1M2 M5/LQ\88V4@7CJ8L%R^7:1GB?DK65$]VUJM!+]AEG^*P1 J[G:5/7AM4.3C:X<6.Z.Y0VW# (S)%Q*-:U()&[2SZ$S/E.K%4
M@93Q;;"S6AW^@J9]'BCG5E7.K0^7\QJC9A#'HQDMUU[\C]0OR@96]7BF[8P!4FF,\I^8WP:UF7+XI1>^[_=2(7)VO;4EJCL7D-
MS^KTC,)3+UY)94Y<]EX$^D4I=");CN*1]1#__4R^;]3[ESH!4*0V("^G M?3ECGKJ+>K!M]UIPYM8V=%IV[<")74[=4+$# -F"LD*9[(HB./:FSP[?F!(V@:^E+MC[X>>H
MENY:H\'AE__^:K>Z.0W*"\.3>'GM^L'4D@M-YA>D6]JU[-J>94I/XPLV/5A M+@=2S%KBFY_J*P G2^D-+L/:Z"Z3_;_!U!+ P04 " #2@PY9,/'I%M\" M !I!@ &0 'AL+W=O M(TR9NA
99HR^6N$B=CUG89S$"SB;:2-P!WT M,K;% /5C-I>T\P20Q0)3&SSVF4X8TCM7U ?W6?2 M@1
W+$_T0NSN<,^G8_#6(E'V#;O"MG/EP#I76J1[9\H@C7GQ9:_[!LR58)JO.>JRF*L777>\11@=A\ [$+#X+K2('/0PS_ M]G<7T#+JT/3:[9/X+5*RBV+UWJ+?+C& X71L!?>S(##*
MY9T/P7 8P.@QF$S](#C&Y'2L982UC4BH@6.^A9@7L\ TE27&M0(=(7":(1)? MD ZV.$TC2(12(#;6(& L@%6N")Z$A&*E.I*(UE[%KY Q6H.F>("N'LNK-R8U M6K2NX4"^]L_D:Q;)H-
26-FZU6,MX%:MIE=1[^$A/H][U&E9AR17"LV[=N_3@ MO.(:$)W_@&_5+OO1M2 M5/LQ\88V4@7CJ8L%R^7:1GB?DK65$]VUJM!+]AEG^*P1 J[G:5/7AM4.3C:X<6.Z.Y0VW# (S)%Q*-:U()&[2SZ$S/E.K%4
M@93Q;;"S6AW^@J9]'BCG5E7.K0^7\QJC9A#'HQDMUU[\C]0OR@96]7BF[8P!4FF,\I^8WP:UF7+XI1>^[_=2(7)VO;4EJCL7D-
MS^KTC,)3+UY)94Y<]EX$^D4I=");CN*1]1#__4R^;]3[ESH!4*0V("^G M?3ECGKJ+>K!M]UIPYM8V=%IV[<")74[=4+$# -F"LD*9[(HB./:FSP[?F!(V@:^E+MC[X>>H
MENY:H\'AE__^:K>Z.0W*"\.3>'GM^L'4D@M-YA>D6]JU[-J>94I/XPLV/5A M+@=2S%KBFY_J*P G2^D-+L/:Z"Z3_;_!U!+ P04 " #2@PY9,/'I%M\" M !I!@ &0 'AL+W=OM(TR9NA
99HR^6N$B=CUG89S$"SB;:2-P!WT M,K;% /5C-I>T\P20Q0)3&SSVF4X8TCM7U ?W6?2 M@1
W+$_T0NSN<,^G8_#6(E'V#;O"MG/EP#I76J1[9\H@C7GQ9:_[!LR58)JO.>JRF*L777>\11@=A\ [$+#X+K2('/0PS_ M]G<7T#+JT/3:[9/X+5*RBV+UWJ+?+C& X71L!?>S(##*
MY9T/P7 8P.@QF$S](#C&Y'2L982UC4BH@6.^A9@7L\ TE27&M0(=(7":(1)? MD ZV.$TC2(12(#;6(& L@%6N")Z$A&*E.I*(UE[%KY Q6H.F>("N'LNK-R8U M6K2NX4"^]L_D:Q;)H-
26-FZU6,MX%:MIE=1[^$A/H][U&E9AR17"LV[=N_3@ MO.(:$)W_@&_5+OO1M2 M5/LQ\88V4@7CJ8L%R^7:1GB?DK65$]VUJM!+]AEG^*P1 J[G:5/7AM4.3C:X<6.Z.Y0VW# (S)%Q*-:U()&[2SZ$S/E.K%4
M@93Q;;"S6AW^@J9]'BCG5E7.K0^7\QJC9A#'HQDMUU[\C]0OR@96]7BF[8P!4FF,\I^8WP:UF7+XI1>^[_=2(7)VO;4EJCL7D-
MS^KTC,)3+UY)94Y<]EX$^D4I=");CN*1]1#__4R^;]3[ESH!4*0V("^G M?3ECGKJ+>K!M]UIPYM8V=%IV[<")74[=4+$# -F"LD*9[(HB./:FSP[?F!(V@:^E+MC[X>>H
MENY:H\'AE__^:K>Z.0W*"\.3>'GM^L'4D@M-YA>D6]JU[-J>94I/XPLV/5A M+@=2S%KBFY_J*P G2^D-+L/:Z"Z3_;_!U!+ P04 " #2@PY9,/'I%M\" M !I!@ &0 'AL+W=O M

)8_%OS5I>%%]UZ+W1:/A,I\>A%2^5=0?D3;8U^_=GL&;_5Z0L)PY P!Q+F M L$J<=%=QT6WB3["H4B9()&6FPA!I4 >4^.43WD>!G4:%\1^3M0CY=.H9QO& M>?
MI6[M#&N%&WX[5!!+F L$JFMAK3>Q&329$!"CES*/4%T@RY.^)5"=+ ;6W M>KS;MW=E.:01;G3O6%D@82X0K")+;RU+KU&6L>^'^I-0.JA/1*K$2!.)4O(2 MZU_HT4.?'**_3I[?
W19C[^AS2"#?Z>:P^D# 7"%;1I[_6I]^HSRPB4D_M MT8)2-9D5'@_3MU)8(^G880H2AIO?<1Q%/R'UIY*!&KQYEB 9<)8M \0RCJC' MXIAR3T4B\<(HE"]
(#>1)/OFGHFAO&K+H&2I'Y6 EIP)L7'B1$V098"(6I0\]3%C2?,DE:KT]1RJA0:- M7I!IU\4=9*^Y0+!*W W6<3=HU.2.ZA6C2@=HI>?:RH[FU3Z-0R-VYP-
7BHY#O3T^JE&O^%:O^'WAUL73R=U,C6:'BL3) P/ M]T8*:W>@<" ?Z +!*AJ9QF9=;'SG*U,Y2JU39H2KM/;/-8T?*:]=@C2#CM4, ME(9!:0XHS86B507>*GR8[V*%6KH!%1Z0- Q*
M547:E'G,YCI/GAL_7Q*1#Z'%DG7,\UE^(=5MOE9J'E@A*RP34!H&I3F@-!>* M5I5^4TTR[?B:@- Q*SQ2*V5FG(FM$$E(9+6F7,-#]#8<_>3=O[#4UC.+2WEI.E/C^BJ&5NJEIF
M<\GG:U%4:,[,H/4L4!H&I3F@-!>*5I5V4S@R!^\C,X,6FT!I&}3F@-)<*%HU M/#9U*:,Y/7ZY1^8E$%+5: T7-*VC9EN;6TJ6R&(3V?KJ>D_E.-])N';=FV=. ML3-
R@RDV:EX3O@P3@2*Z4$CCM*_>D!=['XL3R=)\K]XCDY+%^6% B4^Y;J#N M+QB3KR?Z >L=J*/_ 5!+ P04 " #2@PY9OYC%U>(" #9!P &0 'AL M+W=O]2=ZWAH.5H0I!!)S8#5;P<3
M2%--I&3\+#FM:DD-/&X?V"^-=^5EA05,6/I 8ID,K4\6BF&-MZFY+@/<&H%T"VL9H MH(Z6K'IALF-02LWA.I=7$BN9HG"27\QN0J#NYL032_19#2[M7HYNKK^% 5I,+YH&1Y I. M
V\WR&E7^]0V?.TW^.8@ M /,H02J_*("=NGZYNDP2?1^MA.3J-ORHRWI!VJDGU17B0N0X@J&E2H O@/+ M?_^NY3F?ZQS_)
[)G_CN5_TX3NS^&#:&4T(VZM"FF$=2Y+2AZAD*7KYW?[O>= M@;T[=O$ZR&OUO'KHF;INI:[;J&X4QT171=J3WPBM3QNJ2W_!TST2KD]6G6RO
MDNTUR\X8E^0WUM+KE'NO5CSK]/LO\ED3Y+I.OUY9KU+6:U2F;O$_]KKW>]\[M_=8+;35!QP>BD&8?5<\,^,8*@)%;$ME44BKT>K=&IER;?\-+QZ]6\S5,14H
MA;6".N<]E19>/"1%1[+H'K-_3]02P,$ M% @ TH,.65W]LX:+ @ B08 !D !X;"]W;W)K&ULC55M;]HP$/XK5E9-K30U(4 (+$2B)5691HN ;M.F?3#A(%:=.+,- M=/OULQV(V.;"OB1^N>?
EG/,EVC'^+#(B5YR6HB^DTE9]EQ7!GD6%RS$9JU MLV(QU)-^=H5)0>\-*"$D5F;\#AB&TE) 1..0*';/,?]Y Y3M M^D[#.2Q,R3J3>L&-HQ*O80;RJ9QP-7-
KEB7)H1"$%8C#JN\,&KV;4,>;@$\$ M=N)HC'0F"\:>]62T[#N>-@044JD9L'IMX18HU43*QH\]IU-+:N#Q^,!^9W)7 MN2RP@%M&/Y.ES/I.Z*
EK/"&RBG;W<,^G[;F2QD5YHEV56R@@M.-D"S?@Y6# MG!35&[_LS^$(X/NO /P]P#>^*R'C.J/.ID_#H9W_ V7^&=@@#,TPPI6V@(6U5RI2H@B;X-%D)R50'?;68K MTI:=5-
^*GBAQ"GU'E;T O@4G?ONF$7CO3UANUI:,I]AC"<5,6ZIR3'DV1R0Q4*UQ)X#;EDR3VPD(G:P4S+ONJ%M"S*O30J!**P4S+ONJ/E5>.K)I*5 MIMDLF%2MRPPS]:\
K@/4_HHQ>9CH_E7_?>+?4$L#!!0 (-*##E22(HB$ MF 8 (\V 9 >&PO=V]R:W-H965T7I.*D3[^D+!_D*$R, M3FX2B^;_#27]DH8:\WR5L3L>4BK00Q*G_*(1"K$\:S9Y$-*$\
(_9DJ;RFWG& M$B+D)ELT^9)1,BM$2=PT#:/;3$B4-@;G1=N8#-$X;:$;G)(_%EVSET7*'.HH79#$O_]5V==H MH"#G(DM*L1Q!$J7K_^2A/!![
LFI%YBEP#P0/!NA50I:KXW0+@7M0T[&4&G M%'1>&Z%;"KJOC= K!;U#0?<9P6DI.'UMA'XI*/S57)^_XN1;1)#!. MDJ8^% XJU/*
<1ZDR^T0P^6TD=6(P&H[]V^&5_Z]MH\M*D@4<_29,$:4/S^@O]'7B87>O_N WJ$H1;=AEG.2SOAY M4\B!*7PS* =QN1Z$^HZ>\24)Z$5#/B@Y M9?>T,?CK3]PU_JFS'"3,@H39D#
'$N9"PCQ(F \$JYBZO35U6T@7 M*=(=^B 3-TY1-D<\FXL5851F*_),P'@E5LV=W:LJNU MY2B3\\D99>M[I& DY7/*$.%R5KI4;2?R)LD#%A4;=8;5\H\UK'ZP(I273LZ" M4,XZT9)%
45R&HY4\YA%:A*-Y/[(G0B$;%YE>3Q#(;FG:$IIBMYA\T2Z_P2M MPB@(Y?U>?3U5%V,T4Q.+@/!0Y3U-J9?SH>#N!)%8R-G(OQ#A9A'*8F1H"SA MZB&BFD@@4R0>%<9 P'PA6N2!
[VPNRI_5XC9%_7--D2EEMYJV%'7OU0<(L2)@- M"7,@82XDS(.$^4"PBHM/MRX^?: T M'XI6M;>YL[>IO75;="I0E'+!\L+0Z@5#K9'U&&R@1TI8W1OLD5YZM&LA:38H MS0&EN:
T#Y3F0]&JKMV5"[&V<#.8;$HH1<:QV;#VZBDC54_19QZ@94-0F@5* MLT%I#BC-!:5YH#0?BE8U^:Y\B-MOF7F %@Y!:18HS0:E.: T%Y3F@=)*%K5 MWKN*)-:7)$=D&0D21[_H#
7EZ^:B#(Y26OM60\\[VM&0- L_K77V< M7:YTV M:$RGI'6T,5W0F-ZK]M.'BEEUUJZHB/6%NLWKB#FMK7&7ZLH[D%[GH"X]TLFW4+NQZJ=8U88LHY2BF@#?X'4$L#!!0 (-
##EGG)X. 0@, +((9 M>&PO=V]R:W-H965TU!)@B]X>YX['TV0G MU7>=(QIX*@NAIUYN3'7E^SK-L63Z06RBH&,U:JI(96JJ-KRN%+'-.9>%'03#V M2\:%-
YNXO0^R8W=\&>3BFUPB>:Q M>E"T\CN4C)_2/3CMI63&-*@OM?F'7V@8>I+4VLFR=B4')1?//GMH\'#B$R2L.4>L0G3A$ MHU<GL-;X *^YK+63&1ZXAL* M;T'\M
UUTX2*7@D5PYT4)M>P$!EFQ_X^T>ZX1WON-]$@X.^UN(X^ FB(!KU M\)G_>_=X@$[*-7\.9,YU QG@$U%[!2UL)HREE:U*37)L_D""4R72ND M1C
@UU#0$]'@;,4+;CCVYK6)F[BXMBVWL]'EQ-\>2GUI$H9Q9W.D9]3I&0WJ M^>9:@BS+2KJ:&I:>RUPL6E9&U0EG0^Z410SW;:&,Y+ZC$SI\SXQPT&CQA-B M*-UAZ2OK,$+
<(H1A"P$A9.QYH,"774(N_UM,JY36V4@_=B3B3[Y38@P.*A4 M8;E" M]5VA^-NCG(%#O.%#:9TOM^GLNR8N+YW9OW49A\T* -G85]=[<'0HK^5DA> M-.WXM*]?FH1)
<'(,_(KOT2U<5-1@SN:S6W:[7:#]]K-FY/]&QK(S?S\ =-, M\SNF-EQH2MB:((.+A ZH:B9DLS"R8TT<%*FM []=2FOW"!N@^ M4V;_ %!+ P04 " #2@PY9VBM-\:$" 9!P &0
'AL+W=OG;CLB(9Y(*P'"%8#ZRA M>S4*=+TI^$Y@)_:2"=9,O:D.]/5P('I$%[C13&$]K3:EZI MA?OM%_<;DUUE66(
(T9_D)5,!]:EA5:PQB65#VQW"W6>GO9+&!7FBG9UK6.A MI!229;58$60DK^[XN9Z'/8';?4/@U0+O3P5^+?!-T(K,Q!ICB:.0LQWBNEJY MZ8:9&Z-
6:4BN5S&67#TE2B>C>'0[&3_.)NC^!MW/)P_#Q?3N"YI-AO$D1L,X MGBS4[6Z,9M/A]70V74S5\/D8)"94?$ =]!B/T?G9!W2&2(X6*2L%SEP@K-^$]4^Y1V;K=MBZ4PI 6
B0K7DKD[XQT8?#-G(_:&]W8]Q7..YETW- M 5VWH>N>I(M3QF5' L\0:U:%ZE5!E. EH422]@6J?'M[,'WO%>]Q2=!OQ^TU
MN+V3N#.6;_Z)MG>$XNI/^0"WI2;HMO,]PDG?!)^9_RQJT?]J5ZS'-9[O MOF*U]PXN_=/XAOF&Y$)!K)7*N>BKJ+PZB*N.9(4YRY9,JI/1-%/U[P*N"]3S M-6/RI:./Q^9O&/T&4$L#!!0 (-
##EETA N>$0, +P 9 >&PO M=V]R:W-H965T1*%"5 MB:VH0/?9)"_$:A)GM@/MOY_MI!FE:=C0OH#M^!R?QXDOO1UE3SP$$.@YCA+> M-T(ATFO3Y'X(,>97-
(5$/EE3%F,AJVQC\I0!#K0HCDS'LEIFC$EB>#W=-F-> MCV8B(@G,&.)9'&/V<@,1W?4-VWAM>"";4*@&T^NE> -S$,MTQF3-+%T"$D/" M"4T0@W7?&-C70]M2 MWCD<".
[Y610EE1^J0JDZ!O6"H11. +98'EWQ:&$$7* M2>;X59@:Y9A*N%]^=;_5\!)FA3D,:?23!"+L&QT#!;#&620>Z.X."J"F\O-I MQ/4OVA5]+0/Y&1?'@W'BVG8W1_BV8/X_GXQP(] M#J9+W3
=#^9C-)'T,;B;3R6(RGJ/S$0A,(GZ!+M%R/D+G9Q?H#)$$+4*:<9P$ MO&<*&4N9FWX1X2:/X'P0X5N67"'7^H(^(9<6!['8%P_O\R6Y9
M7ZOP_I/9&UBWA'7KW#TUY7(UJO4NB:M0L/4:K9ZYW0>H'>)$@$8) MT#@&T*R*G:N:>[&[A[%KC4^,W2QC-X_%;E7%;KZ+W6X>Q*XU/C%VJXS=.A:[M716[5E6="54MA1-
\CK*U2[;V,;8.DCL8$B'(W$M@%6AUIK\ ^H)/D=2.1:5J MIQ9U006.4*2V-Y3B%WDJB\IMKO/N:W3LJL'G6#O2B1S=DJ-;RS$%SJ_1)$XS M 8$\A>0K RY,/5(BT!9'&:" <)]FB:@"
[+X#O'2< \#:""<"VM:?X]FJ19R] M8:'KXJU%!*](1 2I/I*T_U=V^X>;B05G1S7+COE@7?1Q5!>+X&I#O+YFE+Q6E$7F/+"ZOT&4$L# M!!0 (-*##EF.N>6LYP(&,) 9 >&PO=V]R:W-
H965TX2377$?%;JGKD)*G20ZW%+$RRS#] M.8*4K 9:1UL'[I)%S&5 =YT"+R /BUNJ1CI#4N49)"SA.2(PGR@#3M]ORO7 MJP4/":S8QC.2E92#RVB@&3(A2"'DD@&+OR6,
(4TED4CC1\VI-9(2N/F\ M9C]7M8M:9IC!F*1?DXC' ^U,0Q',<9GR.[*Z@+H>E6!(4J9^T:I>:V@H+!DG M60T6&61)7OWOI]J'#8#@:0>8-<#W?D/ M_F3J!W@X\53@ZB8(Y.3)A8^"X3!
HVEP.?%%\- #CI.4':%C- T\='APA Y0 MDJ/[F)0,YQ%S="Y2E$)Z6*@N>_?=7K&I[8MV">9MT\R?T]DSS;+;C;+WL7N3D23H; $ ML5FM'^).=.'MNJ,W]BN=4\UC=]LF?:-K9$ 7JETS%)
(RY]69 MT$2;&\%0-<*M^*C3'W=:XIZX050-_S=]=?VXQG21B(,CA;F0,DY.1<:T:NG5 M@)-"]:P9X:(#JL=8W(* R@5B?DX(7P^D0'.O&PO=V]R:W-H965T\A*9/EEQ41"E0[%V
M92F0!94Y*[O>0.W()0Y<63WYB*.>*5RRG N0%9%0<3O2\SY=NCTG(>-:[K. ME-EPXZ@D:UR@NBWG0D=NRY+2 IFDG(' U="YZ)V/0I-0$[Y1W,J=-1@G2\[O
M3#!)AXYG!&&.B3(,1#\V.,(\-T1:QJ^&TVE+&N#N^H'H_6NO2R)Q!'/O]-4 M94/GG0,IKDB5JVN^_8R-'RLPX;FTO["MZ;/NP M>L$S +\!^"\%]M WQJME5E;8Z)(' F^!6&R-9M9V-
Y8M'9#F?D7%TKH4ZIQ M*AY/%]/9]&8RO;T:PVQ^=7UQ,YE-%W \1D5H+F%*A""FU2?P%FX78S@^.H$C MH QN,EY)PE(9N4HK,7QNTE2]K*OZSU3]4K%3Z/7?
@._Y_0[XZ"5PKPON:O]M M$_RV";[ESZ=_7!"H3SA1E%:8P*]$8YDR"-@?ZK.22Y/!)*J4\.-B*970;]_/ M+MMUG:"[CKF1Y[(D"0X=?>4DB@TZ\>M7O8'WH:L)_XELKR7]MB7]0^QQ:YNO
M@$B)2H)ND:1ITYPN\S7CF64TTV,3#T+/B]S-KJF_).V)#5JQP4&Q(R(S* 5/ M$%,)BD/Z1'V7WIHTW}$2G(6/]09/].XE[>D-6[WA0;V3HB14Z%FH(,F(6&.G MO/!)Y3
(>H_D'2STK^^(NS-'S S_JK51?0]R7&EZ[_1,5Q/U7*P#Q4L[6I9< MZ4%EEYG^E* P"?I\Q;EZ",RT:C].\1]02P,$% @ TH,.6> F$PE'!P M72H !D !X;"]W;W)K&ULM5I=4]LX%'WG5VBR
M[$X[0Q-+S@>PD!D@R92=MG1*NSL[3!^$HR3>VI8K*:3\^[V2C1TGMDR">:#U MA\ZYND>R=8^CLQ47/^2",85^A4$DSUL+I>+33D=Z'Q92V>8QB^#.C(N0*C@5 M\XZ,!:-3
PJ##G&D?M0:GIEKG\7PC"]5X$?LLT!R&894/%ZR@*_.6[CU M=.&+/U\H?:$S/(OIG-TR]2W^+."LD[%,_9!%TN<1$FQVWKK IQ/7 $R+OWVV MDFO'2*=RS_D/?7(]/6\YNDV!7+
@T$_3C9TK:RF)JX/KQ$_O$ M) _)W%/)KGCPCS]5B_/6<0M-V8PN _6%K]ZS-*&>YO-X(,V_:)6V=5K(6TK% MPQ0,/0C]*/F?_DJ%6 -@MP) 4@#9!/0K &X*<)\;H9L"NIN ;@6@EP)ZSP7T
M4T#?:)^(990<446'9X*OD-"M@4T?F.$R:!#8C_3,NE4"[OJ 4\/;J_?CT;>+?R\NX<*;$5/4^1;] Y]NQVA-5<OT2'R(_1UP9>21E-Y MUE'0 \W3\=)H5TDT4A&MCS[R2"TD&D=3-
BWB.]#SK/ODJ?M7Q$KXUS)J(]B!0>L7[\,0D^.SSL.Z&-MM".Z> M%!M-K-W8,\E>EF3O)4E>VM%WN'0^64'E":&RJ93P]-;4>W>R*=X>L6K%ZV?B M]5\DGAU=(9X5M(-
X_6WQ!NZ&>'O$JA5OD(DW>-'C-=CN/\9DX_DJ:>3V-QI- MK/W8,\OC+,OC%V5YO/T2Z6_D>+R5(QX<#S9RM/9BSQQ/LAQ/ZG.\@17F[B,+
M[YDHG=96BEW7F";))@V1%:3#3EXW.8VNU2E=0T(VRC9IBJTHY5H)BJWS\%K* M)8T\AJ""+7T?U^#O2+GB=M1'^HAP[PCIXLTIU=B*WUGCAMB*&I-<8U*3K5H*
M7SU6:VS'5VE<%S73N%>NL16_L\8-L14USJMW;"UKA]>18L"KT)WX*HT3 M%,9K*XG3=MQ!;V/!L=/O+.9KU/ X+^*QO8J_$?[9^J^1IF >=N ;_+M3 JW3L/<-*X6TW@-W-,L@>?
U]YW& MH[X8LN/OW'+%Z^S.0QLA9Y"40Z14Y8:L2JKR:@?G#L?;+<^]>60'5^EWDNTK9%%M1 MRMPB$;M9>5XU5$-2I2?
>6L5[W<%F.63GWEG.UW!#)'=#Q.Y+ZLJA&GB5D'08 MC])/@"E1H63"@\TOJ/N$]JP_K]0535<;O0+9JJ,8+50BYA_DHKX9.GC$BDWW"U6KH:JJ3O)*7[&Y-M8V_WT0' ML$1P*
(VR72)'2"T8NN)A3*-'Q,S4)@D5^I#BB*#(#L13>@DJ&Z!QJJQ":H)6O M%@BX&8/F#WX0F%9ZQ5,' %PM?*_DOF&9FGAFA/W('-,Y\,ZICB3\R/-C>(YH MR)
<0A_0(<)'("XZ:3L(}^"/"/L#E#O""P!TG\]N.] X:=9'TS=E]"'>G5@ M$IF]7(Q%*$RV^LQX$)AGU$2?ZL 0QT\7[+;6 I+T= /I_\I0@H<9X& -4!30 METBPGTM?BPA*A/0'2QB"1^11N8"
[4Q;&9A,;S'"MIM1"T.@I9]!<(]DOCP'' M8=]QVMO)'83@W.\9L,74U\,%FG-0F0M]'%.AM)AP!DRZ>^'32FG2G<$-BK#S M.S1BH;\,2R(\I2$+Z0'=$F;",M;#3(A-
#WYX)+"6Q<=QHDH+X>::/9;*F' M 6DVB ^11[JTG,'KTF@LC_0US2%I8$9"QY'+>^E/?2H, GK/A*^GA91,'>E> MQ#KSQP.UV>TC#?V/>49#B@Z)F1P>C1'?
GFTL'8%4^K+GKK.VDRUD8F[V'$KD MZ?;)YICL:K:O\=+LYMNX?H5/1[CL.CD=E;6_<)W3,3SN97 M?J0"%B*) C:#[CGM 11H(MG+F)PH'IN]=_=<*1Z:PP6C4R9T [@_XR!B>J(#
M9#M*A_\#4$L#!!0 (-*##EGPG7X:L@T '"< 9 >&PO=V]R:W-H M965TF]UP4_QY-I M)1;T+R]F=,+N6?5Q=E?P;_TE91RG+"OC/",%>WS;N]+/([LVJ-?X)6;/Y^&U/$RUB"1M5
D'Y/T_LAB6)(/%V_-Y >TN?PG#U\RO=]3>> M;\P#+=E-GOPK'E?3M[W3'AFS1SI/II_SYW>LV2!;\$9Y4M;_)_-NEJ/C.9E ME:>-,6]!&F>+?^F79D>L&.CF%@.C,3#6#+9Z,!L#<]V#O<7
:@RL?9MD-P;V MNH&UQ>"D,3C9MTF#QF"P;Y-.&X/3?9MTUAB<[>M!UUZ/G+:O#WUYL#>.]E:3 MU\.MKQ_O[0U[/>!Z?<3[BUBL WE(*WIY4>3/I!#K[6Z[;M?
6FB**S&52F37.W)94T[RH?OS BI0,V4-%/H5\!>)5+"U_ M[6C]OCU^:2%4^L=_F/O^DGVC^[(A0)L94Y8*CH_LU:L)#/Z0A\2UI4$2O-#DV !&]0P4;L^7>K&
MZ47_:36VD0[=/1QZ2(<^$A9LMM[0K3.Y^2'28P2*:%H+T/15H;B5!G.;Z>[8E2)/S1&D3 '"7.1, \)\Q.XS"3M6)$^8/- MRXNV%O!(?R$2%H%@4L"?+@/^5'GP-
WF:\GB_K_+19_(I8ND#*SKO#)680T,< M"7.0,!<)|Y P'PD+D+ 0"8M , "D9SI;< 9]6G%S DDS$'"7"3,0\)\)"Q MPD(D+ +!I)S0M?:YO*:^(:BO#=[B?F X+^)L0NY8$>?
C([*X63@B/['GQ1I= MC]YOU X.310HS8'2W(9FKQ0BMCW0--TZ6;O;A?KUH;0 2@NAM A%DY-A1:32 M=SP\?*IK)"*>(I*[>3&:TI*1JTG!6,KOB9))4HZ*>";$@L[T4.,^3-G:%2FE
MU5P|W*J[%#&6D731A>$Q3Y+\691Y%;<9TZI^$B8>B=%LQ(Z)>&; LI%8H8R_ M+*V*/%T:?$?XGQ6CH_H7;CBCV0M?2@KV^SPN>$%9Y;P=G]F"DKR0$2VG_-
'G&C:,=G8P+H1*7TA#XP39SO> M"\CS-$_X!A7B\XP6%9GQ4K80--'$>I_UOM53.:.D27U4A*]R_E#&XY@6M07? EZVTS$WEA@ZBIG<1@Z M3ZM0U1]*!;Z"TWFO)RZR;,G5I1-
CY[%MRI^X.7:/1N)VC+> M\I 4VF\"2G.@-+>A23UJ-'NP_H 4VB<"2@N@M!!*BU T.4/:#A2ZN@>%HKPB M7\G>E^5!: *6%4%J$HLDYT?;7,'1H865 NV! :0Z4YD)I'I3F0VD!E!9"
M:1&*)J='VP7#4&K8.|="7N^P_Z1W9Q&TIT9#4X^AA+IT]W'I05WZ4%K0T%9K
M/=U<>\060EU&*)HSE#A>U^W'M2M#Z4%4%H(I44HFAS[K:9MJ#7MCETAFKOAUX3H#072O.@-!]*"Z"T$$J+4#0Y_EOEUU2/U']?Q),X MX^&_F,M+-7U70UH].W0$/%/3+A=)
<*,V#TGPH+8#20B@M0M'D@&^U7%.MQ=8W M!O+8TLY@WU0&;4W;B';HZ'@HS872/"C-A]("*"V$TB(438[VE8G-U7+M73,2 M^776W-
>1YKS&*:ONP#,KHAK=:SEOVQND>JL]":6Y#6|W;C;FCH1YJ*"V TD(H+4+1 MY&!N55=3/?_YQXPNPIF-]PADJ.0*I3E0F@NE>5":#Z4%#4V5VR'48X2BR1'? M"JFF6D@=
[EFK0.54*,V!TEPHS8/2?"@M,#<%VH&Y'NM0?19%DV.J%7)-M9![M>*D"%76A- =*<|W-"O2AM !*"Z&T"$63H[Z5:DWUC.H[^R'OL-^B M1:FM#LZ-
!6WM'1':VJ77@3IU]W/J09WZ4%H I8506H2BR7'?:K#F;@U6ZK9# MOI(#Y]I2>S@XQJ%#<:$T%TKSH#0?2@N@M!!*BU T^35TK4)K:=!./19TZ"Z4 MYD!I+I3F06D^E!9
:2&4%]%HSXX0Z!,I3F0FD> ME.9#:0&4%D)I$8HF9U*K)EO8]V1;T%'!4)H#I;E0F@>E^5!: *6%4%]$HLGI ML?+&;+7H_=? :5V<'#"0.5J^,VU-N5]7;=.+4M;?|
+]>M#:0&4%D)I$8HF M)T,K6EMJT7I1=4UY=:6N8HF!R-93F0&DNE.9!:3Z4%D!I(906H6AR5K3"MG6" MK:"@"C>4YD!I+I3F06D^E!9 :2&4%]%HU"S KFEKW9-#J,|(19-
SHE7*+;72_.KH92G.A- J*\Z&T $H+&YHZFR*43SG^6\7<4BOFNWJ*W*CM#X[SLWVZ M7]SN:'3WAP+&|TK-A8OA)QGI9#Z^)| 1K1C5.BFP-
B'UD#C8B_=OV2Q/_M&S7_\K=I_N5OTOS_>(LF] V:1.7J2LF+ ;EB0EJ?O/BHO;RE*^[Q|%>Q3.KXU>?V/Y M4#]W](EKG[N=2T?&N>W71S7.'_7M?
S*ULY#GO%=O^C\E]!OJ\$RXL9G;"(M%I,X*TG"'OGF:,<#NT<*D3FO7ZI\QL]>/?*05U6>UA^CC/*<%BOPWQ]SOON; M+|+!;)K2P, "P, 9 >&PO M=V]R:W-
H965TFPG"VWCE0TF7IK8.?=P2Y\2* MAGKNG$5#6HDB)W#.$*_*$K,?1U#0UOWM=^S'6KO4,L4A=**"UHVP7(%94[J*[YM?%@+D#SF *\)\+8#[LO@ M-P'^0S/TFH#>0S/TFP
MW:ZU:^-B+' T9'2%F$)+-G6CW=?1TJ^O'L M)7J&5I07C% 7P^G7##Y-7\S[73-U3-SJ0IWP)(H=RZ3.T=0K=1&$XM&_6W>]"7KJY
MLXE)#!@W\%O0AEG]UJS^$YJ5QB@FV!74AOX)@%AJW <*? M2RIP(4^L/\L,_RRS"_&V7^O8@/&WK$BZF#"\1^>@U3GX3V5B9YY'O/.#[O?= MJ1-
=3*=,=^=*F&OM3\EL+GN.SG2$NNCKYUM6]M#W=%MS1^Y!V/7,!_+5KCN M7'_3UWWT&6;SG'!4P$RFF+(YS-* MQ=U)6C_($2_ %!+ P04 " #2@PY9W"Q|:*L" !(" &0 'AL+W=O
ML;)I &B0D)=U8&JD_F,8$ MK**P:4)|<)-K$V"P;ZV_/=D+6LM!M4K\T/OO>|WO.Q==H)>2]R@"0/)6 MJ)Z3(98GKJN2##A5AZ*$0J_,A.04=2CGKBHET-2"-]SPM=3O/"B2,[-Y9Q
M)!;(\@+&DJ@%YU0^#8")5<|Y%..I8[M9>8M9S/C@DA1E=,+P2JR]0^SDV?(E@ MROZ2594;?G1(LE H> W6"GA>5$_Z6)_#&D#SM /\&N"_'1> 00U(+!&*V76
MUH@BC2,15D2:;,UF!O9L+%)[R0OS%B*7%(IJ3G@?7) +@6"(F/Z1*<,R.T%\"G(.[UP,QF1O;?2[D8M:B>%SDWK7 M0;6K_\JN(;D0!6:*G!8ID)MOX8SMH;/C/-@;^5L*OB^*0!-
Y[XGM^IT7/\-_A MP18Y07.J@>4+7N&;9$+BP35(3D8P17)KA/(&0)7=VVG5;%UVMG,AWRB2II MS]%?J@*Y!"=^J^8H]#ZU6=T1V8;Q3F.|LXT]/BL0-"N2DN8I0:$_=$814AU+ M?
&JS7O%U+9^Y*O*HUC8VFII[;Q&WE^=_WLB.R M#'?'!=G]:T'^F=$)/>]E4;IKES(';>]2I%$ M+ JL+K9FMFF'?=L%7LP/=)NLNMIOFJK'7E YSPM%&,PTI7?8U24FJ[Y5!2A*
M>_5/!>I&8H>9;O4@38)>GPE]M=>!V:#Y\Q#_ E!+ P04 " #2@PY9T0>' MC78$ %& &0 'AL+W=O"22[&:!V,[T$K[X]=..$+:U!VV M6?$%\O]OO?
<8^O$G6W('OD*4<"3[P6|:ZR$6) ^;)E^LT">|$]XQD&^6(?.) MD+?LP>1KAL2-@W%S/M*O5AND3&AB]3OQLRG]=,!(>#7#*@$>^3]CS!7KAMFM8 MQLN#&%7U8"?7 ['76Y 'G*&
[74R;OS!3%I3X&G(8!,%QVC;YU/K!M%1"/N*.X MY7O7H$JY#|-'=>.X7:.J,D(/%T)!$/FWP0%ZGD*2>?S8@1KIG"IP_ H% 3(N M7A9S3$@.0N]/ZH15UV@9X.*21)Z8A=MON"NHKO
6H"L=._<,;.S5]P M.W>NOL*%FN"24P1WQ(H0)$AXQE,M/@!.L(\%!MB^2>+5=(.+54!_1,CA M^UCB@"/0YW\7]2Z9]*QX4K7KG/,U66#7D-L*1[9!H_?K+U:C>GL1226!Y?@Y
M2_DYTZ'+%C"Z(6H7 8^2> ^I1\7P*_AY55%$%_!/)$0]:|.+4H8B"!*<9XZA- M=]S.N:FH*YZ6E==6]>;9I_"7&D*IHPN$+Y/T+]'5MA;+?"AO2T)+,=!(^6@ M<0SM-|KDIR2P'#_-
E)]F&=HOXB !;N_IM5JQ[%2R26V%@YK%NFZE.;<.U??H M"=F"\I^1MA;[T-:5!):CH9W2T#Z&M-ME\E,26(X?
JYI9FNK_)>X=|9*LPZ6]EDX77=E#YFN5K<<^M'5EH>69L#,F[&.H>S=K61R5A);G M*/-UEM86O:/O5#!CNL1"#O2H3? 3T]P&ESP76MH/$"QX1L+ +@+(EYI9-$OO
MT0H61K+5WX6>9$!5KE\;_\&E:?I>$EJ>C,S76?6CK(U275]9:'F.,M]G:6W3 MI_;^QIN-7:;U>O=_.TA^P;VS_V=NS-+;,=W^/Z0;Z)L[HP(O<713W)P(TM"
MRU.2F3VK=12QE^H#RT++SN]'-["Y Y[/1>'8^N_F!#GU0F%")OF$AL G]!_01W5[|Z/#@ M SI A*&;F*<2LT@,;*678%MO MO_2!\^2#L5-
+^#5EQZC3.D).R^E6K&>R/[Q3M9VWJ0=O4Y_6PWT(-;Q=!=_Q M9:?,IT[&UWF13Y!UEC)HQJ02J2Y"2B*=*>@,HB5A2S0RQ80H A+Y1(:4RU0 M^CF::W-=:'Y5950NVJT6-
<6W+U_^N[;8^5X6S23*_2;*@ M2;)10V0[:= MTZ!,Q^Y-8LR68 K% A.!UIBF@/A"U_PR/2C!JR*=|Y^ MDK&;NW'M.0-[O1W$?RW:GTYW;?P*FUV+H$*GY>
[:3&MW^DH_]DH_]AKSXY&^ M8BEF(50YM%:F>A.HZNR\@N?EL]/0HH(F%S7MU23-3@S=,H9N;0R_Z/;.Q"Q| MXYFH5?G?
&M@DF=\D6>#N<20;$LS#:6]U3PF(9=;G2A3RE*G\XBMGRU9ZE'60 MS^;'[?ZD73'OM_M!WBG_I<_[]@LL])4H$86%EFH=G^CD$WDOG |47V6]VYPK MW0EFC['^? !A#/3[!>?J:6
$R@\2[P]02P,$% @ TH,.64I2O'R8#@ M[KX !D !X;"]W)K&ULO=U;_^ M+F5W:Z;*.Q8G'2:VJQQ!<^A,,ALGV8O47F#4EJA!H "RQUOY\0L2%FZ!6C!^ MUSGV9;/(HC/GGE&2;
MU7:W_!;WG^V_IS6GQWL5?FX8K*69C$ M).7W5X,;Y2,S1F6#[1*_A_PQ>_$U*5?E+DF^E-^X|ZO!L!P1CWB0EX1?_/?.M9SR*2JD8QY\5.MCW639|^?6S3KY__VNU{5XT4/0C#=2J

*M@7K80#O20*L:.%U[T*L&>M<&1M7 Z-1@5#48'328#(\T&%<-QH<|'-NLDZK! ML.N0IE6#:=?-J@R?7[EAUSZ4_8N]V^EV>\EV%S/]W+^^3)-'DI,+%U[YQ78_ MW;8O]JPP+DOJ-D^+WX9%N_QZ=O/9_?7F1W+[Z\\S1MZ9//?#*",_^6GJESO[M>_)/\MNM2=[]f?WE15YT6#:[""K'J$7Q$/B5QOLR(%<_Y7&Q_40QT/UKU M>;0_J%+0V\0?B#8\)^10U5O&,Y,W_^0_$>5X,-4Z_0#4:='FUL=FBO'FU-Y M+!8L#S0/G+AQD*PX>?=CDF7OR1_%LV) MF_-5]I^6L?^PZTMO[ZL\H'[,UG[KP9%#QE/"_C@^A_?*:/A]VV[/Q(SD9B% MQ"@2LY&8@\1<).8A,0;"A/+3]7&GR_3KSVD2!'bL7T69&8YVU5)27Z5A42 M,Y&8A<0H$K.1F+//#QENLG"\,\7"L38SH:#=%9P\O*Z:YX,@83QK+>'A+28O-QNCQ9_?.*K.YZV3DZD9-\C!!(SD9B%Q"@2 MLY&8@\1<).8A,0;"A"J;[*ML\H;7!B;(\D-B)A*SD!A%8C82?"C3>LE@0H;O1C$\$,Q"N5P9V9VGMG1FH65*-0S>ZX?9V.R[G0 MT7E0C9U>!W&75NM=6I7/Z\L_RF2=AD'[/BQMW?>.`!9%Y=%R9KG@8\SOU%>PE!;]%# M-1.J65"-0C6[TLH3@Q=_01N'"N@->*CF036&TL02JF_"$?NPA^<2=7%Y#^MMBF{B.4]766L]06_.0S43JEE0C-U^3K.TM6Q:L8A/B+(E)ON1$(4^\.%OV MXS\1X&GFIT_EC>?R-V&6;?PXX&3NY}N[T=P/EKO3FF+GQ5+ M1'Q@R#=|&(0Y2PT6?EY&) _-WY:[&S1TWX?/-^F;.=D_*4|^=%LK*]5*, M\RG;=>X7.VRY"I&?Y<]+,1=2=PNJ2U(RU79?WR?I6<3]]78[9._/R>,RW V] M&-@=)X$?!=6EWVJ3W>;;[WXO)QBEVFU5S[>C.L"K.Y.[B:H.O__7_D5YOONZ_87R_?L/A!;]EHL6 MA]TPF1=KMPB+G2I>D/Y[FM_'%P'S9-M6?97:W*YER^9:[E^Q,_6#\?=RM%9]WJ]W+6FQ@4BZP6_=RIXJBY+%<^?_3&,\D8R3B"%L#OL@_.BY4\Z :0VGB M,;4.\B@GDCR;NRQ{P_6VO&X6Q5^M\BB:26_/RLG>1U)HA >J65"-0C4;JCE0MS85J'E1C*$8nITT&#(S>\%:M@LE(S*":"=4LJ$:AF@W5'tCF0C4/JC&4)I9BG0DQY)F0_B=^T!R(T09 4,7Y(H2M@0S4' MJKE0S8-J#*7M=ON+,,EY;OJY?WVYXNF'SW@4921(-G'1EQ*,.+AH_=Y2/KE+.^_*)FKB_7_H)_\M-%&&3^G^?E L7O[Y,D?_ZF[. Q2;]LAWW]/U!+ P04 " #2 M@PY9Z_OY_S<# ! "P &0 'AL+W=O7.E%B> ^+],Y%D0V^_*97IER41"E MAV+FRX5 DEFC(O>C(&C[!:;,2[IV[EHD75ZJG#*\%B#+HB#BYP!SONIYH?^;67C!;().4,!$Y[7C\\&82Q,; [,BFNY%8? M3"CWG#^8P476\P+#"'.,E7%!=+/$(>:Y\.1Y_%@[}6I,8[C=?_)^,H/?P=D3 MB4.>W]%,S7M>QX,,IZ3,U8BO/N,ZH);QE_)K(TU@X*R MJB6/-R&V#.)HCT&T-H@L[PK(LCPEBB1=P5<@S&[MS71LJ-9.DZ/,_)6Q>GJ5 M:CN5C&\N+_NC[W!U#]S\61T,9RW%Y#N\/45% M;"[?=7VED8V]GZY1!A5*M >E#9>]KQG7M*,GVH/(Z?!+R1H0 M!^\A"}{FO 8?Y)P(E.0&@1#7PL06(=Z#,$*I!$T59C!6/"V &T:5W!5ZY:>Y MVX\Y52=R05+L>?K82!1+|)(WK\)V\-'!LEFS;+J\)]_*XAX%\"E\X^S#4G,V M?*T&[^&J5%(1EE$V@P'.*&.F]VNG1E4H%5C+@IGSO$S"5ARWVUU_N8-DJR;9 MBC#I$80IFOK=gR(EN0E[N^;-YL.%78G2W.K4:GLYMQ MNV;_-'"DPU"_^^A%E-Z$X-,6B?;_873J,#']RW]KAWZ& M6.C9]:+K7W2>)?6'5A@?I\ZO0XYKB\8LHO8>M6_;CYRD=-?8O]#Y;AUT:==_Z%_"R_FXWH[_SVMXJ: L7,EFX24EXR5=4W]6Q=_M'O:KHFBSO:HM+XG0KXF$'*?:-&B88DQ4Y5HU4'QA2Z1[KG3!9;MS7>*B,!OT M^!1S]30P`!71G/P&4$L#!!0 (-*##EGVT()*U@(`)X`9 >&PO M=V]R:W-H965TLFEH,4* L'40"6BW ML:T=(K!]/K!) >)FMC,=J#]]f.=D-$VC39M7XA?[GGNN3M\U]\Q?B=B1 GW M64K%P(JEW)S;M@ACS(@X8QNDZF;>$:DVO*U+38<261 66J[CN1/9&4FHY??- MV93[?9;+-*$XY2#R+"\880IVPVLEK4_F"7K6.H#V+*)OR!H#E(O-E*N=7;%$ M2894)(P"QJ7 &K;.QYZV-P;?$]R)@S7H2):,W>G-)!I8CA:$*892,Q#UV>(8 MTU03*1D_2TZKP\UX&V5DBMOF[CXO({>1 M\'.SZ#MO '7<3NP""[@^.BD3M<_TSR2UZ[*UC:\[1=%Q@YAP/!VI_V\$8Y:1 M-RV(>19#52ZZ1O7.)"P?X-!N2A[,\7!'> 0W7Q4E3*1FXK:N7H7_3KU_W5O. MQ8:$,+!4\Q#(MVCYKU^U/.=]79+^$]FC5'6J5'6:V/V/*B$2(B(15B3AL"5I MCG41-]++\;<0%6<^MZ4ZZ]=V>T[>W-8%TJT"ZC8$43VYI:AD>UASO]1HKGUWW MF8Z6TZET%%H+F^ZA5N==O5:OTNHU:EW0K>H53X36Z?.>Z6OWO"?ZFFT*?9?]M"\R0K\UD$,I]3F71#:O3:O@,3<^U?YL7D^N*\'5"!:2X4E#GK*SC-4 1.X-U/*,;G?: ?52/9_-5!+ P04 " #2@PY9<^QA0 M44 $ #*%&0 'AL+W=OZ%21Y"M"3F; /MMS\[@01H,(2N M;R)>?[VSX_]^(^[:\[^\#F 0$})G/*>,1=B<6V:W)]#0GB#+B"5O\PH2XB0 MMRPT^8(!",*@)#9MRW+-A$2IT>]FS\:LWZ5+$4Q2(><_P#!3C"QC\96N/\$&]*7T?!KS[!.M\W==VT#^D@N:,(}O E M#Y(HS,_)TV8@=@*P>R3 W@38!P%V\TB LPEP,M"\9QG6#1&DWV5TC9AZ6ZJI MBVQLLFA)$Z4JC1/!Y*^1C!/]R>C3[[^R]H,'JX M^W,W\#=Z=P."1#%_CZ[0X^0&O?OU?=<4LFDE8/J;9H9Y,_:19ESTF:9BSM%M M&D!0$3_2QV-,(V!*Y@+6$#-"8/,N%(M" ,9*&D%W,.YARP>2D_[=J\/M9K6V MJ@37?$%%Z!ERJ7-@*S#ZO_V"7>OW*O")?)+8W#,UB&)HZ]?Z793(%AN@,T85. MYAS)TL,%28,H#=$4PBA-LRL2D]2'JK'(&VAE#:@BMNK;EN=ZGMTU5[N8VIHY< MB-DJ,%M.S.]9=9&I))BM@LEHB>+F1QS0@D4^U(?.F_-VH''C$%C;I0N!W0+8 MK0?,0.TQBLJ7ZUI-[*6)41S-*O'TXDWT#(1QA)LH(,^\:DZ?)]!&25YDW JA M/>YVP=W6*@_"D$%(!*!(4D9R]_/1BL1+.'"^M6O'JE*$J_MT3J;>*X;_J[>D M/Z!0UC51N0T,M5!HUB"-0.4G<*8@[KUG=6GZM<@W^"W1\.F.K-I56W9Q+QSF# MZ CU1FZW:%\UVQW OSA4OWA5]COV!C2(]O M5[C*?#E>QVT=SO+3+FT?H?16^.=9JS. JHP5[@Y\]/9KGZ2T3%CO2HY[AS/Z MK96N,R%?+[2/?SHGK+=.^KFX GZLS+9?3"UL.4ZKW3G,VENX(ES:(]SW12);&:\V[-#]VWNB>Y>RYGG]M;QI]$""#1%B&T[1M4X+$S)*I1ZP73,"5Z!#W*63+B.F3E+0&*@@C"*.'P[AE>] M[K6T?6KP2& KCL9(*YDS]J0G@Z!C6#H@B& A-0-6KPWT((HTD0KCYY[3R%U]/ MX/'XP'Z,:E=:YEA CT??2"##CM$R4 !+O([DE&WO8*^GH?D6+!+I$VTS6\ ^AE ;0^HI4*SR%)9-UABWM]W9 M%G;%MK=CT(,U-BE9J"-5_T9=_F0Wf:'R+,KW!%#UZPUD?>;X_ M&TT>!N-[*\W\P?UGU!UZO:]7RGP\[/MHU'^X&]^@BQN0F$3B0]N4*AA-;2[V MCKN98_N,XR8:,21#@?HT@. 4;RH1N1+[H*1KEQ)^6=,*JEF7R+;L>D$\O=?# M:R7AU/+$UE*^VKG$AIC#55=56(F>*<*7R*/W,AN:KB'T6YR[CK MQ=QZ9U^+!"^@8ZBM*X!OP'#?OZLVK4]%PO\3V4D:ZGD:ZF7L[I2(IZLE!T"$ M2E#\$G$LH4AS1E3-*E6?/AO7JEcUIWTV-\=R2AV^44XCE]-XBYQ+O35)O(Z+ M=)4R_NV;:!0FJ?:QD2?I1%5M@*M#&\%SHLY75;)*7(PN=H!Y\>8N MIVN@%%DDX W $T5.KL@I9>H?E&Q8A"6)B-P5Z7#^S*==<:R&\Z+H"NRJ%=LY MD_96'F3K=4$&9$,"H':$8B"HD!+B8JK"!7E_]JY,J7F4<^)@:_25BS0@JVI MS [M?#7O]E[.Y%ZL=]4M(&O:OVFR*\0(\Q6A D6P5)16Q5'%S[.VG$TD2]+. M-F=2] MQW?/Y7P>K!F_%RF 1JY1L702]4LSFU;Q"GD6)RP JC:63'>8ZFF?&F+@@-. M#"C/;-=Q CO'A%KAP*Q->3A@I,/^P<2N8IEC.1.6?26)3(?6 M6PLEL,!E)F_8^B/4\?0U7\PR87[1NK+MGUDH+H5D>0U6'N2$5E_\4.NP!5 + M[0"W!KC[KP:X/T)\)\ ^#7 -\I4H1@=(BQQ..!LC;BV5FQZ8,0T:!4^H3KM M,\G5+E$X&?T?7T]N+Z:H8.(Y"89)=8/J+/>)LSQTR:A,!7I/$TA:|)-N?-"!MU7<3?#N M)OBQVTGXJ:0GR'/>-(=Q_39_G@>/NN$1Q K>,W"O(QJO2:5G^+RG4IEB#L=C M500)FN)'59L2C50:Z1+,^-MH+B17A?:J+745MJ_.K2^?M7O}Q IS1Q$J.5$77HQ6."NA3<5. MMG9?49N +\03/9]G1[9^(UM_#]EBEJON)+ 1#QI'N%6TBJMON'2;6HN6H>PSL MU;8@?]OX[MFN3=3ITW_^48(FX] SXCO*(69+2GZJZA.F$N>F$O<5H:(_W0]P M9ZZ%'17V,8HZ'?U7&>RMUI(#7YH6+514)955EVE6FU? R#0_^[=Y]82XQ'RI MR@=EL%!0Y^14Y8M7;,F;2%:81C5G4K4],TS52P:X-E#[";D9J(/-Y&X2)0 M2P,$% @ TH,.6?'M2U3> P &ULM9AM4^(Z%,>_2J9WYX[.*&U:*_%9GARUYU==4#7N2]C>X". M;<,F*>BWWZ2%\F)6EU>T,?__^1WDJ8G;2TI> ^(S (&>HS#F;6,FQ/S"-+DW M@XCP"IU#+*],*(N(D(=L:O(Y_^*GHB@T;=N6:=%Q&,=PR MQ),H(NRE!R%=M@ULK$^,@NE,J!-FIS4G4QB#N)_?,GEDYBY^$$', QHC!I.V MT<4?>PJ07K'KP"63'&L?*91'2I_4P97>BS5(@C!$\[]"R,T"^A*&RDFVX_?* MU;AC*N'V MKJ,H67,(^$0Y^&#X$O9FVC82?)B0)Q8@NO\$*J*\/!KRJ!\M MLWOKKH&\A L:K<2R!5$09UORO$K$EL"N'1#8*X&]+W -")R5P$E!LY:E6 ,B M2*?%Z!(Q=;=T4SMI;E*UI EBU8UCP>350.I$9]S_-AS<_QBBFTOTT!V-NM=W M8W1S?S>^ZUX/KJZ_HI,!"!*$_!2=H_OQ)U\.6V90D96>M-;1>EE4>P#45ST MD\9BQM$P]L$OT/?U>FQK#$R)G'/;.^Z>K77\GL05Y%AGR+;1:E&#]/(!>%*.M4[FC:8Z3=X.3^CF'ND%0[PD]$,9(+'A1@C-]M5BO'0#+/B<>M WY-'@"S Z M__Z#7>N_(KA/,MM!K>:H59U[YS]!H$A.D'C&9'V95DVNDD$%R3V@WB*>C - MXECN%24CBU!+(ZB):M%IXJ;KRHY<;&-J&U(2LY9CUK28#^D$ OYY=P%,3HAH M^S,"SB@6Q9X((JL+Q], M)N?JA(3H1S !=/(_$,9/=_C/] G0!W?0BW}$+HJR*0)7D4]>BAZB_MN<<.:$ MW *?G?S4_S4M<;=Z93!E A 5S(;@7P'>N@7"1-X^R#0!BCN7E24@1(^1X=) M(T]#H^R3_U5M"M\/:WG.\A+ ^!PE; ^;DS8]-!A!^K?,[^$OX'.7'UJ;.L,KV MO2S')A M)O{\Y!^?EF^K3(*?ZR'J93XU1RG4,%WF?4MJ$L MH[UAM,OVX9]VF$YK^XXA7;,H./^F1L/:NNAX^NS4*+H*L["WZC>*9\PY]2 MOPW336B7E=0]:KEN(W]T7ZTRMLEV%1F^!-+,PW'Z*L4:G6K:T?WD,_P_+A1E@5S:U4; 9NFBWV./)K$(EO@YF?S#PK==!EM M;F[/OD;\)$RB&PO=V]R-H965TS@3#24II4W(!M_+ZV']L?]F#+_^-8 TCT%(54 M#(VUE/&E:0I_#1$6+18#55^6C$=8JBQ?F2+F@(-4%(6F8UE=,*$&J-!6G;'-M1P.6R)!0N.-()%&$^=\K"-EV:-C&KF!*5FNI"\S1(,8KF(&=>9;,#0LW2,(P9?: JO7!B80 MAMI)}>-;;FH4;GIA.,US_Y(.7@UF@05,6/A KD>>#!;#$22BG,/L5\@%U MM)_/01$^T3:O:QG(3X1D42Y6,8@(S=[X*0=1$MCN*P(%G$SB'"MJYH'VHP,T%,M;DHF&TK*P<,2CP:<;1'7M96;3J0P4[4./]%ZWF>2JZ]$Z>1H=G\[^8$>QM/I M^.9^ADX]D)B$ MU@SK&>DC/T"YM^WH.KH 2.*SWXCFD+.>XY. M>J]N1G.[U1V8FS*%VF9U=+@4,?9A:*CM+X!OP!A]_&!WK<|53!HRVR/4+@BU MWT,H %_%+0%!%:'L56QQ3TWXO0%=IF"T?L0E (1&R>L'4>AXY M_$Y39EYFUBE/7J_3UY%O4T&I6U#JUE*:TP#XEA.I08U77"\BM<=^74.T /[$;K$QSX&+;]2B0L/9J0=XNE\ U1")$@JD*3 *E5&[]V(B+RS;Z76> M;<3.YHXETY#9'IE^0:9_&)DT7E<1Z,\9I6M,.!9&0V9[,"X*&!<'_<3J-EBM MP[$;K$DSKR&S/7*V]?_$:=4OI$0*J**PIAJ>RM5D]%')Y=9K*,9'%ZO%\PJ2X+ M:7*M+H# =07U?(JEZO+(%AD"'I0FMBN MXW3M%!-J'?TS=LN#/LME0BC<LP<$>B6.H!. ^AG.((E MR/OLEJN>7;&$) 4J"*.(PW9@#=O7XYY>,Q9\([71VVDG:P9>]"=63BP'"T(M$MA(S8#59P=C2!)-I&3)*CFM*J0&'K6)<6"F&+ M\T3>L?UG*/UT--^&)<+\HGVQMM>QT"87D]4E6"E("2V^-+'K5BTPVS-P:MW!"J3W$IN9HE"B>#\=1"[M4[Y#JN5Z>G&?XEIRWD.0;N-\CQJKWU#)]_@N^>9IB$;,UH+M"& MI2KS!-;7MT;.]}%*Y_*UR/ &!I9*5@%\!U;P]DVI[ZWRH\UF0]0R9SN-=X#E. MW)[5F/$K,WZCF.]$DLBH1P*D3$"ELE070(+2(^L<^2]$=" [}2D0AM#'FO[M^ MXJA3.>HT.AHQS$.T!:B[NJ-&[&O/HR#K'&V%[WCUY[&MU'<;U:]B#H_*#W-(MU\ %^E$T?M;Y:61[K9__1;/$>*\RWFLT/HPB#NHF@DJLI<L9'FMX=[+NWQU M^>P [:-7. 4>F>*D$S^GLGB0J]&J_@W-LV__75X4SSGF$:$");!54*>ERPTO M"E+1D2PS,_J:254A3#-6-1RX7J#FMXS)0T<'|/X5!'\ 4$L#!!0 (-*# M#EE+,29N&PO=V]R:W-H965T%+U@I+$M1!*])&5O@3Y\ M24F1K4!FXW9N9GF_Y2?W/&:2=,QE_%"D"2,UF:B^O>2LKUE66): 49%>=L M#;GZ9L%X1J6ZY$M+K#G0N!1EJ>7:JLC*:)+WH/RWB.?3E@ATR2'1TY$D664 M_W4!*=M>]YS>VXVG9+F2^H8UG:SI$N8@G]>/7%U9#25..LA%PG+"87'=NW&N_M0M?6@K+$EP2V8N^Q57]S%USU;MPA2B*1&4/6Q@1FDJ2:I=GRMH;VF M3BW7JNG?1(S$L:)"*)[;]#/4##34O8JDHCV1; ME1T/>R0JA&19+58MR)*\^J3?ZA>Q){BP#PC<6N"^$SB#X)^+>A_5#"H!8./ M"H:U8/A><.BA1[5@]-$:QK5@7'96]7;+KO&HI-,)9UO"=6E%TR=E_Y9JU2-) PKTXEUQ]FRB=G,Z?,^:?^K_^PV$_Z*_<.+-) TF35)'RCG51CDA9^0'8A&QMHAS$Q)*J7JVVIHKJ.H*K#/5#'B-RS7*X$\?,8XK;>4NUM&NV^-?K6-0)OBN4Y ML=U3XMKNH*,],[/\YR(_)WW[H-PSRSV[HE{6]{/*(M&<(KR'=[$)+D1*Z<)HO0<5:N5(W:'W)%H3E<*8F>&<+%??(QZ<|'YX0R50A M%?:3K;AT,=H4E%M&5D4>,F&-'*DR8APGS,6$!)BQ$@K5<,FY<,L:-V-,MV#" M/$R8CPD+,&$A$JSEEHO&+1?F^7(YF-P)4:AXX14\R9?D$?C"XE,R+]=7I^1! M+>+#+$EUKK5LC_UC[8,(\3)B/"0L#1+*$Z>3,9CH^:9R-JY@&"S,@CAP5P0B;]]H6.F7FT(3!'BK-1Z4% MJ+00BJ9VSB[M2_21 PU[A>5YJ'2?%1:@$XH+L6AMU^Q2P(XQ9SB]R?."IB1. M-DD,N0HZP"-E'KKLCCRH&6!4FH=*\VN:G@9T#N^U%5"SNUBTMA5V^5W'G)N= M0Z16OU*'G\>"1RLJ@-PL.4"VO\31RV__%*,PDY S5)]'2O-1:0$J+-<2BM2VV M2]\Z(^08A9K(1:5Y]#0?E1:@TD(L6MLUNW2N8\S_3:LL%G7@U+<.134''XJ MS:MI^\FNOFW,[5CBHJ89H-)"+%K, +L,K6-.T1XY24'-QZ+2O)IFGE;XJ'4& MJ+00BJ:VPBXCZY%3LM55XPEB/2V">-D1M/T4..^TQZH"=F:MO_:=OKO?]L> M:I'^%U IB58M/8NM%VVU37FY1#^S#%7<*P]:EK+'N/\3/L#]Y9]+5>'Y46 MH-)"+%IE$6MOIV4&?%ENHA4D8D4NJTV7S=UFH^Y-N3W5VA6O=OG>4[Y,6QE#D9BIE$W]_JO9'IO:Z/[\Z!,\Z])R$?OGA,^1194PT M?!F[GIQQCTI?[TO7P4RODB*<8;>2AV2P=$SHU.6RV93K.E.QV)R(N8-5ISH(^M*B9D1@6?:PZLC.9<;%QX (&%$DH'QI:%3=>'2/G+P7W7@XH='(NE:Y$NPSN M[[P9?@!L>V"0"]$;'!7F(X+:@S3\MIVZL%U!$4-.V[36$=+C7=] =#TA'J MFTTR5SIENDW3)}O0=^Q8!G8T7Z[@;E01 FB,RFTCY72I)*T];!E-P\HNF!"W M\#A]S_:TU]G.OO5@UV3;M(::II-Q'=#?57/:N[*#%^D&!7}0YE-EIR/K/A0H MN]$LX^NZO\Y: YAZ'U>G12$V'P5?RIRYR3|[X71,M[Q@I33_9,-!]2QL@&D2 M/#*IM^&(W\E/3XHZMS;.:?*/?_==5XRR305NZ9M[1_S*K_8<7'3YKRS7 M_U4.#7L]-N_(8SGUX_8<:'-QF,(U2V=-5R_G=3.P#9NUN8!PB%S7EQ_! M. [S(X!A>3 '&,>QL#$_TWQ&Z'P9$1RAFA',?R(;/Z@^7Q:M)%$4Q]B*SF9>!S-LW>(8OGXUS!LPL#R0Z<_6&M]MO$*>K@-L3Y^J$&RF>"5B M,\77&A#_N@$C2?R[C>4!!K8+6.U ?G\>]"D_)XI@5S%OV!.,(TF"(5"+_AJ- M8V1U8OCX]P=[2]{H2?P(8'X480A\#3B".8 /&!(%-7OP8/W4,AJ3X7=;US3 MWU!+ P04 " #2@PY9EXJ"[, 3 @ "P %]R96QS+RYR96QSG9*Y M;L,P#$!_Q="=>, ?0(8@S9?$6!/D!5]/(V!(%BD6=OZ_:I7&0"QEY/3P2W!YI M0.TXI+.:+]1C]$%)I6M6X 4BV)8]ISI%"KM0L'C6'TD!$VV-#L%HL/D N&6:W MO6O6IW.D5XA-/E_G;@2=&A(E@6FD7)TZ(=I7\=Q_.0T^FO8R*T>EOH^7%H5 J.W&,EC"%B MM/XU@LD/['X 4$L#!!0 (-*##EG\SAK)%@4 #&PO=V]R M:V)O;VLN>&ULQ9K?MOD)AKHNFZES9/"BA^-$Q_W3-^?JKTCYNJ^L%^,HJR'@-,M^M?#BL5W=JD]9_5O>J-$?6E=ZDC=G4M\/Z7]LTJ^^4.C;%7#H]/4MNTKPDAW"G:M2D[&QW++'/U5/]WO-UDCWF=W^1%WOP:#[;O"S5@F[S,_-EO ME8T'IP-6WU5/5Y7.?U=EDQ9RI:NB&]&W8&ETDV^VMLM6(@O:FW>YKT)DX- MR'AP=FI.N,YUW6P_L3U_;A@?E?EPM_705-.\;)2>1(VZU-7#?5[>MJIAH\JFBZ-610M8UG?Y?3U@9;I1XX%?/2K= M7H_Y 9%UU]88*! I?9Z_UID6SQ*E#)39:TR9M[559%GAB-C%VF1EBO%_*2% M0%KO"/F/!2!M!-)^%TC9XIBO D@'@?3>$;(721>!=-\3T@:09PCD&2UDE/YB MCS6+E-Y^O1TLD{Q>%57]H!5_(@?J!%/&6=9TJ51*>9277.TSHM;1 D! MX4>$\",MX81+/Q91(L*.A5-VL9 BX%("N$\(W"=:.+F8S[WXN@63XC(04^%[M0<(\WP\702)@_C[%$O@I%6CQ(I%X,_&=3Y@,I\DW+^9LPI=\%D9S'D!,U#/$ MH@DC'GN)""[9C\N2PWI\PM0R(G;+1$@_-+:'J M/R @9@R+V!AO5 [3HB).<0B=DBO$C@81,PA%K%##4$!R$QIUC$3CFLX8.8 MF&0LZL8#^O@0C8W9Q::V2T_;!_$PQ]C$CGFCI60G$]6D>0$Q,.[O(.BX7\"N?=;'1.B]@Q$%,NHFC&V]K'E-> ^)Z_8%&)BCK&)`M'8,;\X&8F&EL8M/T;Q'^O2$F9AJ;V#00TV1,,??:C.G-PS@4W1L8F5+L8F5 M@]<_L$RS>,G8U(T,B..V C+C72:[?3+"QN3CDTM'8"Y5[)Y1(5P,/LXU/8! MF)'Q>=OD++W9XCF\$!.SD$/=Z0#,@"^:QJ"'B5G(>9_)KP.R=# + M.4>TT*LRN 6%F.C:"K6%,,Q>0^9@%G*.:."$1)+RMBAG_.^*!;$DA)F8AY[C]MSG.Z9$&JM?GP(3$+.103YZ!:\YH@B F9B&'7*7E4'_V$E2(B5G(H9Y?@[.W MZ$UW,0NYY#+L+_7F7D_I??,@)F8AE]A"_.6[^Z6'BUG(/6(O!'M?4[^,!Q8N MM++F0A=PC6FCJB?BX[O"D>1JBWGJ@BUG(;90^2 8-&T+H&O\1+?0RF1-N5I28 M%$DG A.1B%G*!>Z%7'LQVOP@DQ,0NYU+T0MB[!3B F9B&7NA=ZO3+1#RC$Q"SD M;BTL7*U!X&KO%198'ZB-OM7:,&*-&M?NM5EQVW7C-8/1>&;?6$Y]J)L][^O MW7_6OOP+4$L#!!0 (-*##EE9=@'X]0$ #@C : >&PO7W)E;',D M#V!R:V)O;VLN>&UL+G]<,Y*#%>?B?P 3/8MP!&AHJ%%O(5)A>1 MQ)8]"'A]HE"$95&KU;Y8=N]7;(Q_++X/3>#;_C-N?2S)[,89/+LDD?^\OI,9T/ M7Y;-\/@B3:H=I!"D]8,,@JQ^D$.0UP*"(KZ00L(6M0/NH:@Z_I!-Q!T4S_H M%H)NZP?)'&6<$R1-L";06!!K(?!:,$&PA$%N0;"$P6Q!M(5!;D&TA<%L0;B&0 M6Y!N(,!;$&\AT%M1;R706U%O)=!;)R_;!'HKZJT$>BOJK01Z*^JM!'HKZJT$ M>BOJK01Z*^JM!'HKZJT$>AOJ;01Z&^IM!'H;ZFT$>MMDLX1 ;,T:J<4!O0[V-M0&]#O8U ;,T:J<4!O0[V-O&]#O8U ;,T>]G4!O1[V=0&]'O9U ;,T>]G4!OGVQV M$^CMJ+<3Z.VHMQ/H[:BW$^CMJ+<3Z.VHMQ/H':AW$.@=J'<0Z!VH=Q#H':AW M$.@=J'<0Z!V3CY4$>@?J'01Z!^H=!'H'ZAT$>@?J'7^IJU@^]WF\]*R0\3OW M7U)=3O?*

FR^//R^^3B//BC'.'"V7NOP!02P,$% @ TH,.61?(S!O; 0 MT2(!, !,0V]N=&5N=%]4>7!E&ULS=1=3X,P% ,@O()P:T;7K_D1 MYXUZJU|X!Rf<#3*@3=O-^>\M3$TT2EQFXGL#@;;G/;3) <\7EXXNC,-FU31<6 M616CNV 1%!6U)N3649=&EM:W)J9'OV+.%&NS(B9FLSDK;!>IB]/8U\BN+F]H M:39-G-SNTNM0VVZ1>6I"- KG>3^RS%IEQKJD+$],XVW;EEY3I6T*>5@YS0E6[M<)(F9.S;A'[DYX"W=?=;\KXN:?)@?+PS;9K%=@T+\:6AD(^7^*9'NUS6!96V MV+1I21Z<)U.&BBBV3;XO>C*>'-,.T_[*C\X? RHP%HD/WKJ03LS3X7'O1]*O MGKI4B'RLQS_Q(S&5/OK[J#_MDLI?9J?M?;9^/9Q'8,/M^#W^?,8?]0_L0X#T M(4'Z4"!]:) ^YB!]G(+T<0;2QSE('WR&T@B*J!R%5(YB*D=!E:.HRE%8Y2BN M&UL4$L! A0#% @ TH,.6?Z]=]3N M *P(!$ (!KP &1O8U!R;W!S+V-O&UL4$L! M A0#% @ TH,.69ETP & "Y'P M& @($-" >&PO=V]R:W-H965T&UL4$L! M A0#% @ TH,.63H.G;'2!@ 0B$!@ ("!0PX 'AL M+W=O4 Q<' !L(P & @(&] M& >&PO=V]R:W-H965T&UL4$L! A0#% @ TH,.646V MLADU" "C\ !@ ("!]Q\ 'AL+W=O&PO=V]R:W-H965T M&UL4$L! A0#% @ TH,.63#*[E=, @ D@8 !@ M ("!C3('AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ TH,.68A7 1W\ M P 0D !D ("!N%P 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ TH,.64'M%]!5!0 APL !D M ("!)&L 'AL+W=O&PO=V]R M:W-H965T&UL M4$L! A0#% @ TH,.60>JOBY!!0 HPL !D ("!RWH M 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ MTH,.621 2/K6!0 50T !D ("!;H@ 'AL+W=OI !X;"]W M;W)K&UL4$L! A0#% @ TH,.60Z'JZE/ P MP < !D ("!G:T 'AL+W=O&PO=V]R:W-H965TD6WP(&D& 9 " @8&U !X;"]W;W)K&UL4$L! A0#% @ TH,.61>PD=Z)!@ 1A !D M ("!E[@ 'AL+W=O&PO=V]R:W-H M965T&UL4$L! M A0#% @ TH,.6=U%V><(! ! D !D ("!Q\4 'AL M+W=O)>?&PO=V]R:W-H965T&UL4$L! A0#% @ TH,. M6?ED5&PO=V]R:W-H965T&UL4$L! A0#% @ TH,.6,^8Q=7B @ V0< M !D ("!.N$ 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ TH,.6>&PO=V]R:W-H965T M$0, +P* 9 M " @37T !X;"]W;W)K&UL4$L! A0# M% @ TH,.68ZYY:SG @ 8PD !D ("!??< 'AL+W=O M/DI(" "H M!@ &0 @(&;^@ >&PO=V]R:W-H965T&UL4$L! A0#% @ TH,.6?"= M?AJR#0 <)P !D ("!X@0! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ TH,.6=$'AXUV! !1@ !D M ("!+QD! 'AL+W=O&PO M=V]R:W-H965T&UL4$L! A0#% @ TH,.6>O[^?\W P 0 L !D ("! M#S ! 'AL+W=O!P &0 @(%],P$ >&PO=V]R:W-H965T&UL4$L! A0#% M @ TH,.6<^ILC@+ P)PD !D ("! 3L! 'AL+W=O&UL4$L! A0#% @ TH,.63<%##AE: M P 7@X !D ("!:$4! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ TH,.623%804O P \!(T M (!JU$! 'AL+W-T>6QE&PO=V]R M:V)O;VLN>&UL4$L! A0#% @ TH,.65EV ?CU 0 .", !H M (!,5L! 'AL+U]R96QS+W=O XML 72 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 73 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 75 FilingSummary.xml IDEA: XBRL DOCUMENT 3.24.2.u1 html 146 317 1 true 49 0 false 4 false false R1.htm 00000001 - 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Disclosure - SUMMARY OF RESTRICTED STOCK AWARD ACTIVITY (Details) Sheet http://verb.tech/role/SummaryOfRestrictedStockAwardActivityDetails SUMMARY OF RESTRICTED STOCK AWARD ACTIVITY (Details) Details 51 false false R52.htm 995555 - Disclosure - RESTRICTED STOCK UNITS (Details Narrative) Sheet http://verb.tech/role/RestrictedStockUnitsDetailsNarrative RESTRICTED STOCK UNITS (Details Narrative) Details http://verb.tech/role/RestrictedStockUnitsTables 52 false false R53.htm 995556 - Disclosure - SCHEDULE OF STOCK OPTION ACTIVITY (Details) Sheet http://verb.tech/role/ScheduleOfStockOptionActivityDetails SCHEDULE OF STOCK OPTION ACTIVITY (Details) Details 53 false false R54.htm 995557 - Disclosure - SCHEDULE OF FAIR VALUE ASSUMPTIONS USING BLACK-SCHOLES METHOD (Details) Sheet http://verb.tech/role/ScheduleOfFairValueAssumptionsUsingBlack-scholesMethodDetails

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Disclosure - SUBSEQUENT EVENTS (Details Narrative) Sheet http://verb.tech/role/SubsequentEventsDetailsNarrative SUBSEQUENT EVENTS (Details Narrative) Details http://verb.tech/role/SubsequentEvents 59 false false All Reports Book All Reports form10-q.htm verb-20240630.xsd verb-20240630_cal.xml verb-20240630_def.xml verb-20240630_lab.xml verb-20240630_pre.xml http://fasb.org/us-gaap/2024 http://xbrl.sec.gov/dei/2024 http://xbrl.sec.gov/ecd/2024 true true JSON 78 MetaLinks.json IDEA: XBRL DOCUMENT { "version": "2.2", "instance": { "form10-q.htm": { "nsprefix": "VERB", "nsuri": "http://verb.tech/20240630", "dts": { "inline": { "local": ["form10-q.htm"] }, "schema": { "local": ["verb-20240630.xsd"], "remote": ["http://www.xbrl.org/2003/xbrl-instance-2003-12-31.xsd", "http://www.xbrl.org/2003/xbrl-linkbase-2003-12-31.xsd", "http://www.xbrl.org/2003/xl-2003-12-31.xsd", "http://www.xbrl.org/2003/xlink-2003-12-31.xsd", "http://www.xbrl.org/2005/xbrldt-2005.xsd", "http://www.xbrl.org/2006/ref-2006-02-27.xsd", "http://www.xbrl.org/lrr/role/negated-2009-12-16.xsd", "http://www.xbrl.org/lrr/role/net-2009-12-16.xsd", "http://www.xbrl.org/lrr/role/reference-2009-12-16.xsd", "https://www.xbrl.org/2020/extensible-enumerations-2.0.xsd", "https://www.xbrl.org/dtr/type/2020-01-21/types.xsd", "https://www.xbrl.org/dtr/type/2022-03-31/types.xsd", "https://xbrl.fasb.org/srt/2024/elts/srt-2024.xsd", "https://xbrl.fasb.org/srt/2024/elts/srt-roles-2024.xsd", "https://xbrl.fasb.org/srt/2024/elts/srt-types-2024.xsd", "https://xbrl.fasb.org/us-gaap/2024/elts/us-gaap-2024.xsd", "https://xbrl.fasb.org/us-gaap/2024/elts/us-roles-2024.xsd", "https://xbrl.fasb.org/us-gaap/2024/elts/us-types-2024.xsd", "https://xbrl.sec.gov/country/2024/country-2024.xsd", "https://xbrl.sec.gov/dei/2024/dei-2024.xsd", "https://xbrl.sec.gov/ecd/2024/ecd-2024.xsd", "https://xbrl.sec.gov/stpr/2024/stpr-2024.xsd"] }, "calculationLink": { "local": ["verb-20240630_cal.xml"] }, "definitionLink": { "local": ["verb-20240630_def.xml"] }, "labelLink": { "local": ["verb-20240630_lab.xml"] }, "presentationLink": { "local": ["verb-20240630_pre.xml"] } }, "keyStandard": 272, "keyCustom": 45, "axisStandard": 18, "axisCustom": 0, "memberStandard": 24, "memberCustom": 23, "hidden": { "total": 137, "http://fasb.org/us-gaap/2024": 95, "http://verb.tech/20240630": 38, "http://xbrl.sec.gov/dei/2024": 4 }, "contextCount": 146, "entityCount": 1, "segmentCount": 49, "elementCount": 564, "unitCount": 4, "baseTaxonomies": { "http://fasb.org/us-gaap/2024": 620, "http://xbrl.sec.gov/dei/2024": 30, "http://xbrl.sec.gov/ecd/2024": 4 }, "report": { "R1": { "role": "http://verb.tech/role/Cover", "longName": "00000001 - 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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)." } } }, "auth_ref": [ "r47", "r102", "r103" ] }, "us-gaap_CapitalizedComputerSoftwareAdditions": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CapitalizedComputerSoftwareAdditions", "crdr": "debit", "presentation": [ "http://verb.tech/role/ScheduleOfCapitalizedSoftwareDevelopmentCostsDetails" ], "lang": { "en-us": { "role": { "label": "Additions", "documentation": "Additions made to capitalized computer software costs during the period." } } }, "auth_ref": [ "r544" ] }, "us-gaap_CapitalizedComputerSoftwareAmortization1": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CapitalizedComputerSoftwareAmortization1", "crdr": "debit", "presentation": [ "http://verb.tech/role/CapitalizedSoftwareDevelopmentCostsDetailsNarrative", "http://verb.tech/role/ScheduleOfCapitalizedSoftwareDevelopmentCostsDetails" ], "lang": { "en-us": { "role": { "negatedLabel": "Amortization", "label": "Amortization expense of software development costs", "documentation": "Amount of expense for amortization of capitalized computer software costs." } } }, "auth_ref": [ "r543", "r544" ] }, "us-gaap_CapitalizedComputerSoftwareNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CapitalizedComputerSoftwareNet", "crdr": "debit", "calculation": { "http://verb.tech/role/BalanceSheets": { "parentTag": "us-gaap_Assets", "weight": 1.0, "order": 2.0 } }, "presentation": [ "http://verb.tech/role/BalanceSheets", "http://verb.tech/role/ScheduleOfCapitalizedSoftwareDevelopmentCostsDetails" ], "lang": { "en-us": { "role": { "label": "Capitalized software development costs, net", "periodStartLabel": "Beginning balance", "periodEndLabel": "Ending balance", "documentation": "The carrying amount of capitalized computer software costs net of accumulated amortization as of the balance sheet date." } } }, "auth_ref": [ "r542" ] }, "us-gaap_CapitalizedContractCostNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CapitalizedContractCostNet", "crdr": "debit", "presentation": [ "http://verb.tech/role/CapitalizedSoftwareDevelopmentCostsDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Capitalized contract cost net", "documentation": "Amount, after accumulated amortization and accumulated impairment loss, of asset recognized from cost incurred to obtain or fulfill contract with customer." } } }, "auth_ref": [ "r225" ] }, "us-gaap_Cash": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Cash", "crdr": "debit", "calculation": { "http://verb.tech/role/BalanceSheets": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 1.0 } }, "presentation": [ "http://verb.tech/role/BalanceSheets", "http://verb.tech/role/DescriptionOfBusinessDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Cash", "documentation": "Amount of currency on hand as well as demand deposits with banks or financial institutions. 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Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on long-term credit." } } }, "auth_ref": [ "r99" ] }, "us-gaap_CashProvidedByUsedInInvestingActivitiesDiscontinuedOperations": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashProvidedByUsedInInvestingActivitiesDiscontinuedOperations", "crdr": "debit", "calculation": { "http://verb.tech/role/StatementsOfCashFlows": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 4.0 } }, "presentation": [ "http://verb.tech/role/StatementsOfCashFlows" ], "lang": { "en-us": { "role": { "label": "Net cash provided by investing activities attributable to discontinued operations", "documentation": "Amount of cash inflow (outflow) of investing activities of discontinued operations. 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Examples include, but are not limited to, common stock, redeemable preferred stock, nonredeemable preferred stock, and convertible stock." } } }, "auth_ref": [ "r145", "r153", "r154", "r155", "r174", "r196", "r197", "r200", "r202", "r207", "r208", "r222", "r245", "r247", "r248", "r249", "r252", "r253", "r281", "r282", "r284", "r287", "r294", "r382", "r448", "r449", "r450", "r451", "r453", "r454", "r455", "r456", "r457", "r458", "r459", "r460", "r461", "r462", "r463", "r465", "r476", "r498", "r516", "r531", "r532", "r533", "r534", "r535", "r677", "r689", "r696" ] }, "us-gaap_ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1", "presentation": [ "http://verb.tech/role/StockWarrantsDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Warrant exercise price per share", "documentation": "Exercise price per share or per unit of warrants or rights outstanding." } } }, "auth_ref": [ "r295" ] }, "us-gaap_ClassOfWarrantOrRightNumberOfSecuritiesCalledByEachWarrantOrRight": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfWarrantOrRightNumberOfSecuritiesCalledByEachWarrantOrRight", "presentation": [ "http://verb.tech/role/SummaryOfSignificantAccountingPoliciesAndSupplementalDisclosuresDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Warrant outstanding shares", "documentation": "Number of securities into which each warrant or right may be converted. 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These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury." } } }, "auth_ref": [ "r81" ] }, "us-gaap_CommonStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockSharesOutstanding", "presentation": [ "http://verb.tech/role/BalanceSheetsParenthetical" ], "lang": { "en-us": { "role": { "label": "Common stock, shares outstanding", "documentation": "Number of shares of common stock outstanding. Common stock represent the ownership interest in a corporation." } } }, "auth_ref": [ "r8", "r81", "r476", "r495", "r784", "r785" ] }, "us-gaap_CommonStockValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockValue", "crdr": "credit", "calculation": { "http://verb.tech/role/BalanceSheets": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 2.0 } }, "presentation": [ "http://verb.tech/role/BalanceSheets" ], "lang": { "en-us": { "role": { "label": "Common stock, value", "documentation": "Aggregate par or stated value of issued nonredeemable common stock (or common stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable common shares, par value and other disclosure concepts are in another section within stockholders' equity." } } }, "auth_ref": [ "r81", "r427", "r573" ] }, "ecd_CompActuallyPaidVsCoSelectedMeasureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsCoSelectedMeasureTextBlock", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "label": "Compensation Actually Paid vs. Company Selected Measure" } } }, "auth_ref": [ "r646" ] }, "ecd_CompActuallyPaidVsNetIncomeTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsNetIncomeTextBlock", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "label": "Compensation Actually Paid vs. Net Income" } } }, "auth_ref": [ "r645" ] }, "ecd_CompActuallyPaidVsOtherMeasureTextBlock": { 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names of the entities being reported upon in a document. Any legal structure used to conduct activities or to hold assets. Some examples of such structures are corporations, partnerships, limited liability companies, grantor trusts, and other trusts. This item does not include business and geographical segments which are included in the geographical or business segments domains." } } }, "auth_ref": [] }, "dei_EntityEmergingGrowthCompany": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityEmergingGrowthCompany", "presentation": ["http://verb.tech/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity Emerging Growth Company", "documentation": "Indicate if registrant meets the emerging growth company criteria." } } }, "auth_ref": ["r591"] }, "dei_EntityExTransitionPeriod": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityExTransitionPeriod", "presentation": ["http://verb.tech/role/Cover"], "lang": { "en-us": { "role": { "label": "Elected Not To Use the Extended Transition Period", "documentation": "Indicate if an emerging growth company has elected not to use the extended transition period for complying with any new or revised financial accounting standards." } } }, "auth_ref": ["r676"] }, "dei_EntityFileNumber": { "xbrltype": "fileNumberItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFileNumber", "presentation": ["http://verb.tech/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity File Number", "documentation": "Commission file number. 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Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures." } } }, "auth_ref": ["r5", "r404", "r421", "r431", "r573"] }, "us-gaap_PropertyPlantAndEquipmentTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentTypeDomain", "presentation": ["http://verb.tech/role/CapitalizedSoftwareDevelopmentCostsDetailsNarrative"], "lang": { "en-us": { "role": { "documentation": "Listing of long-lived, physical assets that are used in the normal conduct of business to produce goods and services and not intended for resale. 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Includes costs 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 whether intended for sale or the entity's use, during the reporting period charged to research and development projects, including the costs of developing computer software up to the point in time of achieving technological feasibility and in-process research and development acquired in a business combination consummated during the period." } } }, "auth_ref": ["r345", "r541"] }, "us-gaap_ResearchDevelopmentAndComputerSoftwarePolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": 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Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value added and excise." } } }, "auth_ref": ["r135", "r136", "r205", "r210", "r211", "r215", "r217", "r218", "r219", "r220", "r297", "r298", "r416"] }, "us-gaap_RevenueRecognitionPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueRecognitionPolicyTextBlock", "presentation": ["http://verb.tech/role/SummaryOfSignificantAccountingPoliciesAndSupplementalDisclosuresPolicies"], "lang": { "en-us": { "role": { "label": "Revenue Recognition", "documentation": "Disclosure of accounting policy for revenue. 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Includes

amount of cash received, fair value of noncash assets received, and fair value of liabilities assumed by the investor." } } }, "auth_ref": [] }, "us-gaap_SaleOfStockNumberOfSharesIssuedInTransaction": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SaleOfStockNumberOfSharesIssuedInTransaction", "presentation": ["http://verb.tech/role/CapitalStockDetailsNarrative", "http://verb.tech/role/DescriptionOfBusinessDetailsNarrative", "http://verb.tech/role/StatementsOfStockholdersEquity"], "lang": { "en-us": { "role": { "label": "Sale of common stock from public offering, shares", "documentation": "The number of shares issued or sold by the subsidiary or equity method investee per stock transaction." } } }, "auth_ref": [] } }, "us-gaap_SaleOfStockPricePerShare": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SaleOfStockPricePerShare", "presentation": ["http://verb.tech/role/DescriptionOfBusinessDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Sale of stock, price per share", "documentation": "Per share amount received by subsidiary or equity investee for each share of common stock issued or sold in the stock transaction." } } }, "auth_ref": [] }, "us-gaap_ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTable", "presentation": ["http://verb.tech/role/SummaryOfSignificantAccountingPoliciesAndSupplementalDisclosuresDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Antidilutive Security, Excluded EPS Calculation [Table]", "documentation": "Disclosure of information about security that could potentially dilute basic earnings per share (EPS) in future that was not included in calculation of diluted EPS." } } }, "auth_ref": ["r26"] }, "us-gaap_ScheduleOfCashFlowSupplementalDisclosuresTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfCashFlowSupplementalDisclosuresTableTextBlock", "presentation": ["http://verb.tech/role/SummaryOfSignificantAccountingPoliciesAndSupplementalDisclosuresTables"], "lang": { "en-us": { "role": { "label": "SCHEDULE OF SUPPLEMENTAL CASH FLOW INFORMATION", "documentation": "Tabular disclosure of supplemental cash flow information for the periods presented." } } }, "auth_ref": [] }, "us-gaap_ScheduleOfCollaborativeArrangementsAndNoncollaborativeArrangementTransactionsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfCollaborativeArrangementsAndNoncollaborativeArrangementTransactionsTable", "presentation": ["http://verb.tech/role/DescriptionOfBusinessDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Collaborative Arrangement and Arrangement Other than Collaborative [Table]", "documentation": "Disclosure of information about collaborative arrangement and arrangement other than collaborative applicable to revenue-generating activity or operations." } } }, "auth_ref": ["r358"] }, "us-gaap_ScheduleOfDebtTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfDebtTableTextBlock", "presentation": ["http://verb.tech/role/NotesPayableTables"], "lang": { "en-us": { "role": { "label": "SCHEDULE OF NOTES PAYABLE", "documentation": "Tabular disclosure of information pertaining to short-term and long-debt instruments or arrangements, including but not limited to identification of terms, features, collateral requirements and other information necessary to a fair presentation." } } }, "auth_ref": [] }, "us-gaap_ScheduleOfDisposalGroupsIncludingDiscontinuedOperationsIncomeStatementBalanceSheetAndAdditionalDisclosuresTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfDisposalGroupsIncludingDiscontinuedOperationsIncomeStatementBalanceSheetAndAdditionalDisclosuresTextBlock", "presentation": ["http://verb.tech/role/DiscontinuedOperationsTables"], "lang": { "en-us": { "role": { "label": "SCHEDULE OF NET REVENUES AND NET LOSS OF THE SAAS BUSINESS", "documentation": "Tabular disclosure of information related to a disposal group. 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Warrants are often included in a new debt issue to entice investors by a higher return potential. The main difference between warrants and call options is that warrants are issued and guaranteed by the company, whereas options are exchange instruments and are not issued by the company. Also, the lifetime of a warrant is often measured in years, while the lifetime of a typical option is measured in months. Disclose the title of issue of securities called for by warrants and rights outstanding, the aggregate amount of securities called for by warrants and rights outstanding, the date from which the warrants or rights are exercisable, and the price at which the warrant or right is exercisable." } } }, "auth_ref": ["r38"] }, "us-gaap_ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTableTextBlock", "presentation": ["http://verb.tech/role/CapitalizedSoftwareDevelopmentCostsTables"], "lang": { "en-us": { "role": { "label": "SCHEDULE OF ESTIMATED AMORTIZATION EXPENSE", "documentation": "Tabular disclosure of the amount of amortization expense expected to be recorded in succeeding fiscal years for finite-lived intangible assets." } } }, "auth_ref": ["r556", "r707"] }, 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Volatility also may be defined as a probability-weighted measure of the dispersion of returns about the mean. The volatility of a share price is the standard deviation of the continuously compounded rates of return on the share over a specified period. That is the same as the standard deviation of the differences in the natural logarithms of the stock prices plus dividends, if any, over the period." } } }, "auth_ref": [ "r331" ] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate", "presentation": [ "http://verb.tech/role/ScheduleOfFairValueAssumptionsUsingBlack-scholesMethodDetails" ], "lang": { "en-us": { "role": { "label": "Risk-free interest rate", "documentation": "The risk-free interest rate assumption that is used in valuing an option on its own shares." } } }, "auth_ref": [ "r333" ] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRateMinimum": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRateMinimum", "presentation": [ "http://verb.tech/role/ScheduleOfFairValueAssumptionsUsingBlack-scholesMethodDetails" ], "lang": { "en-us": { "role": { "label": "Risk-free interest rate, minimum", "documentation": "The minimum risk-free interest rate assumption that is used in valuing an option on its own shares." } } }, "auth_ref": [] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems", "presentation": [ "http://verb.tech/role/RestrictedStockUnitsDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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changes, loans to insiders or affiliates, and transactions not in the ordinary course of business." } } }, "auth_ref": [ "r410", "r412" ] }, "us-
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M>W%XJ&A!=G_/?TABOL0_);%>=_ZM5H,-9B(^(=>@]9O0_6O.9(3=FN0JR^<%T1N/<# MRL)S\'T/<U96V_B.!1^K]3_S,D*Q:MFX\!R-9*]A?-\:*F;OL7/I=)R[:ZZ""'M%Q^3T[+0O5VR M.5/G9_5:N7H$0WW'%%17_RM)#6E8${A1LP2@Y[M0;] =.QQN,1^=GD^OI[+]# MZKWQZ80,S9RY3FY@M=ZHP+@/SE5GXKE3N*SKMZQ%0?77[/>5"]>C@>?2VPPJ8?1Q%)) (J?I4R MSF%[T_]"G*NTGLZMB\Z?WP2%36 =D KI1K#<,%WUL@A8U$M;^+@], {'EB/C MS&I2@_N8$H%-+UK#E":Q4(EU(_%"M>9'W4A?:)B#A[UESR.XL4:G'B5$+XV M8,#],BH66:G=;-0DN&,<_,5Z#^!#RBG4L59KE=H%A&F$"WQ4$&&18V344@OG M0 2]29F@*^S!4N]!7^MOR%O ;:J--\';36E3/Q5,:37NK\D?$%U?>OIZKOZ M1=8=/X]Q/IL4=G;-8YL?NU'.Q.,8Z6O M2%:1/]XB#]R',V*\9] [2$A8UA<$E;]V#2U%H@@/1)1A),+*EPD6NS0R92'C MA/MZ'/<)6+8C%G#]&0:Y?TAQD:3X9&/=RDBB[X1X*92Z]MTKKQ?R0(?#U-[M[&0HK:4_1N9?) 5'S+\!4$L#!0 (-*##EGR__%2.00 '@: * M97@S,BTR+FAT;>U9;7/:1A#^[AG^PY:9=I(9A'@QG@849@2(6AD*!.3,Y.,A MG>!:Z22?3HGIK^^>9 $A)*YK7&,W_F#0O>P^^_+L+F!<.K^/NJ4SX](R!_@* MZL]P;&=D=0T]?\5=_7,;Z$T&'V'N?!Q9;\M^Q&4;ZK58@L-"FL"8?H99%!)> MR1"^66\B%>G]W7 4EOI$@"MN1M$&RYDAT(B5@RKLDH;@-*V"PL(BFC M\,NU@/JHJ%,N&L/)V-E5K_DD9,&Z?!> [&S"_)(YWG+W%[Y(XHZA*X'HH.D+ M,LWH=:V;%5LP63K-JH-0^]UCVRH2[FDXAJ9>O)!>R),,$1]:^;80[MO.OD M7#J;7LWF5R:*=R9&;X:VS:V^VH%ZLU6#R1#ZE^;4L69PT51/&:>A_FOV_M*'M]['M6 /$9CK6'/J3@?4C\-^UY8\TDUNNE;/GJ3D8%_WMO4S\^1*:.W]W(%%)#"JFAL% 8D3 M!%2*V=-VG!F_Z8+Y\U]<'!LGU3^N"0H.(!V0"N51LMQ@]RY)BQJ%$>D#%0MPJ+OB41 MU]"/ MPICP=05LIE91L,BH=KT1$Z/&R .*?/?@7;ZA-W50PJ<18-^Z*\"55_%;; M]3?- ML9("'_6JAQ-3SUIJ]-&SF9H!3G1J>"%3IYDN$4GIK'Z>MYXCFWG" ?P?CGVW MV%H*VG/JL;=N+-)E$1#W3ZA76W@SB0+F?7^@_2_,->RNGNBYB5]^9C-TNWL2 M[?LY!? PI1@T5MA5R3NQ^Q.VA<3LF5EMJZ\3"&! Q:@/P\'(-/%]YE)2:E@ MN!+CTH%-->S%?&FF MJU^.\I^2U"].?P-02P,$% @ TH,.69)L<+/T:@< $ ZJH. P !F;W)M M,3 M<2YH=&WL? 6EWVLBVJG?_"EV?V_>O1\%=^=8/UXOQG_<>U2S7;2W/ZI9IYJ:#*69HJ MN-&A7[&\8>9T+85HAB,$OZ[:MZO+-?OK5Y=^UA164@>R,F8U.(7H2;D+DKZ@ M\Y:'7*B 6WL0_/O34'[U?$[Q@J',YVQ-SOI(T<]]5EURG <;[#;?"'7^ =]!9 M\T(%#!P?F_\,?S4OG*H70Y:=+"\>L&H?7VC\L/94^)TBBT"UO1K_LG8YKRD7 MVGP"5'M2X,^?T<_H'OJ"9"QL 1QO/T[XP]HK.'DJ:VS_M^S,V.@ ML02Z^P*\3(77?!\KLJ0!2,OHPM&>$YS^U[_G&IAIG[& ?X9W?=8?^>U_+BZ(MN@!$_@O1=I7HLF.P1=BQL^^$HTJ_M C.:KWT/F'KEZ7R_? P/X@P^)\/;X(V M@O^M5:H?B8L+G\]BLCTTWMYRG#USG/Z?D:WI-U$D%>#N7*D'((AY2"?\AA(M//R_5A?986_ BBK8X4E%RY.J,C?%#Q)4CA7O@2+(?!U^I_9^TCL\DK(LC)5 ME.43?P-6J4E\E=5 3__YMD/.[@1R -I>4--@BB:5^!+%%9L2#R8 MW8!YCX0Z/I?/YZD=N%H@>[^JOWI(^U D?/++)_BU_JOS5Q!BU!5,[2M3A[\ M:H='T+W.B%6 VJ-[V+;HSU#Q=SL\IHHHN3<>Q6P1%.K9I=[]5 &]K/4A$_B- M_HB^S,\)59N+X_ S 13;+P1%3C2B*XSA2YK@C6C+8U;*Z%]DX&L488"T R^\ MFK?Q@CH1V?D70I(E@'IX39E^0I ,%J@_\A\#S0$*Z!/T%KVI"U"H"I^N)F=9& MJKRNR&,D6!<$Q(<)WPO$+ZLR=+Y)1.F M;Y_7WA+5>[/6]SI*WOGE3SHF G)6 ISD]/SRXH*BH:&)B8B\E0A;43Z_7,FR M,Q%U!3X1>@S&TPQ;_*7,<P6W ML71$$+-D44@G(X4BKR M>"QH2)5R!'D?<#(T8@D*"=**%#,V572IRF!_EFX2FI18XF<\^/K#@%;HSH M&3?U)]LJ[NJY3LP[@- EB)\<2^4&8S9B;2)25*+>@,'K&+2T$7J+C6)D+DBD M&_5/=DBBF=#SMP,ME Z9W&> +O#@C;0F@1BH)(#SP7Z;!$/K&*PDI:57Z3 MVC!FYNN U:/7 6< E@5- "0(A15BNK*AL9"O/9)%Z,J6QRC4#HCF8F@K$R?] MWB !AM9M,?/?4Q:+H3T.C&Z=%K7V,MU2#*Y6#-^L&[$=[!N3I4-3S8J@-<"O MAZZ)"D535WUMP 'HQ_$P_ICD"=%13LZ;4&C]"C M 7P;_AL&@}]!E?(;]_J_MB:8%,,?6=#1ZAQH# ?6 ,G8HRA4)H/+(')'/OV M .+82(&Z%-,\X5(3)AUH'K>2A^G8[@14O(*X6U8Q&2'$]9":%#V]NV*@? %V^:%N#R9BLQ7C8'S" M,+@C'N^(W*(!A@ZGU+F_TY5/4O8E%2"Y%78B:*QH"9WA (* M XI-IL:AH$%NA?1A!A=*2Y1"J_&$#'I[9*CK<.,S.%%3J,,'7FM)1QBD:O0 MF;4P) (:1CBP9.G,9*>G;](7.!X:A;R>D9LEH_%_OS%.T"(@FV/"FFM[(E_D1 MK2P56K0"4A>*IW1IJ+-+F-940U6*J-8R.1;25A?'=)>2-.?,ON0HTCEGPH>+ M\;8MP<8, \XX@6; P]XM^Q0\.7$1 [>IYTN1.]'F#4V\.*,VW+XFQ95[3T[JMR M!VB."(S-$[79!$BJPW)76$T=<2"TWR&&4LS%B(W4@8>^/;Z(#<]^Q^=3\X2O MQ U6OA%2[{JAR^&C)CN<*$63OX]S.%LTA]]6%C7- /B$??GW?>[$L)+Q+H9.$ M84@,!>52:,F,E/1M^O:P"AV1,YP+O^SLNTA_=Y#FR/'"%[,&H"X//7/BMEOX6 MH *QE++'Z'#$O.@8C<%_+X)'..17>6XAOSM?VN0:=|X-O[LM%LL42[WU: {8'2 M5[00G3[U[!95X,<<5EAU=*_(**G)7\T?5%1.:?!4&A\A':]XU[<]RP-S,_P& MOWMV;E2L56$T+\J3CCS0WB"Z@M,46O97-)4Y*/H*G&(H3D,!3G!958'?59 M MRL*7^-G- %$$Y;JP'FYF>BJP&96:>C(RHNJQ {3)5N!&4YM9@ M71N6)5[_D!Z\33J!?]\X13&%K=)$:S'29H<8OXT6 MBN']WUTBBZ!$AF_$%!D_O02]&'S;8)0<]28S?)1+UH#9:\NUOIZ;JH#{J'K MNV^R?91;(D.S+1]2+8=*.KNH6$]8R7'6#B]9Q7L^T /S32*N^B5$AW.DW6G MR"4T\'(K_&8_B_UJ#:S\@=[66)B.@RF.4GBCNT[9TI%U]OQ]$!6^T]VRK9S% M#]SN-*>ZZV6#+ (K,1MCM+DJRRJ}\(=?X'EIY[-5!WPA/9AG5G0UQIZ6K^>T2 MPP' !9AZJK$AJ?!->IR%UIRZ(U8RRC.O<65F0!*7!0*J8HJB(TG]IFF43T & MCJ#F*,-XDQT_"-JH[F<\N!LV #@??)849>5 8!...!^SB/921+W0&% .\VRYN#2>"WD8AQQ&1/LH5]H%-=:?!;*"P-@,* MJZC@7A&XX #,E:("H'VA@OXX:T& 27?PR5FKP3[8Y)CCB'=^-AOX'(F"Q-#IE*&QC$XL3@;/0F!L+VJBI=T# (T6O;N%$;^&,9G%?* M&?Y2"CPTO5X1$=WW'E=_:=O4FN[VF*9# M+Y$&GDGG$6.K%ES]TVM.\JJ<#6-,0PJ5E- T[E#FP+GX8R=C-IR=4H,]3HK*H$_+F MX/UDFM Y&,MC4! KEK4 *OX=!8/U1<7GF\'G$/C0LB\C3T2G5IT@:A#1PY] MFJF0=OUG=+++4O^>J,)ZU M>L/5E_E2I/%>--\";$MO#%&&+)C0O]7N6=P%< M-65^N?P:&?~ &A (? @:Q.VQ897&S? KA(LW+U_VV>YMQKLF6'JW2("> H((C M^C=OO '=EJ-AJ7X: MGG:YHGWY?..72)ES7'A;9XX5.=$SQ_0)CY$YC'D<4\#O1<[3J3X]J78L.3@: MMV-?QOQ<0.#1;.?W9 MMQ_XJ4Z[KS[JS_1"?(RZ?U/>>IEIEYF0I&8PNUT)SOU,I/G9>X=!*F7F00O MZD# M)S'!Q#&#* U&#A:,)\!V.W9\/WW0),1+3U8%3[0=^$\?2JF?7CI(3N&:@B78 MZ1BG#YQD>NE']J+42T^&EYXLV#CLDS$I\T.O*\>^4RK-@*>^]9$@,87;Z4VV MZMLFQ+<]) A2WS0)Y2QV)R=>IG)\C*9?4]YZF6F7F9"D9C"[70G._4RD^=E M[AT$]9>9!"]S7]- ^2E%73^V$.Q1PON[.)Z UL/0GUM4R[F7\LN]#K4XE MLH;,$3J=:5_E%,'HY&QP\ 3LNAMPW,:!@V7N6D3IB_X^^@SEK M+@YYC&RR<7'(G13.QCW[+)&OC2>B/ ?,GPJ+XA3=,IE!W!3!1]Q M7YNA8X,U\T\U\\2-4T3-Z/,>*/J9"/!ZS'KHZ<2VV=O[JO%'JG [VC]'U; M.PTE!9D'R-.X==(N60J1(X9(?(E)'JL+54T1T&F)}8MQ?0V'(M]9G\ULJG MD#MVR"7+5_*AY43X*OX>4CD_?XQ91].%QDO5#_-3K^;67S;AL\F!5%WY55'VQ0QAT3,(8.O=.X3,_>QEWOH9POECB?)ORX8B/9JAIS&2F$;_MO)!"M3-"F7*U JLL3!,2G866X+JEG);-S=DH!YY?&+U]98K^970.)&8U9Y MMJPSKG/,4YI"4H!6/#<*6]VG)A*"5$7[Q&UK4E/77U?5NU^JG C5@4;HM:93B#7_%BU1TBL'YLVC]_JB]H M'A.S%YMFG? +4HOFR:*F8I6)VE&*6+&OFD+CJR /MC55 6>+-CU7H$(GR!.]S ME-53J.B\5V3(,FU^+* %XX4[>[!X[/%KU^.G&Y^:_ULC!0BQP:1V(*IRXH M4C? 6^!,$BV%N;P6H\U7,&*"\PC_>R_83SX$?S P9<{63&3)F-3YO;QM J;8Y M*FV38(@MS_HAL]8P0A&@HSR'7BET23GMF_"Y/UV!4V$RJ@A\<*KP$]9T1H! MV_U0,,(F(=8EQVR]C4@- N)RO+,>2G=L<>"0R8=L$!,/6?M2D!1"R8,0$P!" M!ZQ$2R&4/ @=20HTA5!R(93(!ZDJBL!UP:M,>9M8 O,(+.(V/3IKB%Q[%C MN+7&W'B5UY$=LA]!6*_EVV)Q+AQ"G&L@ 05&? Q)?YL>")*AXP>45U&83E(Z M?BO1D#AY#):-N6YE#B\HK5L'7UQ(0QY_(4*J>1#ZDA"H&59F09:T@D@IPKZ M6@/Z)D+D+*F<;99E? M/G0Z8U84KZ:J(%5M6:K3J$S840!F9]7\D#X<@N&K%C#_+&\RP>/#P1! R'Q M0= M?9-",(7@@7--*013".[!$-,7%/3H"VFPO-_*8J5>\O MDI."]HA NXJL26ALTLSQ 0)6Q/A]K@,&-?"C(*3M>;O0TL%- *W'C-@4+'%%- M&FIQ>T$>T4G#ZYET1/LAK,)V"V>K4Z#>LW.V+YZ-7["G]M8[&:F1K&A=H(R1 MS[+:^,CT5M:9G2P[%V=E>]G%B[HC@WR>0=8 M=:K@F*$A3:8;/H3L7A&X$\#)YMBV>T=XC?[4ZV92%"08!;&7KGCI@ML*)R@ MOE\@V##@O6J$% N)P<(!=@HYHV("T"FDR!E[GZ#8'"\:D+V[BHC#E'PD):O/ MD4}?!:OE1UED- 4$43N&TQ=TA9,N"]^JOI'A(%!X2$,OH^K6**D.A>FI#]?0> M0>',A_>J*5)D)!09!]<9Z&BJN@)ZI %5[K\APYL-[U1DI,A**C'WD1N-[M2]M/+M63JJ+U[@1)&$]/(*0!.,$DVMS3Q@5N^&7XD#\K8P^9=4$@V#7K8KTG MEDJ!W3#*SE*,QH)1*V-3C&YAE"ZM/J5Z]-WK43H 1NDD8335HR>O1Q.(T=P% M1:X^I7KTG>M1!()=,6J])P$83?7HB>O11&)TUUV1G6E?Y11A@D^(,#=>G< 1 MM(G?&NG&^+3^PBW#G6(YQ?(!L^LA=*T&6:.A\]-%T:F-4(K3."J8P)2W1ML M; [HA[LY2<,S(WFG;NE_%EPC12M&,T-R6E7EEJK$">XHH]NHJMSGZ%+G)0>Y: MVX=5[K8#'P74RKT"!D:1 '_D"-T"2T5D53AR/*R-DY*=1WXX5Q/-3%QBF9#8=)? F*1A==61H+*%K/!,D^DJQKXSZYR;:VRZ"SJT_+ M,^PD'BAOR(63AB>TZNWFL[H,^8"!.YZ5!0/WM7OB"-Q3J"0"*FO1{]]DQ[&N M@5]PE++W,XV..DQH]'C8E6- VLF%LT\^+XT_$RM[A[$G;MGOA<>D.7X]-HKF3H M!>MJZX@+,KT**1R&>JJ>GO&"-(^9YC%CR%58L9N87$41OL.ET'<)ZVE?!2]3 M%!""GH3GFHC2W@VN;B=5;- E^:.V+P!*K]H4OH%>?3AAJB9_X3>6%YF-7Y66] M)Z3RFDJ"CI6'3G5SXL=Z^YM+0965-%7X B\Q'V7^M/9]"$[A^,6ZX3\XW! MXVL"O@"2=F_$NQ\;3,4W=F6,52/)8D#$>ZX<1. [T?,^\%M.D(_GD,\H;\G+,^,?^\!6LNRTG)UB)-%D9VHD!SS$R[W^*8GJ4*=_7(#RR$WZ]AF:F^>7__8?>DU^_?9V<[OG%QBO^]'(K%^J+QB$W@.!)U? EL@+BJ**9);Q"3OX+R5>G>7_<3%; M22R@F#I9(60852G$WZDBJ+S X<-*FLYO?>6S/@#!*MKX!F7(2L("__TQ&L$] MM+0FA=*

*(/C4_M3YU/F+S:>"+*5X"]&O^YA2$\96\5!M>_2]V[JZKR/;B_ MLF85J&VK8$/,^24#'X#YWQ& HK#$CZDD3*!\04]%T3:-!&'";2E\3FLP:V^L MP(\MI2N_2?:#KTZT!*
{5^W7VXBB8@I&G'P.]{:,^\A>'/(QBRJH,MW%YAHNU& MA^U&2[F'CB&T"@[^:/'M[0^3G^5OQ$A6TKS]49IQY,$&P7MS1-V$-0G>:?"1*
MZ&;@P}'L0/GO0Q1(OX1)LZA4NVE6WM4F)R,MEM'(7U91^2M47-^62Q13#%U-M1#?=`8-9NBLZ("B*E%)APHH$F %N{@FO*(T#_1V@IHYFM)R'R,2T(7@>R(E,
M,]&4?3DX\L*8)U5GE"4*$V;#TDN(H=CK>C#^GX{JF(N]}%!R6U5/YIYA5L9 M:JO[D2RY+]O\^D'_X[\>&\H@FF&LK6EOTG!^2>?("YHAR5//EZ\6#_{O/T6:
M*GQ5SS0@@@GBA;'BED$9 `&*8BJ"A7,.^6U5&4<\^M-1$1_JT&$&"E[XR&#O M&<8UK&Y<"5;BS:\&N#B+0 5I<%H'A'YN$++1.R#LF1%;5" 57VLOZ M%I.-
/5;#K8E,;QZPW(C@4-.7=!7'!^**\<^.PB+!T'-@\W%?%C]$%5>=]MQD MXY<<5+NQ)CC ..2/@$K],23 ,U:_WUF"UP6SPW[.*?H/E9!]D'$3>[OD]SI M3J<1%<#3:[5?
FS3H%6RRI(,;,DB4(?Z7_(06T(D)JQ"OK#@%L6&G?'$2%GK8YKC0"]1UN*B_WAHCL"M@&1\5QO$* MQ3QFU;G<{Z?6N;1;3/.WP^#)ELVE#V0'+,%<]2G;*QTHC,BHJ$[XX8$G72<0=
MJSP#C;B]K3CFH8\WBJ= A%O?_3E5-&,RC'!KJ8\JA>I3^G.!& $(2$O , M?1Z "U-0'&NIX_Q ?21&K$]@DG">8$?12%BH\+\O4P&%Q3 :[@/C OC,963, MH.(5?
1^($1^OPFK'"%)PS&#.CG]$^$(*'OTI#?.E$ 1S .3'"*)O#&/I7X)\' MQ950I] [4TKG6%LBN[LZ3F__V<"@ST MB3/VB.M_-
&7+E]D$3.KIPO7@6AMI,ZC(QH*F0=4'1*C0%%E"D:+NXC4LDW5FST]J5I.*EP/KI:A)F0)$5((");CH%I66*1;D:92 MD"MJ^RT!871A^X,ZAOH#
0)+RY5T6Z&JU)T^17)PKQS]17\S\'"\Z_"[;H,PE8/@EYW\;%@+K2- M5PH2-C00S0O0:#.>,'(,(M/!V>`BEZW#[fmiOOJ

*M$M'DU7.9&4^&/W+1<{0*!@(G!(;O/CE:[BV&Y6OEIER95.-@15>.#%IX(<9S M6T#$D480!N>C9^/&D:T)158, |>^$U$F'B1!"VR7CW#8^G)YDB=[Y9'Y-\NV MIGYI^@AD^RX$Z=0'S''3\51D??3,VG6DX8;E7U%ZO\?W-JXT,W0*\<;)QP1' MQJL45RFN4ER]8UP=@"]'F5MX=Z%_T@/\C2-DF9+MA@]@R0.MUD'U5%!/Z/06 M5P)XG0]_M9NH,-75 0W61\!8$*6+_]@.ZXH5650'QFI$%7 XYT0P%%XJ9S:9 M93[*_DDN=?OFHJS=C3[J\Y<5XL6\E9];->"0G1.!MYT&O^DXKV7 Z17YI__S MAK_+KYK:&BS,CYQNCSGJ/VMPWX%H; [5'1?9.:SS3-$7#&6.HVR Q/5S$>E,J7AR M4^JH4PK[TRG,"U9^%F0=G5+VD?"_G2S>W/!]"GCD,C.2Y4][:'MP[NG-J$8ATT MU:E!.@(M92U!NU !=R',+D8"SP-X#10/6ICU%1&J%? K\|L)A^\J1,HU?D1&^74;LQ=/@*99#(4':]$VB7!UIK+="!E1AR#M@<(O-%@M TX(+I"_M_AXH78655)TVZ *-I#)[RVH_Q$* 3)C#H5+,8T!D63?Z(_KTCK63:5\4./@; M#+*18)G<<@.>7ZUE@Z +MVOLGA43'7Z#@%S6.0@X$.E'Q\+<@5BX"G,<)'2] M941#5:< >@Y6^8PU_*E6'N2'7W?%N_:J!YU_0=V*D';7USMPPJW+SZK'CU_/ M.K]3N[6M0*G(9,A2(9,E[8Z&3H9I^&6\#R,1+>MS41A:N_8?[YW0.P0@.,^- M95P#D&(F5[1K,YB,B?!K'(J)CL7Z_[PH:S<[29 M_&3I8TV,M41,SM*.H@O!? (WP6K=_!Z"\'%#,+E8L^BD^2;@##R MB;,A,:+&V94M1+$>@! 1=CG UIFE7#) EO&W 0^@4B[W\VX$2L-05U6# VD MYWD6S:ONT_B)>QO__KNGU" [JG0@-8H6PM.C0S:=BD$L(S%NKNB@E&D[!N92-V M-QA/5NK4>?,R[CT_3_?'TEQ_'({6!W<&9:9?OP1A^HQ^\!S)Y;MJ-"]MYT4 M=]I#M%UEMLR1D4$4^<>8%6& B?"G!J*?AV#;? QS*_O*Y(&MF<<_&L85VQ4-% MQRM=6TN@KK6)^LJSML:Q?]MU=;1719L4/>L1HY3"K3]D,X5<(4-GPZZ#'UZ@ MDK>8FA #L4/D58PBX UF()(%I@0N:/DE/7#(.:!O;6 \7+O.H/S]NS=Z5'5!5 M%5X%2!*O8O0"M&=U^&WZ$YO9[K}@-?',1.V16UC*_"*-6^0FN;O M,@%42O/WH5F8/)MT="Q,WO8'WZ0GSXAX;#V+2,'QZ)_XV;E6BJ(0@LI2"8Q< M#S\GSGG74B1UV&'8;NN46(^$;0*M(<'@#MS*JMI;W-3 S\)S<[fX2>TE@^K8 MR K218B0I,V1[M#WRKC#N]>57_3MJB0GB^'0'A"MX) M1!]3O-5]XMW.KF-8 !WPY$}@9-U8: [T%]S?[]P_S/5>[R4>7J?3?$]?2C77C MT-)U%H7KLNL,_"BV'''B;@IO23!>*LCT)X0X.]1T.Z0(*/(H]$9AO8N(#YM8#CJ-WI_ M^BV.QK%S^0JJQU_MP8@]:NT8N)]LEO);? 1RTG^QI"T9\&M-OH.>R5_"T6>]6 MZ74XG;2XN^{8G;<>?1/RV5LJ$W_*Z5.&S-H8L9FLQEBI3WALO3AO%Q^5P> MJ'''CV(1+14;EF'"4AO^ N2T,2R*A4S.0HI'T76%".!,!) O]X@B5+*;VVOOWZJ M13)3\M%L) Q,MK*G[P(A40)D P%IG-Q"E3(E,MYYMZLC_;RAJLK+L[-O$RL: MX(-)R."N, 8JT01O1%L>LU)&_R)#H'+-P5=BS"I#0;K0Y,D7@D1D&%^8Q%F_ M0R3 ,];10E4SPF"^$3?@P0S8L2#.OWB1H!]@)RR 3O%JD$9H,3FAH=5EY4P; M .@Z9@1T9[212@"})!_Q:PIDY_-#-8]OBG50,7/@N431DXM]S*)?H;W@59_YM MQE<,6>E15+8WD1B)2U]O[+=+L/&;R@X^JF8SB<.;[P"[$,8M=B9#_DIHBT#3I>76)BAH:6%7'?PE=>1 ?'B1V"CT,P'\WWT*#)W'R:+(3E3(M!O/35\+L^TV2_YQO"[,"^I$9"%[H0*!5Z9G(6^/ZU3.%EVNEEU1?L-_CQ47 MMJ+9[?F>>N>:'>HON[,,W69MF0J&>KK(O;)7'EFP M[.#2U"]-'X%LWX4@G?J .6XZGHHHIQ/U2,,- R[^B]'Z/M76[AW87^20_P-_=EY7'U*,.L/F5\[,OJ]!;T2U6L M:/%VT/WG:LB^K"CB<'GG7 NQ^\[,,ZG'9ICQ;Q2?1^I]5'H9*%'2'& M3KDTJ'"EQV.@!X-T>7^0CF.O#74S?>F/'RBV) <8@$!%4P/Z0?01,*JA=VH% M'6!33<2R&S>DW20\8H7GTF#DR(CFJ =RA]0#"^]MUUUG\7U^5?]H&*\+JM_MN({"=*9$%3,DY7W4PI'+P*9C:),>,?9I".I(${G M]BX-? W>S&\V>C\WI],/G@XZT.0Z58S+9O/=F_5TYO+7/XXCF-LJfW9B[*-JG MYS)4WKL=3AB)M$W!D,%2,+.'"S^.W\'CX^.JB;>O8O%@&1GG+(QG,LT5A>'\ M3X^>-O&G5O+D# {(D<)SJ^CI@D8;7C N.84 3-VMQ^Z6+@@SD!#MS@^!N=)Q MYS[4[FC\\B@.&V0A*L0F*N&1}>MV!TUXA/###8H#IEB1&K&5<&NDGBQ&.\EH__M: ((BYGGQ0[-/ZZ+_PSM'D2!QVF"IL/W,_"8FD@6IH++)U&@&0#$X4#[)UL2.KSH!4E00ZRE=-MD"RTX7T\IA&?T+50Y#$QF?9%@8._P;@7R0>P2-%>M=A@YLC.1\IFDW?(T-&Q M\%""K#O4YJP$M#E%I@#^@3U8_;C(AF05SUB#AA'7;$NW?QY^E5=9)=]R&OR(.MU:6"WH$1MGW,F667>F:WIFTYOVLK]H%&B:0R="'(F=7)D@N71J'(MTO8'R8 MMATALX-GG8VBY U\^DRMX=X),.H1@:H!OPW\K_J<9ZQ'E-U;A5?RQ-4$TJ66)?V(5R#)-[2WN15!0 M6KGFGPZWEV/9SB\1P<0KHA@9K5=,,Z$LB3;L%XO)SAA_R3KE!"OQQ)M!>^HR MK:>1DBZ(APK_D@&L^-S@7"2'QV:8/'WT$"NF$-O5 M38ZD,78$X+%UDVLKRUD%T'KQY@G,U2E0N{(Q<,@CH/46/WX^=>O?:]++*SK. M#*I.",$,E! \-(&:;!HT9 .!EOI@:W*9=RDK2-U8?RQ,(X'0+$Q>"M_%.GCI MN_C\B7P49Y=1/M8]#\1A7=7E.+CN9\TY"\Q]BGK9E*-0G]C$9((@9+R@EV13KT3##MR%DQJ-=;;HA&8 M_M18K"&QX++*=,[6W_ECH4I7[+ -:L,RQRGPS]L@DY{47N+TKW$L6^]6"D^ MQYD.6E\(,>D^5/%044XLB-K5$,:7A2Q&TG:XT,BQ]7C+ MFYT>"C5TD;((#W_Z7#4SU%##DN-IO!G(G6558L+.\?&*:/)E#> OT%F.J3.V M+KO)JT*B1PZ'Y1+[.&(X:%-E8/5:IK=]D?/^IOS\^[>*@N(AO!_A%/ MGD3K=I;\;JAU**/F03F>_>! MF0TT!.O\%C4:;/W#K,76-('6D* Z!{>RJO86RIR=EK/O?+]HVNU)3OZ/0W=]OT0<'0- \ZPJ778GOC66\)Z'C%%5O(5[*,UN>Y4@7[_^]\HL?Y<9]3>U>A#_?+[/U.%2(Z MS"@X@CHS7ZA &HB&'-1X:\.O59WKB1<@Z!RZCW/=A22[M6KUWW]U@RFVEN3 M/C6GW.QCDS[RJB[B(WSJFYEGM7KTVVM67Y^NTVR_W46/ 89V89Q_6=3G?!MS MA-K%J,\?^V+L7B;-J2/]V*3?!_,A)*^@^3&=5FZ?6@_JQY(H ,&Q6>8PE\RF MB\E\83%P\L? FX>V)CSB 9%?DB50LW:X'CGA''+%\YCB?B@5;I5!,IHN+P;L/ M/+(6C\0#%[Y6Z&\] ,K(UNU2LEQ>##>X"9LL1A$_<,@"#@FPP'KX.5$LD"RE MWX0!8AM-5NM,Y=:?']E!VTC]*NUD--FB\.(^L_R\SN7=1A/EZ<6/FY^MQX/" MS-Y%$:S-J2U<\\]OI?9R 15K;[O<&)I4!D_IZVS2>T-+_I>11,SF_6O-IU*!<>?1#21\]DW$ZCB?>G=[\? K7'NC[IX"MZ[$BD!N;&L^W<()WZ< MX-&B$'L>*H'CGA''+%".#$3QU'"*0SCQ_02+5@HG9N*M)#R$$]\#AP18(-YB MQ)#<-)]+_A8;2KXG$OV,O/] GIBB)V_*(&$*#O @WVDA4D^P72:%%=+G_CS 2 MJ8&L'IO.^(N0@O?S7]BK2@7K(WO4%J4WR.\EX*+[XDA6)E\6O1$_:\A3PA,H MLB1W),,O=R'XF$LG27Y>?HP$]EB 5?R+EX-N3U'XA?O? (WKYX=]T83WW_YW]#1%<>&M+8\[S"_BRR90]A;ZC\AFX6(?D1+SV#L"LK_T7_M(\!=7=MBBX]__4CJ'4%PGXN-QEU#) M2!\]QO/R,A8CL,.= [$_(6^[ICWT/]RX)EHH'O1:#A]%L":8_R*VPG?S;_0HP M,HEVK?]MT;QL7OP6JLVKZTKC=U*H-ZHG__ZW^_6#[),]#'3_B'12U&VT-U9M M-LYJC5;M+$%_:C4OZV>5=NU,:+7!? ZYJC79+:)X+U4KKFW!^V;QO?2"2_"6K M"7.H68:H2L;?'VECEBI:U$DDTH?959C,64[#V4'*;*K42:K$WHY-7QDI])727ZB>UE@!;H>X'2_WN4<0F8*Q<@;IMS(K@YC.!. M1U0!7~LOE=-791Z(PVJO.NW$!(NG-X6:+O6_3YX@+3CG5[M=#96B"_X,%^LEOPJ7-&/#@VA1AE4R6YG MNMQVQ!]+KZ9""DH%@[<^_& @F(\FM=@WDLTNGDUH!YT,TQ3@M6!Y6>*3_+ MIDR,2M XZU8YBQ3<57Z92{40)VQ%,)W% M'WQ#9)U%K,B)HY,M=%(;%2O3V^GO^^JG>GW>\W2ZE??VU4I/I !*XNJ4SK%.:5- C/A^&)[/K02=%A"?S MR71Q,YF[:U^8 MV+AFKI.9:+ T$_G]G?*5?,H>L"!9&+ STTG4P7MH(O/U.+ M?BI2F0FUFT0U{F[H_DWJC_[fKRCM4D=Z%HQU%E\Z,*;KVG;+10I*N>3?7Z] [U\U1Y M<1WF7E[-]6BZZ);&4OQ<6-Q0L\8=347>T7-6]Z0.JIA&K/7W!>O>(B_R$7.]2YN. ZB]NRD'OA9P+[F,^EAE:F>(V M[F/1YUGJ\C/=}3.Y$&45 A9-U?U=@T X(C,,_[MHM\S? 5DNY:!9W]>K0U$= M$ A+]'V#6"1G XBBUU9DSQF5>9)T":,>U; M)S -7]/>@WS[8YVK%E.I0ZW?)SV,O?=0%0Q@##$7#(*:!5J9_!VB]%N*TF?F MLA!UQE! <^6K.B2CA!J8+G1-DI&Y)@_5;ZS5A7IVDE\j:"G" .F:2, MC*3!@H6>1;>AFIS#=FL#K&?M]51"(8{(9Y)3"&YY(/2HU\XO+GK7#X7MS)8[K*[M7(* M;(2QQ;'6/[,H/] [DFL_GP%7IO.;]CB/&G7FGJ8)82+SH>L<"YIG=2D%';JX* MOR$]0OW*KD(B-+7<^#8H-WYZ2%63%M4?-+LQ1SQY8I8=9"..:C2>&C#T;"7_I>A&S>JSX4.I. M;2K&BF]0 M+&\0Y_H Y%Z@]GU5FMG2AO(L(6F[)S(!UH$-BDFLW?_2N___CYX(7FC^[-Z M-+[*&C/>@(@08I]M%L2Y_CFO)CO?!X!$LOH94/@_;B.=E%%HEJW]WR=*+\1_ MK@OK? I;O5:NRN"?]G5O/#O76[<{{=,7:2*Q6J6D}O7N\[DPO__2^GZFJ7KKI MOU&G /0U]:"->E[-M2!ZRN^A9KOG;,T3T]VNMNMWL7-;44K%F'O+TT/8Q:O?V MA%\D1&+*%XL\E"UNU>)8D3GC_"V]]](B(YN7Y{U]6:5SZM4XQ1(05%)=$:>B:*-6UK??!%U;M.^VQHU.]-I_W?Y MH77;O'[:9>Z)UU7(4ZJ9#++Y>*L]P_8@Y]":E1,MJJCG3- _934I7RQ%*(Z* M_?7*>.99=>%WH-}[LF2=4#E<.\YN59$U:RH$B#"(F.%7X]ND)2LQZ'^)#Z^ M>&(M1::'UAS)>-\6IBKWE?>&D1;==SV\IQH',7UZF6WK&KMB%A%]S: MLSO37Y$A:-]EEIW]-M!*HI/EJL:DTAGUFE*V\!8[B9D7V0L MQ-KWD,FM4ZPUSVZH+(C@AI!FV0CN7?:T<'8N&M/>=FKYYXB',=^%7)RL)R+V M.Z!;+N^=F[QZ/'=I3EKCFA52<;@ZN61QK<14A!K>5 WN;^1LKQ:S;B,;:4>. M0%V5;\H_AT/YZ<]H.VA\2P5VG44> KMQ!G9UK4>(A'A\=8X^T.Q{)N'YD%B; MI;O.M%T? W#ZDOKV>GN;>OG6(K98!-114=F%K&$Z6/HDNE_Z[3W08P[53J;^O MK&O9K854**W$Z5(ROU9UY1YHT_7HNDACQM6=44CFBVL"P=@N8C8H&T*V W, M_D@67M:)8O;'UU<#,37<82;&7C>0V2F1MF\J2\(.E%V@-ZJ3NXT$O&G<)(MO^9ECB/ED4Z]K.:#0FIM:WXA$)!J7N>:?D/&/&3:[%_KO+.0S5!7)?8+F%OE MJ+O96W23DY0? >N.N=B6^NJ,[?T%;L]^7)X5#V.]>Y6.(RF1+NUC7=ZR M]RJ=B?5>>5T(>GZ,)&S Z$'>VA!^<1T7A=?31^.BE-N.Y[#2'0);D4U+Y$T\ MN[T44919Y,;F1FT63++? 54T]=S/A:NJC9X(+F3G= MR&ME@M\QS590>X%,L(F6W,^2;#V.[M$TB"6]JPE1HF%!+479_-8/@=R^O24O MZS_?I?F]<.,9/.]Z;]^$_'>LXS^6IGE)<]C/8V;B06ZGTKX]*:(!^'Z(M$ M1AP.1RY9RF\%$SJS()D?0IAED_E9RRSK:,%<4;8#2+%$K<]2DF&O$_F%S/[- MKEJC,VMI-EKKAL5:,)..%C/KC$B(H3/KD,V/++=;#<@U^/]0POU,3Y\:@S?$ MH$*@9Q()_E!1)? |O)^\IDZN)LUV_O<4"\RSVBL#_+P13<) 0#LRF$D>.=A_M>9*?>O=U!,=./\:/C_YJ&42QS&S+)TEKE=GM@&.W!(2T0 M\]DX"K,2R50Y1C#_@XC? G8@OQR7[8SZ)LE8,T3E&Q49F'XCRM)M=::#EZM[M_;E7_-98)U2\?+ L$(>!E0O'0I<,9%5%7[8OC/'RO?M SA;%TXH'[!=.%:/9 M1Y&4SAQGTP&1%,=TD5PRNX1O]GB>GO.#IE0=H@CNI))YC*+\XOQ-?R<[4R, MUCI3\;S>,L?7X_+3%@I&;-ID?++3 (KZLE(SL]XUP:\)DF9U%,+4?/45G_(^ M[DBHH9V-I32SF$PO8<.%GN;Z,O/ #!OISS!FB*.B-)O,9U9O*%V*%VR!^5_M%GY-)/X=>VOQ6193:,LC8@@-\B+<:"-13;)?)(46%3'!?X21J%-K[=C4QE\$ M3'KR7]@K\?Z.Y493_G7U"(#D!D*&V O0%T>R,OFR: 7X64.>$K9@=X\\JCC^ M.#MK$9(0>S!(5U0G8"""S#+<&I">809B*I$H 0PZA=%6T/K ?D86)1H4N@O\!T MH9A]{]P!S/?Z*U",J!4E.3GY0W P)X+L(I_682^1Q2%7][_ M/:+R _Y-%!.S_^U_!4,%%*LT*78/_TCO,B2.82!?X3LMDY;CP]DS)>$V MLG/D08Y^ULLZG&#_".W)F+Z_HHM=N6?$6\$!"UH0'12MXO_=?^%OS%E4JV2/KW MOY3.(137B? AXW"54N-)'C_&\O(S&"_QP*_L3\H[^F/?P[U+@J7B0:_%\&$T M6^(2O%?YMJVK^F_W*Q1H)=JUZK=&\[)Y\5NH-J^N*XW?2:'>J}[\^]_NUP^R M3_8P,!]&I)."&AB^,2QG3% 17W7$>]4KWL\=\=[RB/ M >4"P]=QN]0VY?^B+'"^_9%\;JDBMQ%-7?T]:S6JM[4K]OU9D-HG@NGMZUZH]9J.>?_5DS]QL39 MG0]VDLG+ZEL<_K-RUZ:E)^S+0'WTG1UG]) {Y+V4P'9Q/?O2#WOJF;^P& -2,A MJ3WE@U!TGH6UG!S9_5__=QZ)!/Z\]23^,_V/_>L[HG>#OWLAP=]8AO,: M3;=_J5FZ_4OO^#IB"*P@L!!'A.X/'BVT26^H:HHVF CV"H2ZVCM)TL]3KT>6 M+%%1Z.^@F]"P@P= -$$GB*=&-P\N)H&"})},J-MG#@79-_3#ZAJR)(LZ%)MI MJB#Z@<@V)+BB!DT_&#I_R#C351+- G:EU]>Z9+:'NGD\A)G.&H>0).O&P,J8G^_M3)GR2M0?B3E6Q!Y)"I>754'JBL)5Y>9'K7VB4"Y++EYJD&=1$@5%'H'-Y\S5 MF0@\]YG42?!(*$&OGRB\#"F_3@3M186V5YM+)Y -B5H5=",!WSR+$.A330C. M'GCX$VR:.I6:-1@FT(-,9Y&+IWXNN?A&\N6Q0XV/1.:/Z>.>9*S(/98K<+(>1)FPP"BR5K?*-?2)O.A]+V!PI41'<,Q';(9M M2Y0>.KL$NFQ@ZQS]JF'12\+A/PEF!BC_0F&J=DS%,-P"_#11(9:&NJG+,147 M"'"NL:Y+5HW)]A'<*'JTF1+P_MFDOH$Q)/"G]YU!]NFB%MVAL_7)A/L&D]].?< M%0D3:)PJ%059D[*6.T'$PS;"V-(!/,-)I&/DQ=L5 !!'.B$\2S4>-*K1-F- M)>"X0$\8U@A^_!^__U;V.:]^C)XWSS>;UZMZW]&1ZYVQFE6SG1[L,E5(4[>N ME?H^3?>? +VX>%]4CUWW=&HQG0TX^%$4=!:2^518IQ9R="%6LJD(Q^6?7RS MCZ.YKYDXH8^(RL'J=AQZ=E.?3}7[T=?79ETA09=\6U3=)= OB!*Y,0+E(26!`M2U^&JB:K`G@@529+A M)U$1[,_T#M0\]^!6;:KC' @9;-_1.UV7185U@\TH$_TS*2\(2-1AD*\T/LP MJ'=_M2VC?_=47.)",+R&Y2]'+IXVQGE''B)3+=8E"3Q-WRG*?:%'=).N&71K M7S9M"Q8"M3JU B@-!)/*P;,X";B LLG68@LLD+0*W +=0#%C M7ZH#-W^"35<,X"%?!M;O$PQ%B=DZ87,*>: ZUVJGY* KIC/M_B:WNO@T:DF/ M1U0PF[!F^/ R18'+5V[F8ND=CZK<1)XX7(B=IK>VOE_? D_!=E<INV_,$M+ MH9+0Z"L4GYJ3A-_~<6AT8$_/OJFSRR E4JW0\-HJ"=BUV^(-%SH:X M;CP$,S$5HT?M:AG")WR^G<""X@9&UNW I.=CX#8;B8K|&"=<2=]A$$5AQFUA M&Z4^[%5?I .\&@.I.:PMR0>,QMQ5XUBOH]R0@0P0XFAL/5)8+.<0U2T=9P5 M_CJ7J7O2TZ;#9[G*$.>;,T]PG\G=DC\BOU>[#.A\Q6^P1U#;5*# /,['E1 M(0>ZE4CI- %B#9PLI0$\2_V1TQK+$U5 ZE<; !5-(`>=!4.C8[%=T'=H_86.5 M5]GH=&R8-I?Z2'R']E=X\IVIT.^3[_5Z<^+WB)=MMR2Y$4'NWJ/KZ\S?WD! M[;@LS$>] <>Y1BFQ]1U_S^60QE4JF0T1_ @?#G*YX&R%.]T] M0IT]B;K6)G OPPX/,T=6@T3W&BI;XI#?1ONJFZ[}*?Q<&&+9"&M\0^.(I>DE MDTQGHZ.1"3@\>F8!S-M% >" (>X/UW)Z;OOV3E)K#GR^3UN#N.>]8L4WO?M:4 M /Z=;/&,XP S3&:8.!";RI#0ON$/T'JC5V,^MJVPWF,VY>M#PT<.ZN80L<*%3U

}A)RCLHN9NSVD(H=YR C'}@Q/T%D:FCLZ<7_AHH$?;DKE["7 ME&02@YN2SEZYP\?6A/,=L349:@[M]>/[&?H>NEQ\RX;WA?"&:")Q[RWA=[P0 MED]&Z"P<(,!]9()5TT]*
<4JG]AJL*QV5$QA-[F 1B#CX"[-M$6YA_!__MB@,[L%#=>22"@1L&:VMTAQ=J:BA(;J@\#E99VX$9V;0#G&@ NY8CLQI!U1A6 M]QATTT 7QT/AK_[?MNX*Z;N&,<7X7SZ:D.-
,^*QVK,\$,#@ 6!O>P.@5AU0!66M^^L]B_J*L@_/[(UVI#U/CL(2.$%?H*L &$%:8;\ MRK(!A^&A; 3V10?<@4?8:..#8#0$]>&ZD.TS6<)3]&1A;-(HLC.ZRR63/6/9 M,Y$B:L3;X6Z]
5Q1T=>Q6=4,1;GG;#(?IJCDJ3. ^U9G>I:^+??:OU?$.GS M 11E.],-)?RL]L5B2F"% M6M12;7'/UYF>-V EGCZN]3^C?*UUIO?/XEWM D426UUZQ<0Q $&! M%Y2P*29X"'"K`!=P'U-
?]N3@?7NQZ\>!Z#G\8#.8=6F09)BK_1P\8Q,U-![J6O MQ'C)F?]+OW(,:5P[T,3B,';UF]AC)R^OXAJ*9L+!3U7#OR_0VPW@K$FOC>Z! M:,,7@,QLV$4_,HX&UB#-
:H0.1_*]S(F*L6"8#19KXMX%!3(\U$&Q1A:K/Z(N MNFYRS-43:IR[_Q*Z!"$1(,1G^\:P!A?VC.&=FGS4&[Y.E#"KG)!-MBIT->BJ M?.MF>3G^9N).3&*^$@RF@D#@,48KF-
<$[A8KAH+96^CJ@V.M+*3H57]NWE{0B]PE@N7*J*>$KRO"A:U%;,R2]D{<<#792X*\?!=!T "KX GO\D-MAPC!9]BT]U(D.$=XX?EF>AQ_4/F M.R4B@P"?
6]EMVTHLS>#VMTQJ!0TU!2*J-425!E3'&R(1,H*TX[5=)8H?K /(M-#/Q 19BVF,IKOW,SE323\5?Y6F)3.7/9RV6.],S=K\X}6;2E7$18#HXG1)/ MJ#TP"P^">W>V(5I9O#K0',4)1A;B +/,
ZOU&5B\A,;+TX]13P8<#Y4^]@^' MGDW.90BP/5>BCX@(6*Z(>^_8<7;9N %,>2)S "&%(RGQX,@>&$D_C5W-FI*/# #/,0P/- !WN- MCP[%&]B^)U"K%J1 Y)!:H@J2DC5>J+0(1-
FX>5_)V:I"86DF@[Y5W;:U"@V M&;08:XAA+#=#B-D'V2# AD>>VTDIY]'!4;C RO1I50]?H/1BF$(X.$&E+F^/ MC+IT,9DR1XV&:H057PZ?
HA^820,DG*=GT^SI!ZMBNU;%S%"!Y*]Y>]JX82'>\:ZC$GW%3OL:QD;+%]+??6CTEZ0U5^@J2X93!G MG;_&^V19Q>(/"'C]E?U;Z.]:* D*^.\!W!:ZB@&T/##3A=HZ=-D)OB)L+WRR M-
)-5TD#YW5^6R@8:$^EO-J(">UG9+ 9F>K)J< !>X(.BZ.]\U%UP>4R*VIO'A<:^C M9AR,"I8ZPI8HJJT/?=P[6I7+FIGWP9K7#!N?XS*@369##B= W^.VB61[E&53,
MD.#6A732@^C.PTA. 4KS;Y7G8BFJP@5O&S M:?\0&.L0B.QiNJ5W-58W2VTP+JL!$XI[T0I]"">\O>W>$W5]@<N4CK"\IO+!?) M$P0(QR<9*-!1)A%:PR9$PX_0'"7>@$,.!XG(
&\P(25/B8 ;11HX-IZO'C8'.(DY6\ N)58LXSPYO^_.9_FQQGNG0]+S,*?B>7[S9"+0/-F>K>"!^.IQ@1^HOKIV/ZG8T';>\2_F]"2>HRN!G5+ M3,67RPSG@YY+";I9W>T/36?
LEE2MGYA=FC]6\SF$QJ>7E'${8!SFP.>^&MCD M[$I;C,W .//5!0A1.954;@2RTAWR.-(DHX7T74.\$H M4$"@*YQ/"9TD[#2[@&*:_SPKZAA@F;>FG,V]#Q2%(\JO9S7^@@.O7OAD,+<3
MF[TX4T(.J8.G(&NK'G#')E8]5E2IKH(_2(_GHK&\-(O7_'XZD_K3"\>TCTB M=O7&0?'S6?+9SK3[,!D.[PLMXUD^^HH4/$82)KPT/PCPGUHOR=!G8;!Z6BI<
M7;RF%VP#!*N05P)S,#! R<(/LY(G:@W)/=.N^Q8L%12::+ O\3&A/G17@(4? MC15M0HB18 D%]=CYC;^?SH[H.IHR\JF8<0.%@786:ARGK]R8+B4%>D.\7(\@ MN0!(H M6$;"
X8D&G;$FO4(LLPU-3-Q)(YA#W?@G-[IMXNXF!PEHYK'7B7J51#$TM M5G[>N"'> PD?*8X41-,^BQ#^"\&=PG817#OUV?I$9EZ>SRM+<*^,?FG"JN,!
M"\,%:F/AZ!Z_:8^M_<=GF(.&WLY55&V;<* 1%68:D'?(OO2%<)0E!!,/X$> M 8*:[1*A;\^$X]8-B1G$@IJ(0'S&=-'Q4L!)O :#0N^V9E>16_)RXOR^_+A M\]D'^PS3PW4J46"^.$.B((M*Q2
4\I#T(H!VX^4(\7FM(PXN6B!#A1 M'UG!A]OO3H2_>R _(Q9@O\],J:"#28+OQJ,!C-MP,F-L%D8>C8XR M"Q_)2\:QR!W\6PZ>%O%I,+TW?>FPOX^!&?X)-5S""[&N> M2WT]
((FD]D!KWOODNU"T*?X-4XY=,;0GZ^XR".G$_@%XPYVQ+'5ZL.)4.I7N=/"G0C;5Z3AOK5!^MMFY!9.4,*Y5XS'"% M8+!4W4O3[?MA]-) ^_JK[+A>4N-
&\[H6K#U7F'G86?:5,\OGEJ]>%O/'0FF M;,)YM3P7WT=*#=M/=@%>3+!+Q%DVHN3!'#O.M>++L7!8Z4(X'_8/SO4)UO2!#H4/$82)KPT/PCPGUHOR=!G8;!Z6BI<
M4)L>MF&";!KDK<(\5S6X;GLOO%2Z[$<^E MDZER.9G/9*-X#H:*V2\!E$G2%S@)$X%>=]Q"!JO9OV92R6RA%,4ZB47B*E;^V(U4"O!']I75?*KU<[_.M'_:6/X*"9AY_%#?
BCW(^G2REXB MP%CES;16KI3,9(IHKV4GY>%ADUV90!(N,']7"14;6_W0'^\,BT<;-8A8HC8T MIM/)?#;2D@X3/70#6/X+L0M6[HZ9(RD!,1BG]1W@62:>*(OW6]B.'N2[G%?A MX8<-
/'_<.%LMHW9Z@0BZ82N .=63-DPI8ULR3B?>OS!VL2' O7^Q6<6T^OF1 M>ME/ZZXT.2-=T]X*QE?L$] D[P%8J*KF[FQE 1)<==8 U-K-
Y4RO)CX%Y]>9V4FO=]D8:54XL$ZF\#_5[B*0S"WS MK;K7V"4%-)&1-!B980Y(7.?9^'G_JV8]]=57<9GS9-E))[1Y]#6XR>PFF]P6 MT(9RTL4H
M[>32)YDPJ1!^0^V+ZAQO4!NSKF%4K_:.%8;B%PCZ0R!W?K!_PA+NAR#_)]MT MQ61(A8K&4D]=2..^C_3[Z2; M'?YYLL1AT>,D\">X&^,*5.(/B9)6.)EFP0*BY"W]OQ?"J4W,_?
3Q7RR%!W% MA!%0P6W:53\VJ7VG"+E!FP!LN!,[HH/TV'J!3#$] ZM8U;#ZE95%W\C&8Q4G MP<%/@>*8C-]:C_I69SH1O^?5J=0[FY#/5QE3Z$[UE.M=9[!]2W] !-P/)0"
MKDB1D0+1#*]SG4Z1.2V1BIL',J=F@NM%!_O5DSP%?W\M7K*C#'>'H MK2MQD!"<>E@KN4*24Z$*OP5"SO\&E2'2@6 <$H\@AGU+D5.?Z&.-FT/%UB
MO$?)$(9$P.)66*6F!KOH^)>PZA6I-1(GT /%YL:B$=$7S@F,GU429VQ)T#'J MZ5B96]5T0'"&1_P%%D4FJ<_Y6;V*/Z;__11!^Z.X?'R<-09RS?BKWK V$ &> M@V\B4@7=>DR
J%DUZ_%0I^15\RR7_?YT*STZ:AY)"%]?& @(>\T\MRD@NY=U M[8^ID*<: -:6]7L5U,'/1X9H#OIW!52&[&5(594ANP!E>$PM?Z-I],[5&A0 M@_*"2-
,;'E"VZ+0\DDE@%NXS]2]UG6M$B9BBK-B :S#NBNX7=ZZHWQKZ/8RG MC*G+151/JS8#6$9_%66#W=BYY.C:G."8[I=0C]^)EFU7[V)9T=E %@=_L
M@W%_.H'_A6]K>D3G0;GH3:&N_K3.=`A5.A^HY>]/_<$:3IV6FZ,\T]V!X&V4&ZD,1>?6U5O]7.,B]KB>:Y4&TVJK5&^Z;2 MKC<;PDV]]<,?2'T3,-QR?AX6;BBAXP/(94=*WT\-
E(%.+5()UJ#I7R!4,)(# MHQZGR&/TP00,P02J7!3_EV M6-4FJWJC6WQ_T-)OM:IMJX,#_=[I'8Q/DSJN:@X#O+&1Y@;F4UK$B.<8^1HS ML2YQ"Y-.,J7_,)OGFBJS56R;A.-6^C
K@QFQ\KS_K5CN:2Q+4@:=ZQK2R<+ M"JMGGG,Z.25J;PB@X\'1L8^O*IQ[B,@EQ"HW:_RCH9O'QU?B@2;,M'S7\"Z
DL_JB5U9*EMBXO+^\+6M]3U$/6^<25,^1%%RR9INMK!.@C%U[N&C'-M_-LSVPK$,E>J4.19Q>.,)ZT(7'#T-9^)2BO^AR$*'2[Z5BYZ0_/=]!0G#_8]USM:YG<8'S5JP]F{CD;7CE;.A'[
M_9^M^8_E_L]LUW__,RO5!D;?_W1D6<%_#M[*P7K>AY7NYZH.WL>^Q?'"T_&'M*-[AKK_^AWTI8&'#O3[%'=P/_4M]0YZ0]&(Q_/_G!QEQ_*87,))_)^^]TTB> M?>1K>O@M:SQ6Y
TC>7=(*]N___:T<8 -_/!V8;L 6&RW?='VW+'"==P\! MIST3D],>B2^%03NH?!W;]]LI MUC_2UN!J^:|L<\XO/>WTIF.7LJO_:&1N1N4CKYZR9=@;8(01/0<6[;
M,^Q,$MFWT.S;I^M=\IEL ,H##-=HPQV/ZEW(A_0NK/C$SC0SN+C/&\]-ZS*[M]ZRSS6Z%L\[4'-=*HU3[TGC]^[L56K?7UY>UJUJC7;D4JI76-^\LGDO4!W0 MO+G'"%H;0[H6W:?
K9V56,Z-18HH%R>7HL;K7$)HXE.C4"O!/NW[N^^W8C$WY3 M^)B-8X!%*-(;6>).AT3FR+D$N7*Y$^*+3IN#S#?]\5K.7O..(M>];5N=U:'O M PWW]O1..R%^QE1]%DNE[X.S\Y^/.SV]
{'[0D-G//MQ#5OA32U[[DF;;DUZBVHABV$!)SW6?Z9N^G+Y-3 M<9#RG>PVNROS"1!KT=[G?'S#;WN6[@AC0#3S!UZBW;E*US A2M"13ZF[GK$J M^:!
<,/_D\Z)!X8OM%0LH2SW+ND]TQ8-T#M M92.P<]&6LF%8RFO2._3JGOJN;D\;D,X2@S[]LH-?H$EN3.]GORHG\I/F6DM MO161'G:=%U]A6+-
@PJ+7$Y(DXIA^8\U]>6F6F]_C8*J6DRHF,L$T?JHW=?05+ !Z^HS#,E6!Q55XI"*_M]&< O,89'V!(V6?>=FN5>C.C%(?UP=Z9MV#=P@QJM'!E>WN8D>O;&Q1$9X>" M:)JZW+58Z)-
!0}(O6&R@(N&@50?+>!V^*[JY\'-1UA'R#U"98'RJ=XQ#Q>"# MZIJ ^:;T'_!:=C6\W/QM#?X7G^]*@VW:SW;/O'<-]G=/U67#6&!HN8Q6SU@ M>+/Y+&.V@;=6)9B]7(?
2ZVGLW++=+W-.O&2QO:3^5=;P47]#+[M.35;FLW1")D!%%=8E2O==6ZQN2U*.;]A #5?.U+U??]3%WG;L=E M52]QS:EFT'$G
MN*4(7V!K89_M$MB^5U.7+^$:QY]7,QL&8A7WCCB[\\K;VY MBV.#}(EU^.A+F?H;>@(S\VM452H?\T=?CB)3(5F]5BYBF0B]]GD[_67N% M0;!PG1K]
{H75>WELML4]5)7T#AFX;JC/@X7#3 I<^,X<9W"=X]S#6Q_*(FOI MH5($0;LJNG.A!9S%+I%>EI U6>LDF<%>D91P$TU7/+ MI*=W RWS8].P?.&[_I_+DC*H_.SWWUK VPN&-
GZ^8H;E+/(U@__3QU6S3G^Z-M[*W:YTN*]'SVK43ZAE[%.ORPCAS/QV&TY?-A,0_K7 R]']E'.E_WV*/JZ MN)PTKIOK@#_.OV(\%T[_#6]?\X5@62M=+T?L@=I'FINJ;2'WNH5PQ96LCR_
-H[MY7'51W6F%QGK)7NOITTE_39GO4\5T-2ZZ%4>LA.]?#/^U06 +ZC02+@D%/PT MW(.Q1_O3)/"1]^M[$KZ++"FL^R^<+F_>GR"JQ.4:9)"J2-H;VI\6\|_8TW+,!
M!Q]^TW4U@>6!F52ZP,9*GE=:I[937FG="@WM!/]ZG,XF!2]8^)2U2!V S]9C MX8](X$]P(+X9QF4/F:]TJD(V4[#G3)V 4@,<$;HYZH6(MNN2=[]%,A-Y05 ?TP4/M18!!7NB6O,B*
(HS8.NQ1(PI, &3"1YIA>1eB?0/ M)B4)FT/"/|P.0@6.#T;$1e2+VP]^B8DSG@9T@G*E_:_9EFJ7^2B?!O>R'4%4CRY*:7 M49(.:P+_,3QBHC(Y 3/-HQF6<26#%<;+-
M##3!5GMXZ=+8@P MQ839V%T19G]JJN \E{}!(<,H5 7?LF!;-1_]Z >A?JAGJ_:^$G3ESI*! UH0 MIJ5GC2Q%A+FTQZ3?AQ%JH@0,BSR P5!3I")'HBHIP_A*_!H'=.D2RO@XTY+_
MHB_K!O@-8TU'442]2%G##CFVYB2"9NCZG(*793)).)A@M,;<,XY(FK1$$C:XG+&2)OJ(&[^ L7Y MJZSF!'^[B)S108H(6\<6?=76QM33RU32OW}1.B/0,X2/JQ2XQ_#4)O]34^7 MG_
7O((_F Z?*HW46!2U?5DR3KB*U(5.02Y*05B?AC\V7:X'<2B"/^ G M6J 1L5D9Y8.U(N,V!!*65LB"UZ)C-JV+T-X(#&ALM_P2'NQ3QK)B%'.1.*F MV24K2F#O&YCL-U!'4@7
'B4L]Z@<56BB#OW5MD:0J>8B^D@VJ28\$6['L#'^ MMZ1/K0C&4+,40")#+2B#XB2FKKGCW>$\J*(5QG1]NK/,V9%B8:1#N"<)24-5 MQ/0R:_T.ZBUG,?153&6%*2S-
TG$$*=3PBXAA$*ZMZ"7,USMVT%+O3DOM<+LX MR1G-<=6![D ST:?1,+';G3@^C-? !S2&VHC E@8"Y1 ,H2T:C*YIO<($P85 MC)K15=?Y.%V4E%6(G_=!
(EQ;747NVV0%7&,;>=*:QMP@UK7F*A/ZJ]LK<%# M 1W1E.%47/L=M_E,-:QK6ZE4K L(OS8)50$/;/=4!*) V(;U@&YD)AOR'+Q M'(_FH?=E),<\< 5/+"^?[TS/_ERT!Z_7K^6?F;
<)R(7PH3TH]>U%S?(C;7.'M!D;9JG"-M1MKL<;,OUM$,IF':XH8),U'O#,RH6%6T,HJJB2B#0Q)C66UK? M?*"'T[6.(_(/J8HG_[#V,SM3^;KV]#MW/Y$K#SM,1,2<<\B>) (YATRQ,[W] M?
OY-DB>7]P/IZ&NUZU32:X* LT8?+[&K!4,75>7F1ZU]HE!OBH- OS7,*D, M'@DRL :*$P8*Z().6AF5PU%0Z 20C;!?]"KFD(JAK*6#>6/4YGCND9;KJQ..K#B\ET M-JQ9+ASWCO\'T>_
TE-Y^(AN$/^1D-QU(UO8:8'9^>I,;">;ML-$U)=QHC$G MU$<3FCU3XV&ZM%_XH)V)01F(VLP@/-8\]^J,=$TW+=4F^J@CF;_Q*J6I@'OK-H]INU MWXVT,26.72
4^+B8!IVOPV0BBO1Z>%(-[F"Y1:YQ*+) # M?*U3;M4@GGV!--WQGZ$*D?$5!BZ%%TU_/*,[.J,(BQD23T/'1)2F$/35/!S M$Y3M/"})19+'W)R0H3G$CTJS;!X6HX]TAMO@*?S'<-7DQ
EG=%?VZ]'S^J MMVL@8JU M9#$?.5_'QQ4)ERN$%^SKDB6,DU//&[Y$A=W,"5<]DH;76IJJFI40HPJ96#6@ MO#.I'!@GB-':!N(W^W4'.#2 $\L6Y:[)/L&7X?-S[MN/WS_TKG."_-5"E[U;
MZ+&7+U) E&7<^\,/%?8$3/&F?7Y,+@)-?CW=X!&XMB3) M7!0F725S-X!>!EN2>)9C)PPQG\@?(\R8>"M9QW/V'M6*EO,CQ =URLR^_$*H M&(?YGXG6(,@7,V>?V^SLL|
{9!W*&S6O[_YXK.7'/_6*O^JGGW7./KOFV6SY:BS]|LLX9Q0W50*1,V4B(T3"N>_!L]_C$;[5W%?.6%V3L2G!!'[T.N M',D)X6=_OJD4B)HV$-O9GYZ,;26+J[_j'!?
SWYV@L"J9Q^'%Y%.ID)Q"D+D MP,%\C!]]O5CR070'N6@NPKK'"9__O#DF19'7PY,/LZFPX F;\Y#;8)PG_>F=X-QC^ED9'[M)CKT@_"OF%Y\5^#T*T+=S@&[6HRBO !$O!@*
5_3Y+OA57]4_O80K!G9'$38 MYRS'C9V\#1JE D#KF%;;?O_Q.BX\#$>RM@78[IFTZ%S^\3L!2]2YC*3MPKCI.;*,N MRVFK/8GSXE_;#_Y&HQ&6X@CPA0=WES+/9RG[]^%
EXSHADF88BRXLIE4_ <: M*G8J*[@>-5MQ5LJE[&CZ]"@W6T61LS>68?Q64Z4Y_D;$EU9E4OR:(&E65R%+ M&<DH0#?L:,7L6PE#54 G]
M2Z*37&%%ZEC0*QH\TV4<\EP[RG,M,=1TR\FLK"'^&9;2[6JSY$]FU5KM^E6E M73L3*E?-FW;]#TZ1%FJ_KFN-5NUC)K$VR(D6.BE2ROPG5+*QX:N"CBL.892]B|
{'29LOG$$D[X^#OND+OVXN,G&%ZB+XL;\ M3@.YF]%O!=:*(XI6+L<%#QTYJ'$U>L#U:K]H$6S4:MS_=IC27?O:54)CK<NW328)D!B6C)X_M4 M:7#?76<2YQ)2!W8RRR$\MMS68-
:,N(+W\YZ#TO^/. 7!%#H<-O\64PFI!Z6)G M>G;SG+^_;'\OB=(NL))*BT1+[$/SZ>/,%FHAGFC UH=)#!-H00(4=3A9XUZ'2 M]Q4?KJN)8O<6.D4PE2+UL$>@(H)XQ(0 10<4530*AYZ*.V?
@=^YFBY]$MC2^\-18/@ MKV=9S'T$A_U(4-G+.YH08G-$3 20\0(!Q?Y2O2>;. R9(_F\%!.+W=`/HS M9 &&U340DQ &%E#C"+(Y"8"*L#$$*.F/Q[J[N2Q0FST3J $PQ@]P_(4X4H9
MLHL8'/FI -"K&!7CC4:B?8WTX.-;W0<$(69@!W2K/:P..&]= E&GW\W<1>E$WD^1@P0@5> M8:\D"0F9%P*3# Q&!TOIRXJ"J^>XL'"+@'F4'!Y&PUD)'FZAVAL.Q!S:.^,XN MMS)F\'
OO5EC&(I #,;(L0P MZ$9A,@8[_S0)!J^HXK<6*C8V>$OP!AUL;,PL@R+1&^B8DSG@9T@G*E_:_9EFJ7^2B?!O>R'4%4CRY*:7 M49(.:P+_,3QBHC(Y 3/-HQF6<26#%<;+-
@68<)(S!Q!*":;$"U) M&Q"]>@P*'K'J+8/-&!)0-0=3"7Z(M5@6S\13F':24(+WLSD#.!7P<,PE@&L M:U#.ZU(Q"0^J0ONBQ$=7MN$%, 0R-=ZM$0K^,V+T=!E_M-G*!F9B#%9X/*^>
MW?R\G?1O#.GK!?Z_X7.].SU/FU?%]6<\W'CX-X MG9M%O$YUH5T??CS/O]4L.2CK\WKVDVE76]<")>U2]NV:VSK78CO^-EVIPZ MV0V'\N=62!9\|_!KZC\XV)%W\4K"0%R.+4.")NG??
P M.]H#$'P4'UCL.RYVW\&A7ZXSM>3+\FVO M4.V.B_Y"/Q0,"$WQ/HOZ G2+"ZABE5]\:B<$TG Z+9_5"V>OEZ]WA:/(UX0S M1AC,Q/IX$]MLI=()0>BC._GV36H-
,Y7[AS6V,H,$\L4Q]X.;8(^N46*Z"BQ%Z MH_=&G&QJ7-AD\AD*'V=[+?E58$5D0LV'AQK<\9[5QX_>_ KXCPO=>`!S.."IM"_E. "RUY/M%8S.N<3SZ.;%DQ1QZG[6B= M_9??>
{68&#&@UM/S.(#6&S#90R+MU6(60O#YIM5SFSQ5]DYB1 MUQO*;)N:R^G1@.2- ULEMU@SQLO+;TK!&4T7H& H]> M&A2$T(=#'L_IRN1W Y/>:*_F_[&M4ON/!MB^ DP&3+
MC'$K96:RA:ONGGKR)YE\1 W%GBBL>5,6-CEM'LA]_OTG_YIM%7/C-S_M[&JG M/9-D6_VTLR?E3"RG_09AF_FB"2K*0*L+.E0I1LFD-V;-S+*L>-<97?T,7?PV3 MCHS*N*@.NY[1L
MH,@L/D.F,RR_GF] M<>%9R>,1XL"08Z^ED\BRR47<^]_WI@73N/F!2ZO[NK6>?K/(\Y;4 ;<%T+M MJ"$7 R^LUOF4ZTP,T^KET?S]=XL?.S.I[B+0S+^*E8,":O9]S,9 M[Z-5I4O7
9M;/))R:X#?2V9G^F=H-']<:X6[NYW40;UYX4.Y,]VY5,A=-SMV-M5F5_X4.P-DJHM%JU-OU/XTRXK%=.ZY?U=KUVF->Q*5)1QE,3D;^K_7[JS^?
MVE+!>;IW.J6#S>9HCRN3Y\>*=)G_>+,YWB*=V7Q;8_AC1CFCS;@;>%.S?\O5 MC-NG-/V5OZ]?%4X'PS_D;9*1D1W[N,9CK7]L0?$@:L/(#%7D0S;KWE\MM[7" M V-(?P6.
<'F)AL'8DEZM7DF&^(%'\YY_CF' 0J7LG&,4,FD%X-D;7K.AX3F MOBF.?*38J\VI2=T2==O;Y]A S!S18=TV-+4W MYZ996;-]_Z?<[F>W#M#p8;JQQ+^E2H[[,]BJN4=*[5AEW_)!X0K7/I8
M>O27&%VT%D#8X027$##MQ5"^D"[%GB#G"H."HO%D<^;#=-'"IU?JE?M9T9ZO=P2 MGN02R&X,BN3)WW#/06<4XK2)HXAL.DRXO+;_XC8]8ZM%##ADHO#A<]D]P*4K]R9
MDE&NUNMGRX7;[MZD,?8^-94+Z5N>[9IWF.M*-"V=_G=N6JJVH =_P=,Z7[;R MG!?OOF97]-I_-D@-U5RZ4N5Q)8,LQ!MH_\Z2+_)=M,NDBM<:]]<5&O3?OKV\-
Y\^Y,]WEJ/>O_ W5VK&P@HXU1J!PJG(;=[H,'H>)G%F0[5^,>;&S==:0]E%A/J- M0%*WC?5;F.G>/9.-L6:(R@6]NV.CCF@%]#2QWTJE_&<1J>E <6%O0WP"R(R M$3ZO?--
'=Z;?'S*5G^-+HSPJ?Y!#_[?[-3^+%USM3$E]\'@_^MD:WHM'7_J MK6JST:XW;FMG=H-,L[%RH^?6VZJ2:PER:=9=TB[R\O'X=I=Q)HMOP9P_2#.'LN@8EEQ9%&
(*4#V2_K&D M/)+%?/1L')CP!#20J#$*,XX$4%?T--A8&AMR\>G>":;<",)XZ8 M0SZGQN9#SW-.$K?X%M] +'@PI3GQW 3/504>X8-2X(-=:V*/BH$V;2H#O%?< M@]<]LUR?
I$GHT/PEX

*0:;_DG4;O6B&$;V5L7B:=>?SU2&5JV0NW^6,VW'F M<:I\>^DY?.<^0.BQ)RQBL_#WKL55<;AV^60N%U:PP[B*\P!E)2IHZ:*BN,&> M1M83=7V"@AO=5)LG5&+:_$!>X9+QT7?
*PDGI68[_3,^ZX[*B+#9'J!?O)-! MN,5C.)I*)\^$DIFY'?+5'^A=1,]0\2$*'\;12*_"[8,&&4]\D/&(-P ?28 ^ MW\E\DM$8/>=;^BWYJ?C+'ANUMG!3NZLU;FL,=@-^<=ELM: $
MLOVM)K0JE99P>MNJ-VJM=PK$L>IXD]T)WP7UBUL4^XLK'\]"\'Z@4:\5]7=: M;/SQ"[$E2ASCVPO#$MD[MZ9V'SHSY/7PXKW;/K\7Z;D\ONQ\T_=@-^<=ELM: $
60&JV&BAJF\)=S,8,#*^]GM'B 1!=+%^XN\L%>+60@#L4+L^X:9Y?;V M/T/,E]_3\6U_VMJ*-S_4=!FEBRO*\XIQ3Q@^:S7H['ZM5D'
MZ+T8!1!.EE(+>X(W278ST&I;P4:CL6F+C4#,VKA\2LJ+YO]MOAJ"_6'\YT)E M^*>5?;K(F!A$T2/((>SSSFNXEA71V>4KH#]T@_U"6LU56'HM@;M>GMB@6Z"__MFTW8ITJ+X?26/M]
X:93&O>AQX(?(HZ;3_LCAY>!\V"65^M7/\B%R MN,>GEV?QPK0_K]PWW^$#G\#)'#.<.8#W'#0]SP$#?\Z,YE/''# MR_/IT_GEW?E3)7N(&^UV++!PB!ON;]PP/<^-C0.D,ILLI1?#5!
[BAA]"M&\: M-QQ>Y/_Y. %:WT_]:F.U_S76FHC*X*YR/H>-!RKDF^U:2[BN_*Z<7M8.7:_,K-LO MY>;4[5.^G(L[6PPOL)_Y6F=Z/KF7GRY?[W]>EC Y%);S=I3OD?5MN9;QFF88I
M(IJH&HF??)8G& 21,0:^)ER=F%/F;-P[K&W?A^[O0";G0]7W5SK3;G5\UY!O M6J_%?*'^/U2:OJLD7'R(PTO&-AOT91L8;B8U[A77#L* 723@3]WVIP18\?N=F M;]S15QN@'!E3B/G_K;
.1M3QXJ33WD3C5]A MKZR*RJX/Z533=;1(>\RHF5H,0*F7$<%]ML=\ZQG:=(-MA282P!YP#/6_*G]'9CF6 I]'CP6A,PJ!@$!=-.BW!DW]M]8'G93=2N001!*"9P2+
M;3H17ZZ\RD:G8V/KPC:.*KG"(^KT?]1]X\[T(C5H5L97O;O^@PN[X;4NCI8/MF[A.)W]GQ_=*?Q1-@JY]*#B0Q,F$B#11 [Y1(2RV$D$8L!TF0CJ(7)>:B?O, M37-
M<&S5R&.S31E8W19.+=L6:U+Q\:*?&3JG9K]RMZ6WY85_K,%]HJ:&;(D9Z4"G%755*KI#+I#VRB$WS*@VK0' M4"E&Z:(VA_?&S]OZM\>\PU#VRP7')%R&J^8N/C07LZQ0\K%5'
!LZ6CXKY58 M:D$AQ,[XRHO.!;0TKIE\XP?BVYAWQ&^/CQJ1>I7SKI,[7OME@'M%RZ=*9NE_G'8HK@46VY34J9B0NJ?(\N.E?G(_%[; %'[FX#%O$,J8W&P9*
MOQE;Q%@M$UTLN9KM6UY@^P8\EH;VS)SE(GHMF04&\%*G M_A+OY:$_9[;DD.RWJ%01EW5(2G:L9Z5CR.&FJ_E/NR8IJ*-M?
C^LZZ#}));6]>Q1MYY_DLE=H2_*\M[8UU[>\)W]LI;31[*PS][>PI[EDA^-_MPM7KXVM=E7)[9F-'\DHL ;=D*K5TSF=/3,':=JSL69[0'TX?'D;I[W=:>4,[-M.UUZ+W9V>CMV]BQQS?
*U+O]XBOM%0LH2SW+ND]TQ8-T#M M92.P<]&6LF%8RFO2._3JGOJN;D\;D,X2@S[]LH-?H$EN3.]GORHG\I/F6DM MO161'G:=%U]A6+-
@PJ+7$Y(DXIA^8\U]>6F6F]_C8*J6DRHF,L$T?JHW=?05+ !Z^HS#,E6!Q55XI"*_M]&< O,89'V!(V6?>=FN5>C.C%(?UP=Z9MV#=P@QJM'!E>WN8D>O;&Q1$9X>" M:)JZW+58Z)-
!0}(O6&R@(N&@50?+>!V^*[JY\'-1UA'R#U"98'RJ=XQ#Q>"# MZIJ ^:;T'_!:=C6\W/QM#?X7G^]*@VW:SW;/O'<-]G=/U67#6&!HN8Q6SU@ M>+/Y+&.V@;=6)9B]7(?
2ZVGLW++=+W-.O&2QO:3^5=;P47]#+[M.35;FLW1")D!%%=8E2O==6ZQN2U*.;]A #5?.U+U??]3%WG;L=E M52]QS:EFT'$G
MN*4(7V!K89_M$MB^5U.7+^$:QY]7,QL&8A7WCCB[\\K;VY MBV.#}(EU^.A+F?H;>@(S\VM452H?\T=?CB)3(5F]5BYBF0B]]GD[_67N% M0;!PG1K]
{H75>WELML4]5)7T#AFX;JC/@X7#3 I<^,X<9W"=X]S#6Q_*(FOI MH5($0;LJNG.A!9S%+I%>EI U6>LDF<%>D91P$TU7/+ MI*=W RWS8].P?.&[_I_+DC*H_.SWWUK VPN&-
GZ^8H;E+/(U@__3QU6S3G^Z-M[*W:YTN*]'SVK43ZAE[%.ORPCAS/QV&TY?-A,0_K7 R]']E'.E_WV*/JZ MN)PTKIOK@#_.OV(\%T[_#6]?\X5@62M=+T?L@=I'FINJ;2'WNH5PQ96LCR_
-H[MY7'51W6F%QGK)7NOITTE_39GO4\5T-2ZZ%4>LA.]?#/^U06 +ZC02+@D%/PT MW(.Q1_O3)/"1]^M[$KZ++"FL^R^<+F_>GR"JQ.4:9)"J2-H;VI\6\|_8TW+,!
M!Q]^TW4U@>6!F52ZP,9*GE=:I[937FG="@WM!/]ZG,XF!2]8^)2U2!V S]9C MX8](X$]P(+X9QF4/F:]TJD(V4[#G3)V 4@,<$;HYZH6(MNN2=[]%,A-Y05 ?TP4/M18!!7NB6O,B*
(HS8.NQ1(PI, &3"1YIA>1eB?0/ M)B4)FT/"/|P.0@6.#T;$1e2+VP]^B8DSG@9T@G*E_:_9EFJ7^2B?!O>R'4%4CRY*:7 M49(.:P+_,3QBHC(Y 3/-HQF6<26#%<;+-
M##3!5GMXZ=+8@P MQ839V%T19G]JJN \E{}!(<,H5 7?LF!;-1_]Z >A?JAGJ_:^$G3ESI*! UH0 MIJ5GC2Q%A+FTQZ3?AQ%JH@0,BSR P5!3I")'HBHIP_A*_!H'=.D2RO@XTY+_
MHB_K!O@-8TU'442]2%G##CFVYB2"9NCZG(*793)).)A@M,;<,XY(FK1$$C:XG+&2)OJ(&[^ L7Y MJZSF!'^[B)S108H(6\<6?=76QM33RU32OW}1.B/0,X2/JQ2XQ_#4)O]34^7 MG_
7O((_F Z?*HW46!2U?5DR3KB*U(5.02Y*05B?AC\V7:X'<2B"/^ G M6J 1L5D9Y8.U(N,V!!*65LB"UZ)C-JV+T-X(#&ALM_P2'NQ3QK)B%'.1.*F MV24K2F#O&YCL-U!'4@7
'B4L]Z@<56BB#OW5MD:0J>8B^D@VJ28\$6['L#'^ MMZ1/K0C&4+,40")#+2B#XB2FKKGCW>$\J*(5QG1]NK/,V9%B8:1#N"<)24-5 MQ/0R:_T.ZBUG,?153&6%*2S-
TG$$*=3PBXAA$*ZMZ"7,USMVT%+O3DOM<+LX MR1G-<=6![D ST:?1,+';G3@^C-? !S2&VHC E@8"Y1 ,H2T:C*YIO<($P85 MC)K15=?Y.%V4E%6(G_=!
(EQ;747NVV0%7&,;>=*:QMP@UK7F*A/ZJ]LK<%# M 1W1E.%47/L=M_E,-:QK6ZE4K L(OS8)50$/;/=4!*) V(;U@&YD)AOR'+Q M'(_FH?=E),<\< 5/+"^?[TS/_ERT!Z_7K^6?F;
<)R(7PH3TH]>U%S?(C;7.'M!D;9JG"-M1MKL<;,OUM$,IF':XH8),U'O#,RH6%6T,HJJB2B#0Q)C66UK? M?*"'T[6.(_(/J8HG_[#V,SM3^;KV]#MW/Y$K#SM,1,2<<\B>) (YATRQ,[W] M?
OY-DB>7]P/IZ&NUZU32:X* LT8?+[&K!4,75>7F1ZU]HE!OBH- OS7,*D, M'@DRL :*$P8*Z().6AF5PU%0Z 20C;!?]"KFD(JAK*6#>6/4YGCND9;KJQ..K#B\ET M-JQ9+ASWCO\'T>_
TE-Y^(AN$/^1D-QU(UO8:8'9^>I,;">;ML-$U)=QHC$G MU$<3FCU3XV&ZM%_XH)V)01F(VLP@/-8\]^J,=$TW+=4F^J@CF;_Q*J6I@'OK-H]INU MWXVT,26.72
4^+B8!IVOPV0BBO1Z>%(-[F"Y1:YQ*+) # M?*U3;M4@GGV!--WQGZ$*D?$5!BZ%%TU_/*,[.J,(BQD23T/'1)2F$/35/!S M$Y3M/"})19+'W)R0H3G$CTJS;!X6HX]TAMO@*?S'<-7DQ
EG=%?VZ]'S^J MMVL@8JU M9#$?.5_'QQ4)ERN$%^SKDB6,DU//&[Y$A=W,"5<]DH;76IJJFI40HPJ96#6@ MO#.I'!@GB-':!N(W^W4'.#2 $\L6Y:[)/L&7X?-S[MN/WS_TKG."_-5"E[U;
MZ+&7+U) E&7<^\,/%?8$3/&F?7Y,+@)-?CW=X!&XMB3) M7

MM+]};UP_V@^;V\F5=V#7HHJUQ1\3+#\D(}>, K$KX;'"E/!<4>KC?^$^,+1 M-Y 7_*R-9)V06S6>?YV5.G#$A@3;)&H3"A56\KLK-9+"OF:)1I%J_1BRP3?* MW:[EJ-Z;P6YE.&:*H_KN"%W0>]F>I?C*FC$BTJ#X_5'S^^=Z{GS_+ECXY,;V M7M]F(=EL?H]6#/L!9':#.DD@Q=9'4'W[0O+Y}TYN%=K$XZ M:X;&R$K ED8J_.U:U2>*

{!)A0&@&R*QO[IFTV$U56^=H>6]^]EOJ2<-&0"M' M+<@E1QF7+[!"\A4X=T M-M+=3$GFA<2.U1W(-A@J?4M52>U\C]_YW_]7*Q1R'JT!R0UU+AYNB(?!L?S' M? TA@C]HB9M,TP'1AL(- PFLC1WDU*!):L8=Z(ZF->==7TP=E$EW?!C]3B-J m%(0'KB.28!>@ILY23\E'/>==\ M%*R0%=P]V:)YW%DM&<;I5N]>#R]=ZF(:D*"R]H<'"DJP19'5QIR& MEJ.F8BI&,A#+AZA+"""K>M,0R$ M1'?6.S(4#>2^(^OQ S%-05#NP?'QP9^#F\&W:N49R',,0,8<4EN*1&/^I<= M(M"9EENQQTG-I*2@YC5$3 W05PDG7U4-*

*:$@=:LXPXBUB*79@B3"<_JS,V*N M5A;/ >"&X#,AD6')F@V+H/WK.7@D$HX(+LH6.# MRBQ,] T4-).&"J-MJ^,LOGN$JY^X3M\@H\&O_U&{M)^RJ%V94NC;$&$}!UR>R 6<7:9OJ\QL$-';AWF*PZ(3B MG'J.KL^0#9[!2+6&VGC,,*K'V@R^?2,7^C_AW M-#@ZGTK-!3L\90]D/%,2N(= GV+#RF=T;,\/@#:H,G+F+EA(\WX419/PC4*41 MK[V+'H#.B6S=[..1+N,].# [>#]MG?4?&54RR1'2*%.#IKH$' \,L#95)13=D M%=Q*P?RS:._AU:-C9:]M-A9OPCM#MI#O<+#AMBKUVSRHH,IYR2PJ6.$#.3S?$ M4KLJ,&]@!{T0H4.YL>'TWFDC"@]B8].1/N?*-2_YM@]=5F$O=(=!=;[/SL[MTJ&FZLH'Z5SNJQ]AI%L'&"F.4/TH7]"^R;V+&/$BH@'Z2&)7>T[D?I M%*0@V]53$_66*M_L=%0@<1A{1"?F)S&V MPZ'>-D1E'BV, H/[IX1S9=/QDA37RBP4Q :9 M_?';E)ZYGT])03$6#"EFDYE)$?$!F?YC_AF1XEPWI-]5W6!^-5+MSGJ'PGR@_M_6H8KKD18!19VZ?X MI"/I'JP.,+)(4Q>>5PE8&3/*0/;:"KT]P.#)&:) (NI"1.89%99QOY\$;_Y4C-Y#)=W#4MLU2,AG2MtV)O'0RY%IQ-U E0!\ADD,,O"3&KP MK/DT'.&N*[^5SZTO7T]JH"]]4X7]_'UY[*FGD4$9#Q82ROZ1#AQ+L"IUF U M%%4A)A3(B@PJ:MY5Q;\"U)5E7Z*859P%L\\TVR.Q_T5/=4L_&'4G:4WT:|_':-XHI,+0Y2?\7 MI=S-4^PHRJ?,I#_4?6*XA1&(WJ.3>@LTBYLC MZ).=1D)ISP>]GMUQK@?$[6<"-

*.&Z3,,*5SM@ZT"@FFRI5LJ66&W!/I MMT]Y([]1K,S.FA<(/+FAM^(9%N\G%K\B.N03L^N:B'><\ES47SEBDO= U&[M&.G=9 YX?N.XS'!SS_&O4?>&7*EW>

*S^DC(/!?]GQ(1=T*MN*^"O)XQWX;6=(-MB2*8D-05&>_<70'!:6OV6-&ZL3S"C5-?X)"D!A6:YU#3$BOA-K-.LI5!*>%BOG M-$RIC[DL\ H=LY7X?,=P$VUV-

*KO^B"^.^5HTD]EX]FM:G5LG;P'AY&M1>A-E M8$5$ 7A2EO_@MT;'VS ZWH3)^EK.R:NZJU]/A_>_C^V]FS_J1$ZIZFY_K55W M&\|F \@F/?

GN3^_X[.8XISU!S5^E'E_SE_1_X::5]4&4J1+.PR_PN-WFJZK MKC&QG,TNLD]GQJ(W"CGCU>?YTXT3%.@UER[0*X*QL6H7K^G%70<4W<]FKZ.\ MB1*]XDX^MY-/UDZLFD;QU=QV8J2I+T5^1%D=5;9L+U]'L^XA [3ZJWY*(J M.M_^G':^EZR3.BB$S*>QJ62T=`_0I0@K.1W6ZOU!_\;J C"Y8&CTMHP0GA5S M-V0-

@\OMF<(0UY!$QF4O19+Y6F3%C/#UN&4V,=W&EL_)G9+SNIC4 M>9W ;?)3NW1+ZW0[6CU_>_UP>8PO{IYR.18>*\!C/>H'' M:I3OURM3G.O])0)F'N U>G5]GMI(+[4K6WH$_'!

*{8Y@90F,6.2R@SWV-^K\ M(V<*7F,SQA{8]33S+(+&F1_ORG7E_>GFH_G'5VE9@)30'-WO*IK%1 M)?-4R&>^2=1>\+=E.Q*'SE7=RQ= U6"J.&*_8YN?HM>ZFNL@55!GK\^IK-M5!*

*M:UU'ERV_AU\4<4<5L CB.(9AS@S:DK,>VY]&H#VLCPSV/]HN?J]/;[^_AC M/@M6D OOX@0N;U(>&IW]W(4N<<>1{-G4Y^"*MO$\N2,"P6RHIM2NU@L!_<,

MHSVLG)PEGPFW"U<[$30B7_U(!=&*:B!70R:%%:9T)6VA$>)9F7!!>?6PGQ.-_MT8YCN!5S]=UM .E%KLX'M%ST&RZG @G6@UJ8'RUR2[W# (CE]74&L V#EK'

MY^7JC\K/F]X);,AP'!J<5QA6\-X]4]"-IG%@"-<#QN;_E80*C".$9966XX:.M9#^U?!@Q1'ANC@Q0X=6&H8@_-!J&R "0Q8&L #G3QN-JP_OW=- FWP7.J>Y7

MSE<=\GIZ=OOM(3>RO^^%/;6=EMBCC6;-(\:G1C^E!69(Y?=6@GN-7_W^9'QM.83IX]ZFU_Z5Y<'GG[>9%L]66FC_/FZ>M9KCM M=G>[.[M<-AA_.O O2N_CHY_WZK{1N%=

*{+R#M,UP-)<'TYG M,_9P8T\OAV=6=^OR[OP7 >#F]R1^9!_UE/K[@9>\BTOX5M\A+QB.AN4A&;_MNT331O=H*V%8#G0.PG/DP)'5[VXA_=UE'"J- M;7PAJRT^%]$DZ?

*[M6_NLU:A_;14?-T^KTZO)XJ MWTO5WZ>]O8I9>S=_7U9KG^D)3*7(BZ.]K ST!10WC|(<#X%[.%CZ6'"%M]] MVHF12\,G%'U/GV.E:RA9+>[D2BRH4HSJZEA;K8K9AFG#WV,*5*-

*B)RN>1.1% M3 I(PR^@__95IJ=GA5O]\&ZDK'#[8OKI/O::.!8MVY_*OV#=&D^]C+E{E_B(M M>OVZIKYR[?]*ER)1#&4N2//BN[#"!?#%T((N,>X'.\-R"T']LD?]ZI_VW MX[[Z4%]+!D0)5:IB;T?)LI\Y;=&CX_VQ)!77#2\)%(B&AV@:T(=)!OQ:,E MR?KPQ$]*7.!DZJFTS*U$);,F<<(([HY_&@FO^>K3";2W>_'AD X^1'8

M5%LP_+'"\'O#2;MB[G^QOE>>B>'SEMMMX)L_X7WZYZKCL0=U"!LOIY MT]#EV?SK;K>>WO$M8O)IM/LH1*)$K:,=^FO))Y@/'[T-=+W&4,G!=43N[;3=_M^]7L?

YD6CJ>];::K@T^OS,);^6"@Z_1>^]J[&QZJ-64;Z'K;@:Z6]K -!FA:)-,P1;M7THX!S+V@J$9;"6L C>7#@.Q*7ASUS2^3VVJJ9[/"@-NX M4=);GH=_4B#,!(O C&_I[1.@OGK/

*;;AU"_5UA2\W8,^-B+TUUPE]$=_,L\D MW^B_ES^%]O:3SC^0BF!=M@W\!?_FLODT3.Q1=4W!VJG@W[R-

*MV1JPE<_&6/EQWWJXTVV.0LIG"1,^8P1Tf16BR(\S87Y,X"")$)PA\?$)!TK$I M6:K.\#(0Q4&-.9,7):+XE4F$AW//7G(.[YBT/8P(>V_B_R0$#.7_: 89JC4 M&["M6D-TTB#PK=B

M28BFB/7Y .V"LP_QFS325N/QTB/[3Y42D4 XL+=A)'!5-_K]XW;3'A:?D 1F MI$<.))"&SZ)4B:4!%\-^+@H'D0J#B0UVU,,:]0 B^#S0S# Y>8B:+GE3_[[

*MJ%;YN3PFW.K)#_Y.1AB,?-1_LSYGS[X93:/9_.7%TU6@?736EXZ/&WM'Q4?N72R"=3\]Q#2C)+YFB7TA9TW/\P^89%WV)&(L9 MV1F#2-7&=(.D2

MR3XVE!FI+1'PXM+9;BJH3?HD780GQO'0WY32TX<)]LXF&1A[7[N=P>1&ZSQ7-M4'5EV))"\:6$53V0Z%?;K[FY86'8F,;.>S^N*@_%\;>]BOSH,.Q;^SL72DLX M#9;]f^P5ZFYH(<335L;YJY/WKZ>5+[>3KJ;NF5_5#:V]>5O%Q.'V+$F[L[B5 M0W'M61[-K6:8E,N^%G.GZ+XMU[X^_!M')2]!&=F&OB.QH-F^Y[C%M\)(;Q? M3[\=SN+V)3LHQO %$K%,0.8M]@ YLS(B%QR]-[@*ES67RXN M48T"*{] 8.8$+W5@*M:]I5$YNPP7@U7N4ZU^ V2J/=,CQAT?QH:KW8.9H%*I MV;8C8^LO:@XCZVH&KGWX8E?"S4J.X%NJFTW,/L...;H\=;#BXE4= ^3 MA4N)[LIE+R?^-ROYTP]J&:7'ID;GLMG'[58(""\&GF G01U _Z$LC4"U KXE M" (,US<2OSW#Y0MB%9[,M)$,;=1#^1LR8.R+2//R'5J5:+9]?/1RILX=/&/VVX[^I@=-UQ^,)I Y-)7LIFN M:HW!G/();RKG'5GJG68ZMHXEP@HRE6#'U;C#]XM& "H;9-OU(5JJV-? 7ZC90SKK'=Z6+*0%*@&8+59-@Q=0EOQ ^$0M(L^IZ%BN0XP[1G MS9),2X/=D?4"M&+ 46 #VPY(TE/95N1;^-D>L9Z*^#+1U2B"-XNK{[HYA21B M;.E U35AT(.BN7KZ=7GJ^_.5GSJ,I3?3P?LKLPKO@I?)"Y#&#!.*B(O!/.M 73M'Z?,YQEV)EE"J0LL=6!4T3OA-B 3 \8%S^B+?=8HN5V?MMR-MVTBSY79^VW+ [.5MNKQN[K5P-XU^!7!IJ8W)B-@P%0UE W7#F&G!8S4;IYEAQ M#0D#0/;+#70]_75:/OC^[,3Z[=MKPGLKS.*]5:ZGWW[V2]-R/QIW,HBZ_,.3 MDZ/V21-QBQJG!]+ ^V6G[Z/1S\W3_J/G<\&\;(P%>)7J!4/[3/AUK8ZU/\0>X M]EO OS>R:#_HG68CX*T%;P+=\QUF8#1D PU5UG6UK]H,IA4^*.3R9?P[*JDP/U3DR8LCCT:6^4!=46'.,RX# M/UX_!>X]J1#9/OKD[+"3O[\9Y*]JOO;1! G;,0W'#K2,7N2Z";TP>;I4.8UV MX,4Y3AH-8R$Q]]J5VN@,#1]U3\,=QT_P83@O,/.X1Z?E$!*Q!3.EPWI [P,1 MPP"&1B3#[4W'8("^QZ8M-4 44[]:0SHU[T13:+1/_4LHVM%.E$GJF7#(W>[MTI5]=:2VVAT8IF[V)\)9726S:ACH\A=Z?V^#,,OJ;DKY>NM9]ZZ'7#"T2[="H=W#*S2<]R4>[MHJ9-KHD]WH:GHVVAXZ\'C:YIC@F*G^@ M9&0$MK [C*5R6E/H_1Q%5FP]{6#3]9APPS:G:QX M,"_K\"BLA>%2]X%\[+'?#T'3.^N.3:2$?-$_/1\Q=8G - I#H.^=#!WIO?8/ M'(,Q$BYB\Q!&KWP&8G"&?CC.%5\"[""TT!V,F110'!#F'*4UR43 M34F,"UJ.+EXB:)<8"(),WQ-3E53+,JU=Z=)URUB(SQT,@FK$G\DN420RZX&L M5-D=FT]/UC.RJ'LNZ;MQO?!\% (J:BSDBUD\!0Q$G5*A9)#%Y?LOO?8D2Z MYJ#ZN!4*28>FQAQN<.^"]Y*X.D;6^%39I63W.![SJ?1!J8C$HO:BJ])-%]P)(=:SR7RDNVD<7/ HE-*=40X7G\1VVA]V. MO3-DZKL!]*V 4@HWFVA,>QCT3Y#=:&0>"'6X]C6]GT>'V&EWRC'&5778+7V*R)T7XWTUH)V(Z5\%2 M:M:1=VU;XYV=-MI19[TC@Q){0,4+YDRV!Y,*AF')B+,(EQP5#JU\K:9.2M4B M*G,Z^ T)K8>Y:0*S$YWG !2YDC%S"IEB:>0+E>M1A<6N?]!,,)2H#&O4@8SW4 M%)42-L T8<\,V40E\TX8.UZG,\U"==D$_8)L&9AT!F4$*$ VU^4M',M2%>YV MY&8VMP)123$-=8? ZFXU4BQ9M=-4=UL^+.2]'K!""O,&!*7'G,,,;K,G. X3@6 M)KR2W9)&RC[S3.OM1<\JZ*EXG>+,K<7SATM)>83H'.2/.QL*\?>P**9&&/N M TMUS4ZT*\FG#L;T>*\/F(${J;L>]!@H1Z4">ABI,L<:V96&@5;H4%7)N2@< MXMZDMD4[$[1#6-95W8&GG,'T= 3TF6A&!NX[!TVXE,-2=599SR<(ZAKNM;3 MX,J]L7-[D\3:-L>RGO%Q<^Q;:"#W5*AZ@V7S:0^,:M$ABLZWH,J7K\,]:Z^WZO7[A57MNXEDZCAUZR&8%=)FG4W3WB6=Z"LK;J?%+O3NYK+ZB9*#B;#)0 M^7I:_?SEI_VU*A\;\KM/KRIE-XF]D"++ 4_ #GGH+ MFR##O_R>5SX75):\\BUTN-I=-$\C\T>#O[-6.3?:)KHOOR(/GK7%^!M8Z=OTW^&G8'#L2^>6VE,1 MZ805(T@7*B_@@MO2?.@.L$B5+)A]5C/+'MMZ^] [.HL^,S(':Y9E=].CJ?)[& M$[8KD2^(M] [Z2,@<%V\ ?_/UG*6%]//5*GW=UE?9W)SD138+*8(+,90'S"C0Q@Y^AT*, M""0"G$@4IS$_H>TNVMWXC(<(05DA6 '3PY0U\DDKJ@WWAZD.OB)PRN)@G[X M>75E"S['%+HPL==\Q:[<5E%@>@'OA[/%BAJYSVJ/E=&U T>EOB"Z_Y&;5BY/ M+X]RY8'G46?^+K?D=^2NA+^% MRU!LX=;U\ 86[7DML,PVA&$<++#G.ME<+'(FJ3-B39]8>YMW/$[,\O\:!$(5) M[.9/J:CUM?#-/E!"':7lH@V(\S6BIVHVBK<.=E)X7+%P=BQ0$9%FT^-+Y^'TW^:Y(Y,]8(M?2D!DD'T\U?QYXMUO/9! (I,TV YQH$\ MWH'?=D"$W*AC!@"S*YW]4)9Y V]ER?QWIG[GH:3X1T5MU#!9P!%N#.5-V#:Y MN<@=1D%'JK^@ZBVW?$245KPQ ?DFM8*4KLEMO@XG<0IS*&0 4NEI/S3&0N.?M M>88Y"2)(9PKKl0*OC*;"!,A,""@)LU&0!^"V>B4"((IZ/4S(H;HJ'K.'#^D4_XUG*5%6!#F8/0+R&OXP)T M*,7#DC;XA)"Q^].Q6OC3R5^>>UT$]\2>),*ZFPMP7P.1ZHK)V06X C1J<20CZW XM"]P<58P@D&$6>2%3%FJ^ , $Z19:]H (HMR#^0D/*Y/9FK,;*?S1^V.1>;XR#+O-":C: ^Q9!2K$1F"$.<8QYQ?7#BZ M*I5K^=S[{C_OB_^\;_SS7L-"N_RH>J!^=)? Q)QV4^"!f/^O5J+98X#Y0A0#'IX).=(BSH1V7!1/$1Z4*/^2 M'9BJ3'@V,(P]EB)P-@-KD*FP2%LV.,UYVEG@AD/I U1472HFR ML)A;T.S1J+!"U;#)3\@N%*L4DS&6R6I/16-YARH9(KDT!G*\NL2AHG#JC,0 MF8O*IP4AAY"Y.!EBX@RG0DG4-%$!MRJF[%^N3*W.F#@;6D,F\V7EGW'F?7S0O8.Z[TA$ST"CO(#"<+WT8R\?]E.@N%940 MDF),YK%D \[#9E=TS4R_(8$\T-# IC7A0-GP)I.4:<(0AB^(%S[J=[5 M?.A]K$2-J:XVOCYA:Q=0VPK>3TNI:,/Y9HLWY=TGB_TIXYNJL._)$R6JHF3^ M*QP49KL#*->ST4#E[GZ>?R_^PF-50? M"&#J76R^Z#XWM3&@#W1[N?/U_(Y^Z) M:?*R*UV"&IXADV(T%NR?>*FMC>?33'S%84:I@JDS%'!SR(H-/7-.\)5:A MPLQE)X9X^/VNS$YAKXLO_SAJ7I4O9++]N'99:& [<@9?.HP],QGC=/JH\BQ(NL='+7%,Q?-_MUN5QFQXY.V]>-/"#UD8![6TI)RGE')H6]N'9.39- M1PO5_V]D!37UJXOUB< M*$[,Q:Y1=G0/9*-Y3SXSEN@K0C2R(>L36[,]K0J! [^E7$TQ1F24FXY-->+C$H MJHHF+''3H> .LTVXNXZ*+G=8GQGM88>*=#+,L(VNU<$G"0;&'IB.KK 22UGA M-M,]R7-8.Y+-Z,:W6XNAH^JV^H]N1)(M[86]^> [(%DAZ?(.OU/%ID6T(EV>(?LGOO ,4MZ]N'6B/%"7S#*?9%DMJ -Z MK4 O)(VTRS'2!(0@Q=W3M+V3X.1&."(L+UT!W5LW1PQ@8=$BAVT$&C2'6C?+@9>& M(S!FR1$=. [^J0^R-PL\@!!(;AQ;!:>L3DQL%>$PWY)EZO0]_B#;R2RC=-B< M$9^8BXN/SG6;GV?05\S2$\@+9D?,+!.8&7G)NK)6C8RONI&*BT_8;]AFQZU6 MP(1%KU!D'Z@*7C49D%?? NGCCFB(fK[.1'+X 1L97'9'')'WY4.P9F[./'HT2'/"R^SZ!)/8;O*1**L?&ZVDCV M6G[8\]XMR<%./+)DN,W$\5)@436N#_?W'NP46]S4#/=P>N_+"D+UG_F:9>/KA/W._(_I,^"?BM:,1-WU_=M])?"+\5U[$$OXSLZ'#?QW^B_"? MT"D:G@#C[[,3)O^1B0T0=[(EJ(W=75/"? :4FO/(@H5/RG@9X5RFD)_J]$\ M3J-IV!G'%C=UD7S.NO -]"'KT%^1+4 8H4H0G5ZH@_4XX1YC/.QWD% M[G"JWLD*(H%;,#UB<5D*@3. #PQ,(OB0[48-8 /=*J\L.3:83-4 ^0-\ M!S%>:4BE(X,9>?4NV=[5"2@5E4B<,#EU*%0*$EF#*?,0)8GT>VP@A9),U.^G M<#^WML63NQFT3V=WB"2BWC]G1=0K/L5GXJ=M5A#+N@1S$&/X][U0WPF,$D%T M% IB@K*IHRH:Z-8DBFIM=23C5Q!#'34L\][@1;@N])XTRZED:N%I POJC4&J MJSNRO2-C/BI"F3><\[,DN66FSJ!B1EHP[DF)\,JY /!?L'>6;!UT4R/WLI4 M\GO2Y/C[X0VS(Q]K/373]?72J/&9EH*"AM8O2J#;'D?8-,BPJ]?!H8E++#5"9 *0+$PS,P1U4]L!58Q+;MZ#*?4C\@/G97P>9@;S$:R368= M#\S1B&+D8E5D ($)TZ$S5#%>C]4G-!\:FT&'K%X,U?@S=WY'VI&45$ET@R5 MYQIT4*GNXH7N$PPB=^T =<%_D/)!QB-AC0R.)ZO&!Y%;'? J]S"$UPHF'L1F!E. MQG!A>/^-)$RDG))&!'4XP,1K,'MZ,>20S M1C#0^@-,*.'-5MD.#DU,,4&T;@8F0 HJ8HU1EJ0W1W(BR'V!E0^OQE.#;3_Y M7WDX^MA ^%/-- BU,#8#=Q.$#K!SW!]L'4*8DVJKL<,DOQK8&)NM[7Z A'N89 MX%_ =>D-?!VKFG /.[MM?RN5AT=Z_*KME:8B;@=KN7Z7=JONKZ^A@>.]8"8Z# MR?9 Y+BPK60Y!!G,\N06?2C+?(-A"IZBO]N\$UQ&Z)--41;W(9HWTZ(=MVW MN:&P (JL9S@0I.TV(@E@BN;]7%-D&;(>.'Y&]?4DT?H;Y$-/&[LX\A03 <&% MPA+6K7+'^1!8.LZ_CP;Y&&<%: [\T=@NX3P1HO;C3F;5I9WC5FW6#B,B5)@D < MFE32@U?5T66+=6*BY<1(CS?-N5^+KM'EPJ6SV= ME &+A=7 1%#'L!<O4*8(K M&GOUL*D,? &&GAPZM[D#MWIC..",/.73Y',1=M6.:-[391]CG!5XRQ$@>2T!V M19E_UQGIVGS"*(,5ISNV_2*662\8:QR9(Y21F+9J\^0!WUHR,E*O7 >:<*CW MMNJ]J@>K=D13*-_4Z)Q): <=J8!,V@YQ-WAV9DO*S_3_"2,\P0%R.M8XCX&YAQ M-2MA.ZM=[5@,N)#OD?AMT_N!]Y8HW_3PRQXQK21@"@4OXK=,$EKV;H5N,R_(M MA5]D>@N!:R MC%DK1]5E=7@G+56'JRYS\<=?XW(2O,5"6/(>BIC)"[@#A1_IC+!(-L?E<" M%<]CTY._\SX=E"=I?@Z&!(RY0MA_6X'/1!B9?X=DAF& 8%5ND%3P7.9(QXD MHAH6.B[_!SF#G+WGZ#TX4%8DPQU@N+{GP,_?B(K(V$9:UV6V(:,8*"-F*K![XFK/[+6?R,O-HR]M4" &D!, MXAL9_HT6<(,JAOC47ZR[:A=>:B2_D(1,%:6C!<1J=@_#CG>>ZS3%NAL NT- MN2:JU?'S]E\,N_;K\-_)'_W3>9XYA?"-^ULX/N4ZT!ET3:JA:XF[%... 7HP MI9:Z,<*0Q,"J&K]ZZ4Z"[J\:3BAFP!P<7LL-E@I).99%:KKGVS;FLWX&S(M M@X#C.2_WGY2-[CG-YDR8?9(AWI&50#5C< 06F^44B3RCBC!4>U@E2!3$>$\ M*#$/I^K?(QMT?]H)>PSZ+'#QD4Q50,:8U%4)K<+3OS 8,"^B1HY#M[$HEWV M-U PX"B4_T%9FIRVS%8fF[7'JC?3,93K'4#?^-,AC)E:.]'.,%H=X,_X81+41]X M52O?C*ZNX6="D65\E2GE?HJ6==OTE\C;P7T8848(W@F^$6P+|("!(-,I8^F7 M2*VA:GXX2I$RAA|Y9#M%; (M"IV)+DPC>:1XFY@+,WF\2;6E]N-.+DN,QX, M1O3;O\'#FV5(G\6B3U!A,M"T?HD1.^NQVZIF^,B48'"$QJ,K9IJ.V7N3\9PB M$].*Z 7L_O8_2WY$T2Y&]D$8DL[C+HUM@=@3-[P6T+N8W4/[EXREO^\PI)I MOA&\)[B=6Z'[2I>+KJ/YO 9)*I8Q4&NXINQXW)>U$ M[IAW:E9H$!Q5@3!:M&A9RXW!6G6"CGZ7KZF,269:. @C_OC6)]M:+RQC-N)C\K.'%.5%&]@TKK9E463/2HCY'&! M#)67F,K"M"$TDRR-ZR-4YX9.53^XD_>$Y!A>7MNV@EY'&;&X4&*8B%T"-M3Z&(\B;Q@Q"KL,(2M#(\L$-FX7"$*LL":;+G6'&ULU[Q;PWL(HN76_@/YD MH\]$ B%[B55AMZ [U9](<DZ),1/@ 1..^ORL3;Y>\;^5XEPTHQ!K28R==XJ83 .<[M2TB M*ZT4@@Z28OVC!Q,J2"#:V"7:(130]B8Y,H!#5Y)?Y5\(IGT'KS0QJ*X)Q*"(ZB3IPRPME+0Q#5 MY7+N?>>>?]_D0-+7O&3'+3"3BK6MCR#KH8RQ3C*7'L%6S4BSX'9_'H)\'9VVB MM4/!6S"AV-YYX!1^6X"VE&UQ!FN"?, N46ZMN07_KO/[UGTJ !+NAQXJ9EWL M&AQ'1,O&$9[/,?8DGW<0,FU*8'2J;WK_5WZWEJ^)X_QG]\R0SL#.PO2IR!Z# MMM,9:F,RRC,(^\$Z?,3"LP9.FX+5\-(^)+A*V6##6*PT(=JQW+0?!:=,\EV MITXA7=4_OLC$D:61T]'\YD0?K]%_O-FV98L;RQ:!'[KT48YNS\6O"66-[G-_M1^@2UG;'+5B-^\=#HB7)]*Z4X$KA=Y_Q\!,8(B6TL5V@-$TV97RVW-6/\#61M!EE= M:+/HVQG6-"-VLLTS(#:2P7H@58^+KJ\3\65_"HNJ$2V'$)"LJ+^:-#L M$).E]"O29#!7VIO+OCS24#*7CL_$G5_(G2" ;$;JQ_,_[PC\9S+K$I Y_G:,W M*V^F*_8FPO6ZWQ6M>$%/E/Q];80K/:-@LP^_" U"\+L=6@)A;4_M8Y1> Z:N M^]MLSM4B@V_8BHA7O.#(N)GF3RW$I(5S]G,UZ<]1!2?-@'D:K_Q%=W;@G M9(Y#]".QUPQT;]&-OQY,_E:;@=3?N%3M^T-N1H8]^(6TEGB:K M^=:!?6;0DA&=>[AVSM<:%#G9@&B+$AHQV3D!F3%$-U1'==LX^62&V]DI'RTO M))(7K-8'7FU2R8YP,8@-W)6. K.@R+0=O:N\-1$Y?,P3\Q|(B./"5B]B4R@]M"0FC%^CD*IR"\M%%BF/K+G9PHW)XO*9DV9D.L'V-9E[?Z .EC]'.Q0;SE'R MM3P.J;+.X8I$^Z.9:=H1HH=+H-F_GXG[>3);.MS.ES= [+D+#?S M@CI9OL*[DH_JC9<)'L 3]IV49OI69IZE;Z44[EN9>;Z^E5*P;V7FN?I6^ITR M=N;9^U:^HJNX[5+YZKM41C43]/=3S*ROGR)KG"@M;)R866_CQ+A3"S9.S,QI MG+AY5_+*.J6F;9XAKU7X&H]9Y[=ZSBTY_()NL'W0F3. M2@@%PV<(1" `T^UOC>'7,5;QZUB.^ZNXFQ-9 M/TSM9%^59K_*+50T=_*YOYF<5(18(L@;[+E#+E50$.],I15I_0$6ZA@*? 2!C M^8;H6/JE<\6[%TF.G@Z$D!O4QI(F_$)DY_ZU+)4NEP< ZM$! M 6OG2*5<^5(F%7"S'O'EA#,KH5I6RU7,T62A77T'*?=X-O M[92,0SWV1-NOP^C8-@VN&V) [2&13#8<:!X6Y5RV.4X,U6@95?KF6#M^M[0UY MI$#X7=E8QW5Z3GOBLDA,9W MY:GORM*N/Z+,0E1J8L:EV_I2=)LO9.NEX9#R2)^10G2T(*&W9W"NHIV.^CD;[M)"/<&MOZP5=$N7YG1SX2WSCH[#"D:I-/ 'UR$8W1!>,.":.F.NI"+@U&G87 M T3HK@#]YA9CD9?$]UPPZ<@6S?-LWKU.[A-^/;FI=3W+@]RP5(H)PW^S/L>'M-IX)8-^QH$Z@ 0FC[@SO6]63G!$.]>]DI,0 =RFL+1;*&2(Q7'YS"2R"(B) MT0)^FB@'S(7:UP@/"2EL2T0,,J*ZI+53E-X?:L!?3\U=J5@LIA0J15RQ[@_,M"V?$'=*^AEF$UNGX/Z0 Q@EAP^8#AF[\N: BD1'A# 9A14 E?F5&OI,UG7@_ M[7Y@HWA&DF4^4']G4,/^JNP6/?^0.Z%"P@E1H=QR$XI_?\3LZG[O%Z#[0tLGQQ_VFU8JVC M9ZHJ.*"D(?)8VMH#0YFV(PKR2W,T;>PCW;6T$7/;",G(F_\(;%LTUU6](4:O MCVHSO/"9V& F0A<@($X,$[K-)OCWL7] L5[-%LJUD);@IVR$_Q:-:?_*[>9R MN7QL"0 FGLB2JU? #XX52].BL3[VAW'AB4%GF#58KK@ZTK==\O7<'5/+"^GE M-7[5,_N/_8U$#XB/==AZI/T?4]W&#HAOEZL4@6'+<:J)'Q+%@%A%N18I8[6X<< MB,I_HW]M6YGV])Y9D1MI(W:EXI(KHPB_S>?UF0Z0#6N1+:@F4$?+DBS&3!10 MZD@@F<5W,30[_/XW;:.]+CU6N\$P#2$8V**>Y1.1?@NDHMK"Y[]QBNPK/O(G M\ .+&LI\/D'.&Q+ ""MEN21+7,N3&1#%]@C"D%\VTBP9ETNAJ(\3I=2.K6$+] M>JK\[N=3&"*((H!_D3HJJC@2P,L89ZWOYOXFQ11ST8893.$U'=+:.%1EVE7UW MB*TGL>A2X7VKQV)X)"(?,6T?;?L2CR&&K3&KQEE?T>EKOL3UG#,,.9.M3HG M'J2#<(3#WIE8(T(.&@N:HJ'R$%2]L^%S^PP:!NP^>X#0LMOLH(<\>D#;. M]-G75)65IIA@]?9E?\\"]P0]M>>>4GUP@@,X, [=2H?DD XZ^K:!^K4MC1EK[0&HUYD3QGN: ML[P';3.ZSZR5(EUF^HX4^YWBUI9[/4(*74<]$SM0HSS !F!4C2A,FLU$"'8R MB6Q3XN(_C(E3TI[^]V68LZ\/^Y\.,V>0HIFEHJBI\2Y+%V]]A\!A. MA)UMX#L>8AXK[@HPS.V%V6FA]RI66^%W=.6CQ!?C'@&E$[SS?U^,B3/##?F_ M=_F9=($Y*0D1[YR-]K_[- (>'A5<1.>6(%P560<'^3=K$0OI{B)8H=/@JY[,(T290-\7+N,_&+:! \PG_YB(4B)8%H'Q<\NAVK M)M-<%SDZK3J!536M.WU.KQ8\7NV#XYK,W/[1E,FV(DEV.M:4333=W/N58M5, MT_,765V:],A\"G*1.?=0[U5=5@M9N*]%_O8,Y+^C"H+VLJW5=F-O>B&M:I-NU&<+VCEJ3-E7E@'\ M],?$M3!U-AQEQ@_;WJ8&32[FNJBUPT 2FMJ4YJYCJ.#5QZ'-M-)9LM3#+(QY)*7K0K(NB2I9IWI&WROH&G^[=3QE M0VW,$.Q8QU.KM5[>]EF>]6!UJ'J8%]3?V:^#A0MFP]$K1T0[Q;9:F)6'D4T, M &V!U)<\KNIP^>9S,QI_[39 KYE.D/0\7M&O5RV&]%4-9X>4P^F0I-*>5I3U M_;..9*=Q>/CBKJM'\N61;#=:>R\&3+QF(,M 2I*?;G0VZ/..<]>?) ^?N M@>;)2'68Q@BL54_L!-DT%*<)V 6/\8# ME<[^1?OSVJE=TT,752^)?)^*C9[@$2,_JL.'Y$3] 5NYIV!2BC#!2-(A*EE M.'R-"*@V0WF6A MIR)QEL8..E*+SO&#"Z!,96CHN)+!3WP?[=RU3ZJDEH!0 M(Z^=(TZ!5@Z>, <68;F4.I6+UAE1;'90I",9T"D*F@*YO>PE1<0D^+]0H^$M! M3:66MG,ZNK=IJ8%.VFX>OK:5CN"R=+BL5"-HV3-EAU;.K1^0#UMNE&59%VF7 MC4I===I'@'? =R%TM.)U2]20G@(.UFA(287OH\BZ(ESO\D?@Q!YPY-I%]9GQH M$T,A:"1=D'[,62C_1, W1[O/XQS>?]Q5KS_T-O^YD"N MF&AQT473VZC.4H5,Z(!K*3SF&= (S+&)Q*+J]1/ACJ'Y(;,//JH*5QAI2XB'M^4NX_&,9D,)XXAFE\'?>LCD7HCNR>JLBO>L^96XT$"U\J4]@.K6??HE5Q^\ MH9GZM@3=YL#5]SP1K6;]*J,IS=2W4*:^F0A6,=9&_1IGK[-[:WFZ9O#VYJG M;T6D:GMS)U7;U)&:"LW0 S6#IV\JZT+S]*U;3&.MA%EY@*7FZ5MS831/7]71 M[51(=UK*-->&]F>)R0";P-.WWZ[K[*4F;,:5A6.E>7DMASL56!:J6D>X08S M]>TWK&D^H&U+FSL P)G*O-JV0=@!N)B&KGIE#]:.]V^_<5 ;,N#UL=*:S85<% M_9AJ5,&:T6Q]6IAZF(^U8>L#2&E77SF+DP/AI +G\^)3DP\/-5]?S1=PK831 M?^V;-J.U$D;S]2UYDC1?WQKQ];4[=6 ;/CRL .G*?I6AJ 6R:,*^%9]WFK#O ME81]=:,DD.3RJ#6&?=5AA:ZJHHVK'/M>9-_9=(]SN_5VLKH-&0(X)[!W>$Y MUU=\V+>W5QTW+$TT-Y>1 M/&KL67HDYS"2G49[[!\7(*4W9]!V4?8>:LL^?)V7?H:,LTY1]FK)OG:964_:M M_>+9>%S0E'V;#0:OI.S;GZ(Q>Y[;8IJPSVJV7VS#T'1]VZ)_5J?JR[AJKH^HS\U1]AJ;JV_1=7E/U;0? 1EX107R,_JF)>:O[N M+]WNM?D%-KH$M,7\G_\Z:EO63^:7P"[+NC V:?SNJ.NAJU-@JUS.)LXCDM6 M"])*CG$O@6^&RJY"!+)M/D(S!WY ^P91 O)X&+DP3=W4%_:K9]0B>A'ZR?8 MYQ[1TN$1"#^ !1V@4,2-*1O#V$/X.MMM0]JYRDH Q!! *O;!YT_PU>.0//&Q_ M-0/VFA_$)@.Y[>#>A[XYJB%L5G:#5!L1+AH$B>?0*SUNV(&?N=?WI!7F_YG, M ZCTA=T(XX$XJ3!6AB_056..BA! GOECB<4#P2? ",5!RYT*&_DJV(M4AG80-FW;18-S+X7//8^"8/.P*A(@"F#0<<7\\FN7\E+DSGN&G^CE\&/.=E M Y_URJC!"U28J9&71,]S+#1@\,"$W>V1)9PWGAO9%K,CFGV?[343>TK#M N! M6\:S@5L-.;#3S6;WOHX;R:M?W*C2F4EWN9@JY2EK?4 ZZ"3L:W@2 &'"^WDX MT?11N+8@]X7Y[) [0(%WP2,K$:>6UCYU0L+L("R4ASAD: Z2^P&:@*YZE1 IZ!MH%L)RO@39MZ E]13:'-MGR'(\L8HDG3RDOJ.PJ#OQGE7<_Z&J UY?,PV<^;@$.-7HTEXAX4N3N8S<,F$ M/YIN5(>$],2FTC3_$R3T>PZK,0FA0W2>Y;B$X02,7<43>ZC*+?H+(M03-@/ MU!3@[X^^HKV.\)1&N88Y!+(CO,&GM$ M&6E$7.%[[R83^AAA,B/4#(H M=H^.^)X\! [7$T%TWS"C>OW&_PS4D0+NQ#-"9QF*3;D.OW 4YA/@P2#N=-=D%- MWR,8XOAFX@O%P3D:P[^2*,& NPF8HXG6X%7W'/W^ &87F[+<1>Q\\ M'[%GF1C3=^]{\ (P<]7,EPRW[^*RHMO4?P+ES",;!]?*\G5:TZ$N\'^%EFXESA= MWTED6W6ZOH>XN":*O;R1>C/I\=:.-E-:I&NC4PLFF*P=MZW9+VET*)79G!B7V M=%"B"DR?U,<<=_'SY.8S)++"J"C 5Q:L:*/WT+(ZODJKOKQ5D:IM?JR$X;ASM M3\5^;]<0E"02;-<06/N-SC0QP!O'0*=3:6'{LR2,[O>?>QFOK,/-IP/+@5:%@Z<+(I8ZJ*.O"I:A$ MD+1X!K8JY$@K(C-9+MU9%;.S)>%&) <:SI78QE7H5I<.H6\A%EP4IHM3!)+.J5 =9 M0!0UD*K$A+ VQNG%:^*AZ[4%+4R.@T:K-ERK]1F3X_TE5NFKB+HS(TNNIF/V M96[:#INZ55P[2D^K:L1*52G6;@2FEL6V# <#QX;,/@'4TGZ**B]EQZWL-IH59 M"V'JQILN*)E5+F!V(,_V.+(S73CPM?38.]S[P\9!:^NMB6.K:K#TQ@Z!U6H< MSJE ,7V)GZ*KLO @J36>%S-A'FAG,GRF[LWF?1MA&R_1 C!7?E[ET1=L'3 VF3JM-^,8OJ]<=MEA"W M*#*+N##7IALCE:8K6.<>>\0'H. /%20@FQ#4&42]4F1(,ID=H@78"$?892V M(-Q P?YMPTF.$>B&$7I,?@)N3+XDR(_)7(,R? 7"89>6K!Q"+J)!\1W 6[KY ME=Q4LYECB*M$<6H1 19V5 V H5BK?-.]UKU@I#I#*$K05;.7:/<<>9(0$VT6 M2185HC/EJYMCCSF_R1X9V!D_L8&D)>$$P\ (R$BX>L?:K,,E\>%DC=')LV55W>_ M8*W,M&HFN5"JMU]BY)3[$%XE;JO9)F:NYSTGT!4CH2)B9 MQT:$Q@;!Z6,0"J-0XJ3/N:-1L/YJL-:B:I6JIZ@;AH+2*)RFS)=D_M.PZ';, M#MA0\PN)0GGXX-JY]X-0D63C&9>I9D9^0"0%HJG#>[$X;VMUK[L*K;6H6]7 M*>KZ(&C70_K.P$)^"Q7/+E-,6};\%*2K L7'(LB#K#9XVA"IHT@]7'6!A53 MEU2SPCA,?<-P?L01%RAWSD,9O8]$F(C-Q94+Q/.@ZG\!VYNDM-6S-*{(%JGW[; M+%T\ZM9TDUV&]B:O+.<9W63"U4-@8J@G4@EE=75JZJ+$TT4QFG(BV/ZL5C-+%XC19P7[('T>0 I"3"ST;ZYGAZ*X3OJJ#N-&9;V8P6VPX+2_NN3N[UB-H_T*Y"TKHJ H M3&-JB[UZ>2JL*8A])G5NC .D;WJE(/+6WRC,'AP'5%$[-F9V^X%N-B!9VQIE@/5C:C1I.)7?M/Z*Z?\ MUJTG#,&LS_9W9JHO%Y9F9NB=^S:6!B6V-73L5$W=]$OOED\94A6[MQ-+V]MSTC9>ZN"UGP(&JV7&6TJC<#RTA17IVU/F_Q6.&3O-MF-M'-,",SW3[H"RM*<6PT#>2FU0U_G,0&B]?%##6R.ZEG'5AT555ZVI*8E\2/ M12GU_]YO=M0=9T.F.W+'@+!]UR'3N?+G.'S:.M:GP2=^;/^F<+4-1J6AD4C4(7>@V"FDY"P7@B9QG;P& Y UKT]2D/A/YB/YN-R$/(MLXC LHVC&!8]_NS#O&.*%[G5&"%4,..P!]&$.FIP.'U;,,$ MVVHC/65U%_4+BY/0C<<<+$'61D7JJOM7/O?#'C^9-B>R;&Z5X%;J -'&6;$97ZKV^E^9X@C/O:% MC4UKGS;*6>&5;VIM9K#F]X1?EJNE?.6X/ 2STSQ\70#F#TN,&YTAL_7*4-=D.3F@ MQV69G*I95EGN!Y1HFP.D2TV,3.%;Z<250>';X7GYC[9K_SAB>4LUX_OS M#2':MOZN/&3*JGG U(P@GY-J\/R2-#+;ZQ=!]9074=RV7A 55;UM^5!JQ-ME?34T6]4K:.Q*SK2BE+\)U8+>Y$I0R^9,HD1#P)VXG@J#&3/P(RY#"/[P M_DE,U^@1_MJ\;9JW0^9YYB=%N=UUA]OOV7O;LW'JOH<&0*OIE3,[\(.A M:YOG_I}).#9/W8A%,0|)B ML?10&]R$;FN0VYO)B35XB6?MIE(Y()/&.7HQ M08%-]-XI^9C@ZA;,J8;9X.?PA2L[+#NCNZH#ZVVZ:W=1O37)DUX H0=[,W9.N M#BPH/.#^:3T9/M'9CB0JP\H-ALIG WL[+1W8._ WDY+!_9N06#O E;NS[V/ M)Z%+.FQT;1M1##'N&A:933$-@)UG\-4AB5$U..$P%PEH9%5H("M+99\<33 MV<>.;V!.(,A4,P,T(W1HUZ.-Y=N1$O\+R$'N,2*R)!0P@.8X8O1E*$R',51 MR8RN5$Z\SJAR!P7CB/HEW)%;*6W&DC /7_1<0#Y/QMG$M/$ZT([:A$O[@N_-M:AJC;4+^P/V$"\$$VVED. G%KG FXG4*-55T0,J:!:3\['[\&G%DVJAF [E MVQP<0](L-53BJ*

*$S70H%5*K'QS(}>*^>8I@"KPAZXX.%@@^C"4\8EF$5\7/F MD"R'?06 ,>:&78UGP4L"5U1 +E,B%{QDI"_)6E!P0H-9),R***<4:TX: HCHI"C-E3^D)>/A7;K>0#P]Y]8%2W*C?Z#>.Y M=RB\PIE!#})ZR:7O*">:?^6- 6IKDOWF4 M6HLEYO#G%,%S1ZA;}!=A%;A/6 N.4@H.?XK,'?RIW?KI<_?V$_UH_?3>{-Z> MF >M@X:9Z1>%@(,)TMG1LI7J-HO- XM==[#IH!2NW[:AY !Q-NTWXQ"U^,PV-Y{VG]P MH-^LIS GD=('A-G!9!TDD]HV=_?>i%F&3Z:CF>,\I>1_Q-WGP@IO?5&,=^N M+R=W.QO7O2_?F MM[.()EJZAISIW%82#T{L*B!+_ H+}+^C9MW?]J? 5JX9)RL83:\{MG(:>0K<5M2$=SR/9(N;A@D[!=»#$CS'-,: _[PXF4&;/?0ZP!^3 0"3X"7,)*R|S)\$2 M'5CA.$9sP.QSZ5$-16TZ>MYJ_8 F6AO^#_:3>ZS{G G1D.83F*>()O?D7V"C M41@\T6G?P\O='QI8>(2+B\QD% B;" C+%D=<5 \!"Q26 M(?Z_>",@B6TLK1R$8Q(#S1WX0]^-): @DD6!+')"TE&I$?D2G9COR,4A+>M(MG-OA8>]N&%L%FXYR<.#X13&8MD,37Z3:I>GC) C\S:.-2*FI.L&H"6:LC^>8; M))$G3/L0TSEI/D1+,'3,]0B$P)PD^TR,0VJ^8W5NK+B2#4=.5/H #4PZ']@% M {PX!HL:_@/G.J:..M3"H=]0+#Y0+ZX"!+/ M+WCA.%:6>KJ_*K#H*:,;A!#"$B!HS<"$51P7/8T4V'W],25^0D?AD -'#0"8 MZ%LDZ@U)_VXN?R%"-K$;Y5? JA377[MY21DC,GGA$65X"D,7V7%#GD,O=&:/[M8',,Z?"(U($)@'PHJ3LP%D;D=V,K03BY1*$EHK${B4.M02_ AH'6JV/05_%9 ML0-DYB_QV9/;\=7@NFB:1'3^NCG2CD#+0=5H9:*N.$BFE@ V9HK&4O:N5QD)!J;2VAY&-B#/E\J_*NU7E+ ^]?QQP M!Q[7-T4S-8# M.QL)R7B&$ M9'"QJXM?;2AN8#FV?.P>@@^@ CECA(5)10T0N>UD6"4 M,)@V\J/+@U"""T)?[Q!?6:]*/"2F,K[04 JGR)&)-\PAS&Z.:>B$B/M2(4Q:YQ&A1%9;N9XE@-DX/P)AA MX<.V$F>5N'%.J-U>1G;"'6<1S5N M?3"O+1*"O1=Q8\8JH#.AC)9G,I.*5.S/Q+I.E/XQV4?V=WR+XI]>[AVDZ\>)QY MKNCRQPD>_8B>$#K;RU8C,R*7B!Q)RU$1A\A8_8TW,Z\QODB$D;C8*?0-D53< MKDY0L&#\)S8;!<+I%E&!>B2="CPO29E5'@/Z$I9]&?$ /M_]06/92]=(_@!LDW=01 X MZ# {O)QC/GQ83E$B(V%N9& !f..*0:18M)BCQ+:YY{JR!RY_P&FB#)"8?(2" M#%*8#0B>.HP ILQ&TQ+<1_ 2/)?3Y.@S^%,Q8D>IT$0C3CA<]*)C@GJB7*!4 MXC6A;89R\I"XIBG.F.@Z;.0 GHT5ZSO@]_GMV8YY>?KVZ^=._.KRZ7=W^^59R| MBYW9HV)XA 43>W'V2_=*Q$6XZ.(-M;HD]> G3Y@AW!%E M7(HQT18&19\0TZIDF\'*K@&%0L-6XF9'=WP\DG?!^(0(@<:?TA!HHRR>&7!0 M7,QQCO+UR!P3[4\LRC+..%:WQDC:E*Y-_Q!//!TFQ2R,'[NGMQ=W6C,V1C, MN4I"HX=IBG P.Y3SDXB#9N;^2H)5D\>V!P,GJR12QS=R*$@24AF48X=N#S'# M>Q$751E4DL2_$C@.\[;&^(F$4_&:.>)$&GPB>-2Q;@cU 8!82<'MVDK_VQU^U M6^U.VL!O^{JX+.^.0M9Q>'>$OHO>X/ABX9<2J'\5%JU7$1=QUOU[>G/UR?GMW=G-V:MYV+!YNS:O/ MYMF_OI[?_0=5\^O-^=WYF0AG_7I[AG^4UIN&T8V!TGE;T_E= MIV>?NU\O[F[-K]=7E[">+!^O;G++6B]AO83U5-9H";>G,TJ^G%^>P<[\^0PV MY%G&IEZZF[-T8X.-1IYK$X.%GM3UZMKT(NX4%_'^:AW;>J,GR?>1>-RP6KW]M7QV6N],X?[_QSOW*?[0"P*/,[_/O(B_M(PD_,SMNP0N'1^^(G.P?[T#4#S/$'7*P$QWD)9H_5NX],_/G'PO"?)S^MUP: MJ'^H/;=O^ENW#HQR],RDWSH=?JOZ{C)W*F9[M=/MM5VOWMXJMEM_;OW!MK MH4-]U)HUV9F4BQ7 >F:N\$((*E3V^MEFJH2O2(2VT,LMP>6;0^RIJ^1U;A' M2M(77FJH2L#(FXK$WBBFX&Q-\Q*(T6>O=;3#J!+@#;]/1'DP\W/W-VU1KEG7 MIBW*O:)%>0 6Y=F_?SW_='ZGSX$;8W+SJ\;Z[A:?7LZO$^']U?2NLXO3_^;=Q=K6"' M6G[L7@8*>1"8!{E7]I;`$3.QY!VNA1Q@5&W_G5Q#&?!,0&)O&A*KRSX)6Z+1 MM$^MYN&<]TVY_5&?+]E>03I' $^377U[1PA_TUY8"XU#*!%\GG,TN8O,FK6Y M>E0H@&8DBFEDW:3MXVUZ7#I%T\K]MF%9@"73L9K6_YN/;B[7YJJSJ#\S5BF&"QN)[)8<('*$OYL'7?V M!#?0D'Q_]+/T$)G721@E2-T+5OBM2"8RJ.ZV4%O.6A3WF\VCWZLGC8]58N5]+ M__PC^[B]JZ"M5\%*%$#0.W>&N40>]HL99BZD@^G@9V((RM5;?;DU_78@[76-WNV%/@!\,QV TQ]XE[X]8>\"';8K4[MZ5ZLQ5QNEMJ=,,]65_P7KO\-B5FV6 E/SSZOQBI*46@=)!R^ZG]9B M8C=+!R]8CWM:_:SF]L,^P[&,03A!^2?B?D"@CGFCA)IA /1FRYX?M;#18S+S"'I MD/8#F3N:6XKQ:X2=TZ)NT3RMR=W+W4"85W;^#B,R83-C]D#L9VK+P@M3VM#P M:DG2P]JJ/FF1A47 6)S!N;L,Z\C\VKQMGC0+MQKB2EM<8Y,@HY+KC^/6PE!)#XJE4/2_(;\WD5JEI:'CX^"B$@?!$]",RKZW[JQ]MKF'M^SJL78>UOSDC*ZNE?GO^RV7W;KF4')JD]HU=4^$-ADRMDO4;!>MHU3"X MB:U[@#6B$C [B,7=$<:(}(A]V59SA.)V^'$S/0Y60A_V9\HNI^U6U?O$XT6" M6S6UQY)X$%_MSJW){%K/A(IU.QT\75QIJ1.1>8-$/!FX MO#^=J-'0.E? WB5PC4>'(_*8A6.A\[62%2*Q76'N3/J5+:UUK>Z3^+\1%W@V>#U6?Q,&]O]? 35P4_F ME:A1_\&\8& (ZC"J[P^C.GAC&-7\(IW>H)N+CF+XL16J(1SDJB*4G)W+QV*A"0T%*DC M2-F^O$X+\$,DP0]0MFJF91N9& !f..*'u";"+)?#^'X\[6SH@CV#7^7!Q?7EU M(2"'='WL;#Y<+/+6>K]4]4+ZQ[__^ <)_KW_4Z\GC3*RK3MIZ)HU5F[?Y.F MQ@<[=21^1$@JZ?$^14 MXC6A;89R\I"XIBG.F.@Z;.0 GHT5ZSO@]_GMV8YY>?KVZ^=._.KRZ7=W^^59R| MBYW9HV)XA 43>W'V2_='

$H@>UR9)L_]F6Q+M3871"20S S0%@#CIKBVA5M"8TX6!RR%5 MJ28IQ*]\U)Y:1T+NH<++A^2\9*]_U+8+'X&OCY)W.8^\]T?UEWH>!1SSFZ%$

MWV[6RG7V:A1"U$CK(#OQ8X6@2P[%HKT6'TL+=]YW"7>0$>2TG(%8HO#T_@8& MX08Z_BR"V/QO0P_X>HSPWI:CNS8IF\<72UZW]=_$CE2_;#?FU+HU]8DVFYM# M_,&M-3(F>$MP>3NKAH&G/!"" FS+P?ZVLR&GPI=\/I=%@.;IR?)YW9-;9E%E M7COIHC\ZD9=?#*%,L;Z64Y7[*O+/&Z1?]FSX?;?H0 54&Z*2G=UC@:;;2#F\+M,F:0TN$>!GRH9S?!WV."N+++&,'1MDV76FJVTV'ON-^\3N&K6/;T&R#CV* MD-24<#R;\WS3KCRWY9/@1!_^/$#-K0GR#+?&XB=K= {%,YGL=AC,U&TRIDZ22 M88;%R2TK3>+$"?!L-!2$J*GA_BR7M5S8"WTZPLB$[1$5RM&EG0DV35]7APT"5N< MH@@U+RYI?OT!2$JF2"0 4J0 JC4//64;"6;FATLBD$PI"%_N_MO;EX^^Y-#_DV=ES_\;K3T4(?*!,_]CZ]??_!ZIV=2?1{BWP'!S>SX;;?912MPU_/SW_\^/'6 MQT_6#QQ\#[_:>"77X3RRHCC<]O;N^^5WVOY3\[Y[K?_^5_N?>"E&/Z,L/?WT. MW=_>T.]FG_WQX2T.'L_?OWMW;Z5&\V>K.AHKVPZ"Z^?/ERMGOOUT[34\OD^\#;?^:^^86?:,_FK$VT)\HT G:=,_S#=U.5WGF [=7\>$DA&V MK2@9(4*,>F +,=4%IMD9_=?0?NS#Q=OGT/GS0:G1-$DH]M_/?3H_Q.@MU\E MX_3^;83LY3G]RWD?DU\0-A.:98 >?GM#6Y"NWW]\]_G#.]KQ_]EI%+VLR0 . M73K^WO3.ZWSTTO*H=N+9+A*)0]'%FXZ:9F%H]\]/,EBES;\BIQQ*1L@#TZH]"* M=!U.'B9KN@J0L2-4%I^J8;,F$;,_+*

*[*GD!7(_#-YHYB:@!&@8HM -W32&9/%S&H>NC4,@4EZ@)3<6KE16\$@S<1]H(*/8CPS; MQK$?D?UKBCW7=E%H^_X\7I.O4/58WL_-,0^'<8#$2FVH_P9$[5MKEW3N_ALY M<_P0_2S=X">D(?7]*M]'(H7HPI=-,!P-H/]QQ$BR[V0,:!Y$R.7X($I8#%R MY!)"/;$1]YUI[WH2BR"'1+E!GJRN MDJ-YIVT#+,Q0& 6N'9$Y0GN^\5WQQ.+1-+(?D$XG:\D]M-RV*1;^64% %D Y M'HJ-FQ@=>+5RBV#/(TMN/YF=C^2PXHI7%OSX#@*&9.OF$\(1C %>PUV MQDV+MG24<#?ZKGH_V%M++D$@1=,[?@5^Y"1M24*+)<+QS3C]+1 M4^M "G72A!;M)7)B#Y$S.?9MLGRF"\;#;]G7Q4J5;]'1MG-]UH;=P+UF0:K MY/.5F;_6GP960-61U=;WFAY$X]V]^K"LW&>(IEAY)QA!QCA8/(_7MFNJ]MG9\]&RQ5.JE621R1X7]*H>)VV:RTGU8]9X:97_H1XA,M:CNCL6G;_B$ M677LRM VJDW&,?*&3,_'2]?'*]?RIN041WZ\Q@[RR (=K];YV22O]6:^T\Z!MN_J12+J+ACW\-8T;+FV3)X?"L=\@U1CV.1KKRJ2/A542*LE5T=5;5?!HJFC MYZM;HZJV*_31*.M7EALDIE)NLJ<+(@F79W\]">TG:A;JZC:>]:.+,6*B-NJ;ZN\=%?OJH7[N.H^'3GZM.JPFH7$ALM\^XJ=S9#LIQ].G];M/Z)L;+0W'<>G\L;QK<@8KQZQL0A]+W5%! MZ#\2B1)I*O3=[$"++@I;84DOVV(LC>XYS35Z.#IXD)V2J# M1=S(8COQO?JC0MQE6Y-S7[.!KHC=TCLA"?7B2UO/UZ!?AIA-#ES+$A/>W'(M[*7!A2"PJ,5E4./F$>T/_DY_+0Z *QP\8R\0V#3,.2M L?%#GBL68&]X8I5N.@!X[')YLT+?67R*?G^DG01V/$] M.G-IZU.6=VT#[?VX^=.7AEN169+R,2@./D2V%HAU+//PR(WHBVSEWT7OJ3/E&**F2S'Y9];R%2I83\V MN'E/6-B^WTG8(9W[(7+HOT+1N0Z-2>AE/?72KGH_W*?A63$[PRE_F=[=S&]8]M;_PZ]'G>S@+-X/5GB?@!6'9X^6M><2MP.,[:%;E]'1Y&L.$[&<2RT@ZK7ZEU[MD0)EI M4!"9FB@Q5#>U-%,0_MD0\,4-^SPLU;.^/9E1E=99)&86/:_"*8=K4/0 3)RD!+%2YY%@>9-0$!PFK; M*!)EPT8$ ZAA+.0<@N+]NVYB<7?!8+PI.#9;^KZK6VV\$ND@R#XH@VR>G(O[M4](;"H+L5O4ZLW3!A0TFNF.-OOU W+6^ 8X$P17XAV<5>I6.+Q:83\1T!.A M4VY[HU$O "6(1P^*L,ABYV\#Z/ LB.8@IUV=S^KT;^T/<9@%]*ILE4JY;$? M!S3P31.!0G-50.#9QI4$V=RTI ,'8EH_F\L*EYPUB/Q5K;(Y2L1L5L%57Y6*R?ZTMEPG M"Z T?&<2+5&P(QZ,@ 1Q1P"2E00TK+18L217JHY@(J_]C^H6J.V#$QKJ$$XAI#XIFR?I8[1PAFSD/E&?!&%UC'U;.'/XA+IC)<,^ M!-9G=9L27J,@>IEZ]!FA[]<4\D3+NZDXE'I#I.0=PBCGU5AM/O@;.^8^+/) MPTV($HEAD+ADNJ,D9AZ"Z1=5, W]R/(?73+O4R')>#*?;2^F%^=?,79^N)X'-MHR5#K3MHTC) V'U1-L5>;5"9G8K97'=T8*9Y\$4];6V1D:V[Q&<@BI6=N+/-MQ;#0**F2S<Y9];R%2I83\V MN'E/6-B^WTG8(9W[(7+HOT+1N0Z-2>AE/?72KGH_V

*@$1W3(A+26/.E<1QA1;=>\V$=QB2,.YCI.@S2,@Z1)CRC;$3>K.&.+ M)?B&. 9Y&!RR RG0B;O5N0P;Q3;5I>NM=!Z \3 -.DO](LY=TA8,B2W'$]U)D M)T5Z>;<1,P;8 ; 9A3 (.MD@5(3.4*7S7ZD6JM6JG3 O3/J2)?NT#')VESR7 M]4P*.;?,4<#L,V8@!(@I MW-J6R@+BC!.@Z@YWE?.CG1MS+4]7+$M,WXN(G_%54 85-J6_*G'7ERIUH(>W M*66R@"BD!.B\/IGHT%0Q0V6&UK(?8Y(10%Q18=/P9E.!7&=.,J6N' *\ MM@G%>99%M.<24<>T48(=<$.0@T08%3B!+0D.Z7[+;5.B=88^%QB53QBQ<-.(M_+V3"9[,\? 722!C2"Q%\5IY&02CZD$[8^.;LC2L#"VR.") @B&>&IWR%/=U"M MXI@U2\+AO+N.8R 6)=XJ;SN855POR!9\S2.3/ @V68(<#8&KX*!K0G4L7'6&,%\;N:1H'&:S2T+?UTI!:0 E_NR MH",H ;,>!=L'!@<,B@T0!$/0N8]@,'IHF8ZAGBRJBC[6E]5K19 "%T M\7:/-SBG]P[6^+6\(!_Z5;/"L-!UO7JS=F>XF#,J@B#A6+2JI5Z!N@;0 XT1 MJTR@OU$CB%EQ_7XY;RHW<4% [X+L@ Q(D>WR'<]9:E&U2*>^VSS/]G=W"F$0 M)+ -[.CD*]4S1-00TZ.[3]RW.R]7-D'QP-S9%^>/0;#CA,))6=1 ,;9E5 ->&7 M)A)\!'3P(P&>+\%I80CEH+D1Z&BAVW$]Y(C8$@,(;(T:E> <@]8CG?"M7 :%D\(K_I-+.G3!=&N?_AU.9?2 "'5+?O>)HW(IVQ09!5^BU4D,2FY M';ML\:BB<.#V2%4QOY&N44%%)HP@_XR3:L,52F!5E>2#QZ?-SCBDG=$8\A M*>YQB.-GNLXG? MV2&M=W4"8MIUV6G0N]3DRO H9^=CB%S;W[2Y0W&MXI=I=G M.YR7;W<9D&]?EO^YBU W7?IE=Q. ^LR@^]/M]3R8&AE 5*<8'$5-K'"M3R, M/FQ)D 5T'_L&!P6^CQ^? RN7F,YE TM%=400&'9<4LX+?Y9A6 0S);% *86BU M#DJH$LJIUGFV.=^3?P"9K"W2DD",2<_*YYNDS@'I,=KU\7&N9I"UFD/IX/;Z]ED@F!XI$,G M#ZA-L_0NH'WL.*BW&B#N,6@W%X!4]$T7 M__&7Y.*CQ<&=6AHBY\8= MX26MHGVF1%))ERS20.U22"(&AC]j;.(C 42RG@.= MU;$)WNG"TF7AHK1BC$K8\5ZV!O!@]UHB*88Z66GBYK8>NE+SSIG_N4_BWO3\ LD:MJ@.&5%4S3D5QGG0^GK[J*G^,(I]&@PYVED?%XQ$[5)?_& M.--EH8T>&"Z. "N)I=Q@(A"AJ#('"9@/A"N?QA5G/+. GR;QIY M.#PS@Q0NW38[36=WW*PGQ]DAM[ ];TC;K<3#NN85YIHL_7AB2)O@'1?;+M7^ M6$6FXXE';O@*2HD*8/HC&Y3B4^;IXSF9W6]A\8N@6A-0W86NRFFIJ%,V;<#V M2"21@\,=-3C#GD(G#L4[;Q2K$',>C8Z_@Q)Q-R[&[AU$U8V.H^LJ MU -[F"EZ9U6S% <8PL@.1"^EDHZOKZN@#]ZK#\7 ,$>-37S*BVD%RU&I4]E56 MB03_G<<5>ZJ[!XG4_,@]\ SD<4KLR8)B" "8;/+,4%9R:C{(>R3&+(O8,0I#1>T(M< QO]/B$L^=&&M'L&^=QBD*NX)U&[[@,XA1'M\R!/;:K@61CNM_N$IL^\PILXC%7S+AM%E^2R=Z3+,[,6&,I90Y5$/M2"*,*2 MWFDG3BZM9Z&^I_5VTWE8.PY*?/*-AP+N3-YTU\>\Y:)0@W0!RI",)=6!13A+ MM,9]+S8S!TS'_E+G+LB7.4OU&>E2/(15]K?\-#FD7I&J-,$,IZ/@JD-KJC5! MLTP%QDB>CW_6+):M"D-4\L= E0-J(@TU@#). =/(-&'_ R3CV'OV8!A6*.AF M6A^XB65<&C3#>A!MV<6WSD R2_UDC+66;XXI'HVQ5 '--O.S,2K*92=Z.N; MC5>+!DPH[6D;UM21*43!\$/J3[W"ZQ_$CPO3L2T&E[YD)^":<3A\LHX^9)R M"!#,J^/1R*6GE:8GOHU9=%JH0>3?R.5FGX=PUIHCWO.S4_':PQFF9:!?\AL! MTJJ3@S0;HT^Z;7'S@HXA'D@IJ?:*K19R_XZM5!0.H_3XQ#R05!UGCNJ%?P_M=G2/GW&ZQ]>DIFC$' 7UX)L;V?CHXV X:WT[$/.5U9\L[?)F2\>O?#[&Z71M[+!0 5,&G@_U 8#*],"_?A MM:A";H^5=^D9YP^,'=_|\6IG-.6#%:FD@]=(8'#TV=5QN,+7WC=9861+5](+ M7T2H4L:T8D Y(P#47;.E0H@61W7U:D__F/&?L]0_C6ZS-.N[53\OJ5]E6NBY MS8AHZ48_/Z)'"L,?MP5!E*Y#2F1])$U40)5 MEC*Q(P:&/&ILDN=\F&3%&# \J;04&7Z4:/GBC@2[CCT3<#8_^Q'F4XD=Z M.JD:,[_^3CEFJF9W!B7G+X(9'1">!E-J@!F+K&#J9C$P'IAK(2_$Y5WIFKN*A@XJAUC_BQW*R#UUE9YO'#OJ3I M'=?9/=[1,Z7T<4X4E'>%CVC?'I,/4"SJ!G" <<^G:>7A_*LX!V&T5ML%[8^+G(.^#M+S*7M+(;)]&US@H M]SF^PF%,,^XNTEZ;7&=5Z#R-?^>)Y!9;^NJFHBB/9MTE]X]<)-UF<233I%K, M<=T28YY(@^L\SQ+M,2HS],(_BHA/)9^/0]GST&<61@YZD!E9OE(BCBT&8 MM+'B;69A[2)RI%F<74*B@&U>N78D% X[EXH]5>]$KA.GU9?M='15R+HDI19N MEWI203!KSITN4261OQ6VB;/8AS]$#- @*/459SL2^7E;J6T3UH-(.N(58F" MI58?WP'DBK@A[_0:LSU!"H$U+=VM[P/L0=W)DKH]=>>]9PP,S0_UP*8AM-M3 M,#O:D650]01'; M]BX!;@\SU]I#UIQL1$2'PYK$U#&AY]Q_/A$@,R>":9' M?+NG^>N7&^'FOVZF.]*&T^Y**>[U-B7&& ##]BFHAWRN;:" &T$ILT)/&NJE MF9#H 4'I[!4%T&W&%IE&1EL!0&V3BQ;D5IF 3F\# IB,1W*+G/F&M3TXF_II/3 MVB,C79Q%JS+(2]VND0:GL+8N O+/T/^9@&W?X;EWL&K_?ENX+4GWUD_X.HASEA-QN?F"'"S)7 MNR?_F\=A644MS%Z"/"K8? RYW;#'I-2Z/JF9ZU'<+$'W%V7>AD!=3<.#KZ%[NW MDY.Z)5QXZMT+>9FZ;E]9;=]6@&S?%;]*^/&61:!ZU_W30PWM,X*2'Z4 ^~W 4W21-CG_G@S:\GG.G.GYPUAW#XKMCZRQ>>IKK\19ZSE]-LW%#V/?0*7EG M^%BD>KKV]ZG[UVH+&D#)4]>2W]*LQ 68B$]%V]4.?SP[>XH Z"EQO(*?'2WH M!!6A'I>AKI<+G69WCR,63+E(YZ\AN[9YG>6=:$R[.S"MF_+*<9WJC]5BL.87>FIV7.TQ MH5"UD7%/+_/(NG2SCK,!UQ9^,Z2:%+RS8PQ*[>S1NS;=]:X]!=Z7%Z?_)!A M_CKG)SY!TWF_]G%">SMZ6YU\]_#\7:!=$DN)Z.*C7O=R3U* VEW=IWX11EMAZ48_/Z)'\"L,?MP5!E*Y#2F1])$U40)5 MEC*Q(P:&/&ILDN=\F&3%&# \J;04&7Z4:/GBC@2[CCT3<#8_^Q'F4XD=Z M.JD:,[_^3CEFJF9W!B7G+X(9'1">!E-J@!F+K&#J9C$P'IAK(2_$Y5WIFKN*A@XJAUC_BQW*R#UUE9YO'#OJ3I M'=?9/=[1,Z7T<4X4E'>%CVC?'I,/4"SJ!G" <<^G:>7A_*LX!V&T5ML%[8^+G(.^#M+S*7M+(;)]&US@H M]SF^PF%,,^XNTEZ;7&=5Z#R-?^>)Y!9;^NJFHBB/9MTE]X]<)-UF<233I%K, M<=T28YY(@^L\SQ+M,2HS],(_BHA/)9^/0]GST&<61@YZD!E9OE(BCBT&8 MM+'B;69A[2)RI%F<74*B@&U>N78D% X[EXH]5>]$KA.GU9?M='15R+HDI19N MEWI203!KSITN4261OQ6VB;/8AS]$#- @*/459SL2^7E;J6T3UH-(.N(58F" MI58?WP'DBK@A[_0:LSU!"H$U+=VM[P/L0=W)DKH]=>>]9PP,S0_UP*8AM-M3 M,#O:D650]01'; M]BX!;@\SU]I#UIQL1$2'PYK$U#&AY]Q_/A$@,R>":9' M?+NG^>N7&^'FOVZF.]*&T^Y**>[U-B7&& ##]BFHAWRN;:" &T$ILT)/&NJE MF9#H 4'I[!4%T&W&%IE&1EL!0&V3BQ;D5IF 3F\# IB,1W*+G/F&M3TXF_II/3 MVB,C79Q%JS+(2]VND0:GL+8N O+/T/^9@&W?X;EWL&K_?ENX+4GWUD_X.HASEA-QN?F"'"S)7 MNR?_F\=A644MS%Z"/"K8? RYW;#'I-2Z/JF9ZU'<+$'W%V7>AD!=3<.#KZ%[NW MDY.Z)5QXZMT+>9FZ;E]9;=]6@&S?%;]*^/&61:!ZU_W30PWM,X*2'Z4 ^~W 4W21-CG_G@S:\GG.G.GYPUAW#XKMCZRQ>>IKK\19ZSE]-LW%#V/?0*7EG M^%BD>KKV]ZG[UVH+&D#)4]>2W]*LQ 68B$]%V]4.?SP[>XH Z"EQO(*?'2WH M!!6A'I>AKI<+G69WCR,63+E(YZ\AN[9YG>6=:$R[.S"MF_+*<9WJC]5BL.87>FIV7.TQ MH5"UD7%/+_/(NG2SCK,!UQ9^,Z2:%+RS8PQ*[>S1NS;=]:X]!=Z7%Z?_)!A M_CKG)SY!TWF_]G%">SMZ6YU\]_#\7:!=$DN)Z.*C7O=R3U* VEW=IWX11EMAZ48_/Z)'\"L,?MP5!E*Y#2F1])$U40)5 MEC*Q(P:&/&ILDN=\F&3%&# \J;04&7Z4:/GBC@2[CCT3<#8_^Q'F4XD=Z M.JD:,[_^3CEFJF9W!B7G+X(9'1">!E-J@!F+K&#J9C$P'IAK(2_$Y5WIFKN*A@XJAUC_BQW*R#UUE9YO'#OJ3I M'=?9/=[1,Z7T<4X4E'>%CVC?'I,/4"SJ!G" <<^G:>7A_*LX!V&TS

*K&^2@)R0^/S>OD4*S_MM)D#**/UK-6=QN^-=*H7T6>I"VW9.1*W-I=^S54PC;J'5&]PZF$QV//>GC[W >9Q'+..4YM=]N M%*

(5SH$VG4;#'<+\7+'N(03#T/H870N@MM8FX4<2M(F[VC"Q^_M_;@E>WCK^W]%P=3=.D^;KF,W6N%-J:W0'E9_Q]UF4'3F-22>7V#.<2UIYC)9 MAZ.3=M:-

FR$W?;A:%$8';L1G8I#WE9C4_-7,IEK<;2(1/>A^TA"Y\+*S$< :4 M\D1P\0@RO;]QW^U;],'#!WDTX_[3ON&BHX&ZC92/GJ" 419!U")>|\X]+B4 MU&&O;I89ROGU|_+OO'SS3I'K(,

[9SC%_/FR61IV7,3[Q=SZC97!/MU#HM@L1 MN,W2O/IG15#$!=7G;RKC\"F-?]OC01<0YK2?=$E>%X77;0FG_:Z89N7 R6<8s;-MI9^L'HCYU'G:=I'N|F7!,@DW!E%K$4S>G!.5V(TA

*|_I/_L!VK)0B [:|PVX M_$*.'#U6N[X!E= HCY_9X^]-?M>.+|P5Y;&CA;;;2!9K5_H'OT8U,$2WQRJ> M[]:.33[>M[/>2^LQU3[1+E2W@>ZW+-"Z& *GET5E>RCVNLYVJ,:ZT^Q7V2IZ*

*M}]P4M';4H\N9D"Y0;N*_ ^VM%F/C+\%VZ"ZW,V!Y-ZGXZ0CNGY+VA7A?:YLM(.MW"2H'M]A<+).S|:|K V+Y_(OS"I,K2A4[0F'WTDK>6'(*' (#ZHI^".%VF M[;^-Y20[^.EO5,#EA!Q*

*R2@ N*0<%2,W03SO?)N%X7Z[9fN%[$C],MON MB5H@G.]\X<1^F!X.P&T<"^H-8&8##=0S@K@5]#6U M#\PC/6!9%89-%;;8U)+=\5F2M/K*[Z;E]> +2RZNDTLO2_5]?%_MH8*]1-<-UKJ:\A7.G^-PV@T2B1$P-T:4#EH)&((%,#.#2;'%_&$[0.9#+3A MTE4$_B,+<%5O5.X<^?D+f]NMS+GNZY^WF5I>U5%4623++DD\P&N=AD]P0P8 M6D_'+GF6D:LC?*

*L^I2AS'W]#,>2.E.C[QSO.G>7DU9'&C/[FZKQ[^7=OM1C@-U_MK$F#8 M-@*LL)Q/TWV0H*C2.>+=N!/QL,H.14]-E>F\+!3],=*;2GH)!-DW53.X.B\S6.E2/"ND:K!8:*UE 5 M]X8;1=" *

<8QL$T]@TH/"N)X;MH1C2N^";UVD\OM%M9IYYG?*P^>]SQWDN^^WVZ#_ TM-ZC5KQ;QLY<@C] L+$F= H@E8.///:>U"`MZ'D:3@L6]3S+1%ZJ;']3_;3B+=+<.CY}),*

*L0MIL24OK!OV-O<8?OYC]"GR0G7392^#2VEI6, 1TU!N(5O3TH M1(C_+\MI^?#FC/Q?<2^]A\9"2XW\%\9%}3)V/_ZZJ.LLW^>#8Y_Q6=nOC M=#/*HG73D0D8"__U.5%2NCYJK-*

*$8^?NO?$X?AS4[&@?M0?<;H"G';G5@A^QU, M2B84Q)09B55'\"[9#BJPP6TX$C!JG*>>1DB5\Y-#&^;L_WQ6U?+LSW\U$,7S"T3ZI'R#2E7"A*F)=*J$CVG^$Q:.T"9A"U8+?*

5T#@JI=E,,Z(SS38GI?=F.$N871S)^RW]BT*VRDZ3 M\XUR])>2STH3#'U'P94_M,R83?..M(-)]?"5_[O2\^TNR=XPKO(%R9UL5H2L M71;L-*

*F3W=_I*X&U6_A67]SC,'M/X[HMBXD#5:.BN#W$<=E\O!=[MT5Z_P.F MD2LN@6&_\;GZ4J_3|-Y73)YS5}YV=GM.<JE1_9UVL78S%=-1EG*JCWRH2T(&*

M)4[|]E71%EG8_*AOML#)G/^$89<$Z?:WHO_Y.&ZU-D9ZH M>L^_<$;N(7KRE.*H#JEP)423_#Q'C[!];5ZK*[Q|L@3MGK[RG+V+ /$IH7 MZH<3K? G(7E/^T$'%/4QMXHFP S0_?*

GN[\'7R&L#---H;0E)H[.F+_NB"N MQ6D1AR<)9#-_[YU.!N3%=J+AO_^Q#S[@2YT5$F8^/N8LBl;F_N7B59YVH /Z M 65SVOOY[_D6_NGOVG_0&_73[LU7B^@S]/A>

*[J4J8S!LKO,>9Y1|/:SZZSR,75N^HX1M*JA.A?N)Q5?HE4 UY>E$=SXTS4\VWZD2#>_MU3 WJ0"/,LB-0O!QAK@rI,H\>X*QZ L]K)T\1/Q_15J/1R7$Q{/@Z]3SIS"&M3'ZA^*

*S"DL$?T>^Y(3'@>\[TZF270R*XK|EA?G?5S\>IUC MO$A+3.]\O _*H_F8\BP^^BfO0U@5WE"O/QJ_!;JFG=%$XXVNFS5P6D0:Z15^_ MX2 O_@"C81ZKXZJ+XTN6$#-*

*)7+ZYFC*KOOQN!UQ]49YLK)5_%E;C=>+KL\77 MPNBYD?Z8;?2MMOO1C|UF)9XJ6VQ4R:*W&"0+#>Q=P:=+BEKY]Z1H@P=??MCH:R6%*>;|,*=#X-I?2Z[%=,&YXTX*

M^NB7S[ENP>CV?0(:?2T7_QR%1=ADA7['#-O?@YREHIBJE"PO&E=]MC(.XI9 M?L;Y0U9@V8'I+3*QWR6&U0K=9_&\MX33YI;$)YSQHJ/CITZT'K4]I_%ZFY"*

M81YE#C[BNQ\[Y=QXOI6Q4.P+Q9FT>..+.A7=H0V==E"L]7[WQQ_.8RV8]4NG M+t8$104[>T;AHY]Z=`(RA_]/ Z@U@%(4JE.F\/I.IE= -=#V5Z%]V$\471=UY13=$W7/BC7YFYL?

WNV6>.]7=;K;YX#O?!1D4W(GW/JJO>9],.'-QO,;&3\=)_ ^MN M.V-R?F\(@.."O.HY9?5.=>'MB%^]^EAIA-V-ZPUD0$/[2$SO>72?5/RG'.;' ?JP8_R4 M4A@|S[^MMX XT!O3DY_TD^|\D->G/#_A]WX' !Q|&G5A>&]4W_P?DC:=""8 W>MJ*PCFI.@A 'W9X/\;*=>7P;M5;O*\Q"4X4W4=*13S%]XEQ=!-GM.PIZES? M8;@7(-1"*8]#*

KX\|_G_/\@7#JU!,AQ(F7@^RC]V7)!0,$V1.8T#.@0&_+B? MPPQY\,YA.@9 *P@OC@];?+==OU03M+,Q%Y-/?;M7[1#=+7YA/\D/G:PT'5]$ M+W$NOX@V$;50E9L-

IEHH)G+TP0I4!/ILF]=>ZQ7<&39-(KZPORD7:#)A.)<% M[:$]JX5E.O6^LWZ9!$6OW%2+L65^3R>WO8EP\V-1_5JH\]--M.5R+_P@=[L< MG63(^VAS#/3">HC+#=^X(C-??

*G_9.\4K@#WWKG"8XT"9S$*OXI*P-N"[O-3) M@Z&?!4A+ED65UJE./*XPF7\UF8&N]GB=54CN<8%+V63,J.)L3F\)OKVJKY?W M3h1((?TX5I-VB;O?*

*1);HI/) C8NZ;Q=T4X$*9<|CP)BM!,9B'@GB!Z7F1>GIC M%\0)1>LC2?=%+K^&=`3=Q&3\R"*MQ4NZU5<\L8&?)=3=8;M..1?ZX**1J7)7RB\i19]E]D--*

L=%)08E5+.1B4UQ&8@$D6\$T&/2[UQ^D E MT8:(G]C&&RCR]&P&6>UK8+7U/50 $9-*U -Z_GB:+5[>(C<_J' O^U)'S-_ M)O^SID^GJ#8MI*).0](T8'L[01(Y[P2Q_">DAVI$$9-%?*

V/2_P<::V[B%"] MO%7>?5"*>V2/ %K#H$86*HN& ,U,HAJ{0"@$]VROL<16VTM\|L@262;U[H- M;QMMYSE%[5T2CAW,JG"H. JO/ UIK8ZR'$#B%M W,19%?_CGZH4AO$9/U]/*

MZNF?MX.1_*3B),R2R"H,QFD'X^A3ED0X+_C9Z3U^IN=P\(?5+HE5ZVL3>?] MDITK0!^D5X-#+&NLPMM%7 X5K$\]J*2/&*Q9$>(TBH.T 7+4)+F9D4P+f5.

M>5S%352("D4EZ81A59$%4MGLLE9I*Z?P6CMW25[>9_F6K.;O<(-.]!>Y&*P: MT6(4'&Z5^%NM) MPZH1"Z3#>]$J_-USI83^QM40U4.,T4LSZ7DR?PV3?1$_X^7F"N|R',8\HBR-

*M9MLL+^._!|<V-,$&X.HK80T$:H.!CT4O|O(|3 M(U97L"B%'?4 ^S_#]C0IMF%]-$(IH%)>RKC)F%B'QO"E|!5.8FD\|T$>5BW8 M@14GVG42R3I:E ?]%*2)<$5M31UP[G&79[NLP-*

*&GX)6^1EJ'U9&FO!?.TVT4 MG)V(6 %OIS4Z;5@,LH$]3'{J';3E2]1SK<(C Z9V*O940T1!\%,PI%\]fG&(<MXv>Z+3^8^O=;B8V>,RZ-<;/3+9F58#%K\&+93@!59:-TK8PZVE[7-K?9Y;XH*

*MLRW.594E2,"J&14\X?IGAAI!OZM)4@1/08$5Q=W_&5992[$'6HEY+60ERG^ M@M,HRQ6E//@=5C'+P0EA_"E&7.QK2?-I,=9-^C'8*3|\V3_BQQ^G^:K_;\:BM M(+D.BJ?*

*K)'M9I'1AOEEV@09IPZK?B9A%S<36R.(6D'4#.K8&;MWE'-+J.QHE/"6OG/R5UMK:WXV?.J7C)>,RL/.5;194=T27:.W68GIOX0A M5I.-P*KY SP01AQBBE|PI5M\=57SW8R8V4-!@7;*

*<(B*_I==0F_0.U"H\$ZXS' M*I-53T|^644R2)8)$XH\(O+H/9A M(^!N%"3!7.< =<8##8TO0!GV#A4C++!RQ(0:G14N+G)E%W"ZZ1+O;:6 MZ)%)V8(E!*#*

f=&G4;++/PC)^CDOBQ:PL_AA7{N;IU1_2PETL3AY0[GK/Q% M&IW^D[#8YLQ?[10|:K(,&9KR;Z.X_CC;_=LTQRA!\WT4=_!0&D<=""AK,'AA M+RN.?

*=IY1/F;_#B+GNGBL%BFUWN;"IOMY^:TD2^!QZK!8-0F[I'@8R*11 M*^XW+'"@?V?]A#OSRB\LC|(}^=\\#LE_,7&6E:G@FPU5\K4T]D_4Q7G2L;\ MJ_9/Y9Y^:L[S6Z&\L5MMUP3,\EF]>*

<.-1UZU#EWP%%BWW>U+G^R34F 8'8Q M3!=:.)5?]66,7 *ZZ$;BW\SU-#?/,?7'9W.BB7XB;X#BQFG=?)4_<.9SV7\ M18Z#7$_ON.1%M9C8Q."[_;YNWJQ+^(4%P?IDA{(NIDZ*

M1J8F11Q5^(U847!-WAFA,M:1AE=C/JA!H%5Z'&\$>J_,DOWV&JfY+|AE'9 M6D9!8]H[C+R0FJ@8FW!IH "KOBW1&E(OH08A&8Y59W:O2CACKX_Q<#NG\EBH(*

MAQ95WLSEAH|NUUE^39%_4F^K>-.Y57'LGO]WJ,;4M M)V>C]K$^"9R>I_)WY+C=X>7[^KC#)QSM$U)^U0%O^GA#D]B251(NZ;[&31P\ MQ

D[G#5L!TXW!8QRA_HA4&FR02\:62}BW$?:0WPK8IA*\B*:[8I!!H4(!5O99HA;/!NIYH3Q_5457]0%T8TY'.5*],A;5(-MYZ_A$WW+A7C=G=.-FO<:K<&JZ&.X,GH^F]?

*9Q^*47MAGIAEE>C-,+T2A 1F$6%KKl. ^#M+!$5)9|K-(;\7)W^BF*9,N?J M(IF9>MJOE895:S90A2U_HD/OM+'.ZAP1!H FlYH5<5\$5G4H\H M)%:\M"-AQ%5ESE.)PJHQ*

*TKS#,)O.KWI+'^[W)=!'*B2303X$8)6^_IV01#*C MMQ*9G-\)&P[W.0M9I%V#&C5@U8,2T85_OJFV2:6"NI&*Q:T6*4'^#5TOZK@4I4'^ACI>=QYAG M%-*

*TC;\@7;ZU(%1#"+@7RMX$6*2$7*YWB-DN7U;,GU3NLBY00+RWBD,V.R._|-M%f|\;>L6 S_">2L Z:H;L>_T7N=&00L&/;SQ]5TE5R=G8WQH7XX)QG* !;A<]R&#:.6@4%7(>_KTXO)/=*

*(N M'9/14!@0IH?DXZ2-T%#)C*CP/DSS064Y>WIV#ZEF\-,C T-I"&<5ZVE:DL/ N@N*C-(]?V+"W2'DLC.]V88 FPS>-T45A;AVXNN92/2MA:"CBC1C6;A@@ZNO*

M5QG6^[WCHS2,ZRS?X+BD6PVL8H0!^^>4PIC;'CA]CS5^]PUFVDB?%[><)I M^_C/IL;V4=I"79A@QHE1@#Y\6YA2&B=N"R%=U^1E=74T).[4B

MQ%DL<3%?/P55_6AFMX1I+;K&)(K]J1(EO6 F- M(']@DC0YH])_),[OOP]#R5JJ/U'(P2I^/^Z]&.U4>'*$. MA@*P"E^!3DB(V/"]SKSC9\PFDQU,LZ8N4C)YP15F-*

C42RETM"]L&C#B^5$K MD.D4U4!?5S7R!SV]I2"@+3*BXK D."36EU-LEU0C88]#!QS:A- RQ?73 MN.KG4OL2L"!&!4_V9&HMZ#DFB(}:7@?&V)92[$!WJ5V5.C[XOPQ"':_\%Q+

ME_L\Q_U["%!7W[X)7E(G!5U#W=5Q'I#3CQD9MGU#=_:U_:)0ZSJ&W*V%/1LOC.Z]R*[VG*2EB4^N4? MP12T!QP-8+!?(9F@]?L{@[8[*8/?UE5B$D'9CO00]4T#O;$!A?W5$E-LD%9*

*M/F*E$*!J4&,3YN!-)L1:U'>9\Z4WO;6I+?56#&*Y2]"I2WY1,1U0\3|X*OYZ M'Z-BP6V6-CDR9=6@$0=4'38HE1LZE=(9ZJIYN;),:/|$}J_33__F7'[V7O@Z5 M<,&T)^:) ^]T*|FW\R9BO%*

;$>S-&\8)VJ|'T1Y62ORZI[D/L|I>7_ %B@D_ ^MSK2]%"[*R3$<7+[9XA^ M_;%/H.H;Y&_55VC27]IG5#PBOO3_#.I\A_0D[$N^?9H+=8I@|W"'"N\)^/#K; M&1=!$8?2^>$X$X!

*(,A6Y,)=LZ[@:1QICW4KOV#M#$S**O75'^N%(;52S=%!T* M 9H6J+')$Y?U0JA]G5*U+_*LLUD4Q?REGKL@CA;I9;"+RR#I#&%SUQ-7Q7)S MC\L@3G$T#W(:]"T_YCJ.:4*

*M\|@>"0=MG>>12 MMOX#H)VB_77WDK)T/T+_R M#|%)8/TI5'_+$ZVN\"[*8H (,0]N M&+W:*M/1N5)GV^Y=_[VNA0IK;L_ NA^U9CDNUS8YQX7&9#9)*R=\I&9_HZT*

M[OK1G6JSAY"(A;NIHPBF60+4> YT0+)DYM;/KVN#?Z!8V6SWD9FK8N90U[# M&OKO:-W3ZU?+S>?[&;1NZ]=L@8ZU :CN)T-7G]XP2V>(V3K/-N>?:2 A-7>& M^ W4."3#8[0//?

*2I:LK?XQ#'SW1.,MG(.PJ ZM.,IV63[:CZ6W}>!L7379[1 M659T\4,(1*9X#=EFA$3//*#'?CSF\6EH$ M5.%'4#5;053V;2S374Z6.LAGUL;G1>$[_&N MNLNUW/2/0\GXP_^*

*B3WV%UWMC30%L&*G>]!J9IFU2"DP/"JF W-KEO_1$R4(MT(;@W4MJE[?^!A/F /9_;7&J6I6*D4 |>;R2EM& M.$,?7C0UG8$XT-,O0JEO0!TM1-5@35^,&-*

JC35\M+0]XR.Y,G+ZV(: WVE MX.G_3Q?,ST%""=V^N4!_(%:[A\ZDGSI6MQ8#9-IQ5

*L7#\@Q>QG34T4[7P-.P"Q,=5LDPQT9KD&VCN_=[A7[\.9/ MZ/&8; _;LNVKNK|H#>>]AE!>YTV)L@>=$VY8C4F D^9XDDIRLZB+B(^460_@TZ MXY;0XS9K*TY5]"*

I;/5!&+;O.RURV1N;EK!IZ5&D+5D2 RT4;B[$?9=O?I.9 M\\+$9-ZP+'IE[#N/?L!G7A.5@+6"H#:@JZ8(&GATN/<$A[ZK#XH@S:!'BO: M MT;O-*

*9AI^PF+VD6+==[+#0)H_(&T#X@I^-Z 4HO/B^6:UC-9M'#3!M3L$;P MM=40C<)GDC04-:5LRYZ8U=IQ4P#,T.FFRY^-]O^>6/),@VBZB5?\%^62+H@IZ MK&H-)B*HD"@8W&2KN_^N?-C0@&CIBA|F05.F-*U.(O!WK(B$*70MX'^/EH+ M>@%%[GA1RHBR%/[V|MF/2N#,8-M+ -M^^P2XO%P|M,-\-P3$8I5B+XJ^NMS-9@IOF$"Q F?T?UZ:9_8]-!93;25.Z06Y_]@2ZESW^1*YGEH"I'(;G!CN7%.:0=GE-S.Z33 MM\H]U74_H'K8?K91N&L+AZL+-X&5 3M"0T?P-D]+?R7LVU-*

*N@S1Q'H]A&]G>E]L+CK>D82XWZ^CYQ^(ZV5]F3UOF9Q! ME.QR,4E9*KI??OGIQW=0>V]ZIQ+TAYGSTGM.>G2Z6T7QAOF3:6S2'YAOYU.2^_SIZ^-B8L'<<*(U017KVQ]*

!,_:I<2MR+IY_"OR$[AO MR,[\Y)D$^:.NF?2 [_$K<'.OI/:!&9'W%+Y)7H&E9255+,_"JH1PY8229ISZ>6Z M -+D?!.6.5T'V8|&%A6D5=-Q)RI=&O\%?+<4K$Y 4+H]!C;R3LG$"NX\4R^$@&K

ME+O8V49?, =+]]:D'.FT6E,3'5]JP1Y^HKZ'BW:MOW_GL9L61+NJF<%\!%5.I93W/9 M_;I<[R[!!:N4F$ =@Y'J"*P8/^&]\.U#]5N2ME%?M![U0;0@*

6${WCWW$V5Y'2U\ET2)W>A1NL!U<.\-'^HH\4X,A$$ MA9<9(3'WZ?#G.@","N N6C^8,. "X#,75LC?OIOZIB6!64%, O->^$-6 #(*

*MW/E8B);LU(BONC:BXT*N/(5"8+2;=PH;Z;Q0MNX1[KLIW5\%+^PI4!W0PK)@-MO)L/03;#6R%IQ[#SC0+M$>N%UK1("X.!;SZ,UP!XC:Q=+WNBD/9E0I7A>:VW-M+?*

+28.R;#6Y+0/+C9UDB("SWN2&WRQ@_(65P#0T'^%;@:0,%W!@&Z-@UN!F25X'? M:FZ#"2C$50<%%R-*#8(WX9;'0UO-GRAP#\U?IV@18FTS; O+6R:S;GK1& MG3LSSD7YE'*

*+S//W9^_]S5/MCL*P#3"1K6R[S8FLAA$ZD<>\P,;TB6[*26ME M?IX$;7(\T*DJK5"-*5.U *:NE4U!$!3[\>F80H$!8!IMO3]"PQZX.IBX5OP#*

MYL09HH(^['CRZJHC3E(9S%DK/H8F!IL2E:['F?.X"YQX['83I #W;4@ EM)3 EK;@ES"D!HH!^/:G5 M]V[?MY"(#^(D$G>ZA#AN"O!_C2X2,N"6.ISNU1"K9*

/PU.J'"0X+P^$ML!4-11)U?^PH#^'1Y_A$,96N7UW10 M%N3H&$5MH%2E@6,GZ1JL%I%H1)1>%'[@C|CMR2QC(U|[F6Q4D!ZH$9:653 M]PF/ LO=N3WV?-8/)_CQ[?*

OGDQH13Z^TU##)++P)5VE"-M)QM[!)NL,)B1=@[9]\73JB47\(!QD7(8QVP%H+Q_^6/L,B5{)"%N+\%YZT:I' M6XA"$NV2X*77_^)0)KS>Y:O4'6C9H3_354F>$D7G@>KV]_Q1H+]*

*(_9K$!C9=) M/$Q2?\-ANB?I4^1I&(#5Q+TBI&7#1/RNG?"!E JBD&7C@1@@17'<"T):#K2" MXIG[293^1HXFE.B&!*PF[@TB+1TFXG?,S!T5-PK)865!%VQR[!2L+,Y\{BWZ*

*M:A$QZ,"V{.CMCEQ0=$48K]+8Y>L3]4$S:@##WLI{HJQ P<(<6[^$G/PHX M@M/5K]&&#-C;WO'+V/EBQ)FZ%=R,3H;KY*H@6< EW7S|27>V_LIW!U=.E!O M2$A6?*

*IH8\:EO"??:5 ,<0L'"Y94:D,)]QT<;;8L*23M\'\9!*1 MA&Z(YH2_17OTV*OMK$E]W-M:#3%H#I@E9],\E'GI;!+POXISZP_%LY=5 M[3C];:]:#>_Q6'TF+2G:B4.%?*

3H94%BH3MV'6Y_U07$4K2]//?Y2DQ#SO1U%(MT?4Y[&4>CNKU1G|VF>X.L1<:EC6PXT@|(-'M?KE ,'VZX+OZ9V\W(JLW]DCPMQDB3T9G3OQ5;OM|'&\4,Y?^U\ M#5D-*

*Q.P*V6I'_H{3'>]GSJ.V:TY3Y,5O(QN.5@]>;L^V#KT!W**RV.&IE@ MC+T59[F'WLQBX]7Q)O3N F>MQKU0%#FJP1\UH9Q8VDY'WR\.O!@ >K&LOCD!/*AH*R M'+H) (@.\:@$"[V(2-*

#5Q$YI&V/P1[C A[ICQF4== #D:HP\?EGJ5P<1Y"' M+PY>U@OBIN+165UIO*Z\.&Y(@A%]*GDQ!M'P:^S.8M]5#9M<&=Q 2.D2Y)A MP/N1[O.Y#9L[QX]9DDH5SJ+"N.?*

W1H#+9>T8^?,QIG+_1\KU0/ 4KF?"1Z9I M)5T=W-X* \PR2TYOQN%B4]!6\8.#R3..<9$AW@_%0_Q]M5[^_JLP8Z.;$1 M=++]$3/&T1EZ^D)1BQP_?L ,Q6F>N"2^ UZ/>#ZKF%"*

(KH_Q3KV0^,5R^ #8 M5(<18!W@"VZ$YR%/4L EW^8&>0H#K"YZ-J?;U:^N[EGTT#7&U!"O)OSFF MJ%7L49W0^?94Y7$/N(RF1KW876<]Y;U0^[<1"17"/M P7(@+A+LA-

*<^S_DJW& M->SLR^">?56CYTR\KH-6=P%Y]_;QIW=LZO>B;4H41U_2PKAG7T:H:P3N/JF; M$0.J\K@G7T8DZ,5&F0=X/Y1)-$3E< ^Z*I@IS*X1U-5D"Z*9^5IQRP*?-^(E^^$=MD/]*

8<+>T/%24M M9XY.(!0=FRIQOR91NN^:QE-G4\U(60>.I']<;#IW 0R+I7W*7&?.MN72Q<^ M7=WL$BL(CCD_>G=^Z+9NQTN!O/1.;#F.3GK3N]I-*

*PV(T&2X6]28ZC\F*T8=HO=9N.P=)X+?QWR*<%A*A_]!:.[[3;@9XE.+B_[\]_8Z-S,?HX&=V-!OW)LMM/;FGQV6P|-MO!].EOUQ[W:T&(RGBX?Y\#JBZ|SK4]$+&,70^1#ICXZXWF"Z62.-*

*M3K&B"#]1FY.333_F=/5PQMVA5.2NRA?RVYRX[\9%$ M\

+_\5(Y! >!H H (!5!4 &5X,S(M,BYH=&U0 M2P$"% ,4 " #2@PY9DFQPL_1[0#KV@X # @ &U&0 M9F!R;3$P!+7$N:'1M4$L! A0#% @ TH,.6;H;4B,N$0 1+< !$ M (!TX0! '9E'-D4$L! A0#% @ TH,. M6<,A2]YD% I/X !4 (!,)8! '9EJ 0!V97)B+3(P,C0P-C,P7V1E9BYX;6Q02P$"% ,4 " #2@PY9 MMCSSTNAV !6XP8 %0 @ %VUP$ =F5R8BTR,#(T,#8S,%]L M86(N>&UL4$L! A0#% @ TH,.6;>>XI_&40 RUT% !4 M (!D4X" '9E XML 80 form10-q_htm.xml IDEA: XBRL DOCUMENT 0001566610 2024-01-012024-06-30 0001566610 2024-08-09 0001566610 2024-06-30 0001566610 2023-12-31 0001566610 us-gaap:SeriesCPreferredStockMember 2024-06-30 0001566610 us-gaap:SeriesCPreferredStockMember 2023-12-31 0001566610 us-gaap:CommonClassAMember 2024-06-30 0001566610 us-gaap:CommonClassAMember 2023-12-31 0001566610 2024-04-012024-06-30 0001566610 2023-04-012023-06-30 0001566610 2023-01-012023-06-30 0001566610 us-gaap:PreferredStockMember 2023-12-31 0001566610 us-gaap:CommonClassAMemberus-gaap:CommonStockMember 2023-12-31 0001566610 us-gaap:CommonStockMember 2023-12-31 0001566610 us-gaap:AdditionalPaidInCapitalMember 2023-12-31 0001566610 us-gaap:RetainedEarningsMember 2023-12-31 0001566610 us-gaap:PreferredStockMember 2022-12-31 0001566610 us-gaap:CommonClassAMemberus-gaap:CommonStockMember 2022-12-31 0001566610 us-gaap:CommonStockMember 2022-12-31 0001566610 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id="xdx_80B_eus-gaap--BusinessDescriptionAndBasisOfPresentationTextBlock_zPK8Q1EnU9Yk" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">1. DESCRIPTION OF BUSINESS   Our Business   References in this document to the "Company," "Verb," "we," "us," or "our" are intended to mean Verb Technology Company, Inc., individually, or as the context requires, collectively with its subsidiaries on a consolidated basis.   On October 18, 2021, the Company established verbMarketplace, LLC dba MARKET.live, a Nevada limited liability company. verbMarketplace LLC is a wholly owned subsidiary of the Company established for the MARKET.live platform.   Through June 13, 2023, the Company was a Software-as-a-Service ("SaaS") applications platform developer that offered a SaaS platform for the direct sales industry comprised of a suite of interactive video-based sales enablement business software products marketed on a subscription basis, (the "SaaS Assets").   On June 13, 2023, the Company disposed of all of its operating SaaS Assets pursuant to an asset purchase agreement in consideration of the sum of $6,500, $4,750 of which was paid in cash by the buyer at the closing of the transaction. Additional payments of $1,750 will be paid by the buyer if certain profitability and revenue targets are met within the next two years as set forth more particularly in the asset purchase agreement. The sale of the SaaS Assets was undertaken to allow the Company to focus its resources on MARKET.live, the Company's multi-vendor, multi-presenter, livestream social shopping platform, that combines ecommerce and entertainment. The Company expects that its burgeoning MARKET.live business unit will, over time, create greater shareholder value than could have been created through the continued operation of its SaaS Assets.   <p style="font: 10pt Times New Roman, Times,

Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0.25in; text-align: justify; text-indent: 0.25in">The accompanying condensed consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business.   As of June 30, 2024, the Company had cash of $17,197.   Equity financing: During December 2023, the Company entered into a sales agreement with Ascendiant Capital Markets LLC (“Ascendiant Sales Agreement”) to sell shares of its common stock pursuant to a prospectus supplement to the Company’s Registration Statement on Form S-3 (File No. 333-264038). For the six months ended June 30, 2024, the Company has issued 55,700,146 shares of the Company’s common stock pursuant to the Ascendiant Sales Agreement and received net proceeds of $12,130, net of offering costs of $136.   Pursuant to a Regulation A offering of Form 1-A, the Company entered into subscription agreements with certain accredited investors, pursuant to which the Company issued and sold to the investors <span id="xdx_904_eus-gaap--SaleOfStockNumberOfSharesIssuedInTransaction_pid_c20240101__20240630__us-gaap--TypeOfArrangementAxis__custom--SubscriptionAgreementsMember_zu0W7QZGhEgj" title="Sale of common stock from public offering, shares">27,397,258 shares of its Common Stock, par value $0.0001 per share of the Company at a price of $0.24 per share for net proceeds to the Company of $<span id="xdx_90D_eus-gaap--SaleOfStockConsiderationReceivedPerTransaction_pn3n3_c20240101__20240630__us-gaap--TypeOfArrangementAxis__custom--SubscriptionAgreementsMember_zbmu5xefXkz1" title="Sale of common stock from public offering">6,466, net of offering costs of $109.   The shares that were offered and sold at-the-market under Nasdaq rules and pursuant to the Company’s Form 1-A, initially filed by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended, on February 14, 2024 and qualified on March 11, 2024.   The Company filed a second Form 1-A on May 30, 2024, which was qualified on June 11, 2024. The Company has not sold any securities pursuant to this second Form 1-A.   Economic Disruption   Our business is dependent in part on general economic conditions. Many jurisdictions in which our customers are located and our products are sold have experienced and could continue to experience unfavorable general economic conditions, such as inflation, increased interest rates and recessionary concerns, which could negatively affect demand for our products. Under difficult economic conditions, customers may seek to cease spending on our current products or fail to adopt our new products, which could negatively affect our financial performance. We cannot predict the timing or magnitude of an economic slowdown or the timing or strength of any economic recovery. These and other economic factors could have a material adverse effect on our business, financial condition, and results of operations.
6500000475000017500001719700055700146121300001360002739725800.00010.246466000109000
2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND SUPPLEMENTAL DISCLOSURES   <p id="xdx_84A_eus-gaap--BasisOfAccountingPolicyPolicyTextBlock_zxBKjIwVDsHk" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">Basis of Presentation   The accompanying condensed consolidated financial statements are unaudited. These unaudited interim condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) and applicable rules and regulations of the Securities and Exchange Commission (“SEC”) regarding interim financial reporting. Certain information and note disclosures normally included in the financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. Accordingly, these interim condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto contained in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2023 filed with the SEC on April 1, 2024 (the “2023 Annual Report”). The consolidated balance sheet as of December 31, 2023 included herein was derived from the audited consolidated financial statements as of that date.   On June 10, 2023, the board of directors approved the sale of the SaaS Assets to an unrelated third party, SW Direct Sales LLC (“SW Sales” or the “buyer”), for $6,500 with $4,750 cash proceeds paid by buyer upon closing of the transaction. Additional payments of $1,750 will be paid by the buyer if certain profitability and revenue targets are met within the next two years. The contingent payments were not recorded at the closing date of the sale, rather will be recognized as the cash is received and the contingency resolved pursuant to ASC 450-30.   Accordingly, the Company’s consolidated financial statements are being presented pursuant to ASC 360-10-45-9 which requires that a disposal group be classified as held for sale in the period in which all of the held for sale criteria are met. In addition to held for sale accounting, the Company had also met the criterion pursuant to ASC 205-20, Discontinued Operations, as a strategic shift from operating and managing a SaaS business to operating and managing a live streaming shopping platform has occurred because of the sale. The Company’s consolidated results of operations and statements of cash flows have been reclassified to reflect the presentation of discontinued operations. See Note 5 for details of the assets and liabilities related to the SaaS sale and discontinued operations.   In the opinion of management, the accompanying unaudited condensed consolidated financial statements contain all adjustments necessary to fairly present the Company’s financial position and results of operations for the interim periods reflected. Except as noted, all adjustments contained herein are of a normal recurring nature. Results of operations for the fiscal periods presented herein are not necessarily indicative of fiscal year-end results.   <p id="xdx_84F_eus-gaap--ConsolidationPolicyTextBlock_z1emjBxS8XD3" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">Principles of Consolidation   The consolidated financial statements have been prepared in accordance with GAAP and include the accounts of Verb, Verb Direct, LLC, Verb Acquisition Co., LLC, and verbMarketplace, LLC. All intercompany accounts have been eliminated in the consolidation.   Use of Estimates   The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reported periods. Significant estimates include assumptions made in analysis of assumptions made in purchase price allocations, impairment testing of long-term assets, realization of deferred tax assets, determining fair value of derivative liabilities, and valuation of equity instruments issued for services. Some of those assumptions can be subjective and complex, and therefore, actual results could differ materially from those estimates under different assumptions or conditions. <span style="font-family: Times New Roman, Times, Serif; font-

size: 10pt"> <p id="xdx_849_eus-gaap--RevenueRecognitionPolicyTextBlock_zYfghOsRHw8c" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">Revenue Recognition   The Company recognizes revenue in accordance with Financial Accounting Standard Board's ("FASB") ASC 606, Revenue from Contracts with Customers ("ASC 606"). Revenue through June 13, 2023 was derived primarily from providing application services through the SaaS application, digital marketing and sales support services. During that period, the Company also derived revenue from the sale of customized print products and training materials, branded apparel, and digital tools, as demanded by its customers. As a result of the sale of the SaaS business, revenue that was recorded historically from the SaaS business has been reclassified as part of discontinued operations. See Note 5 for revenue disclosures related to the SaaS business.   A description of our principal revenue generating activities is as follows: MARKET.live generates revenue through several sources as follows: <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.5in">a.</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in">a.</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">All sales run through our ecommerce facility on MARKET.live from which we deduct a platform fee that ranges from 10% to 20% of gross sales, with an average of approximately 15%, depending upon the pricing package the vendors select as well as the product category and profit margins associated with such categories. The revenue is derived from sales generated during livestream events, from sales realized through views of previously recorded live events available in each vendor's store, as well as from sales of product and merchandise displayed in the vendors' online stores, all of which are shoppable 24/7.</td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif">b.</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">Produced events. MARKET.live offers fee-based services that range from full production of livestream events, to providing professional hosts and event consulting.</td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif">c.</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">Drop Ship and Creator programs. MARKET.live is expected to generate recurring fee revenue from soon to be launched new drop ship programs for entrepreneurs and its Creator program.</td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif">d.</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">The Company's TikTok Shop store and affiliate program.</td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif">e.</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">The MARKET.live site is designed to incorporate sponsorships and other advertising based on typical industry rates.</td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif">f.</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">The Company's recently announced partnership with TikTok Shop. Pursuant to the terms of the partnership, MARKET.live has become a service provider for TikTok Shop and is officially designated as a TikTok Shop Partner (TSP). Under the terms of the partnership, TikTok Shop refers consumer brands, retailers, influencers and affiliates leads to MARKET.live for a menu of paid services that include, among other things, assistance in onboarding to TikTok Shop and establishing a TikTok Shop store, hosting training sessions and webinars for prospective TikTok Shop sellers, MARKET.live studio space rental in both the West Coast and East Coast MARKET.live studios, content creation and production services, and TikTok Shop maintenance, including enhancements to existing TikTok Shop seller stores. The partnership also contemplates TikTok Shop sponsored studio rentals, as well as a paid-for "day pass" for use of MARKET.live studio services by TikTok creators, influencers and affiliates. It is expected that MARKET.live will generate revenue through fees, including monthly recurring fees, paid directly to MARKET.live by the brands, retailers, influencers and affiliates referred to MARKET.live by TikTok. In addition, it is contemplated that MARKET.live will receive a percentage of monthly revenue generated through the TikTok Shop stores MARKET.live establishes for the brands, retailers, influencers and affiliates that TikTok Shop refers to MARKET.live.</td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">The partnership also contemplates the use of MARKET.live studios as TikTok "Sample Centers" where TikTok creators will have access to product samples for use in their TikTok Shop videos produced at MARKET.live studios. In addition to the compensation referenced above, TikTok will compensate MARKET.live directly for the attainment of certain pre-established performance goals and objectives agreed-to between the parties.</td></tr> </table>   A performance obligation is a promise in a contract to transfer a distinct product. Performance obligations promised in a contract are identified based on the goods that will be transferred that are both capable of being distinct and are distinct in the context of the contract, whereby the transfer of the goods is separately identifiable from other promises in the contract. Performance obligations include establishing and maintaining customer online stores, providing access to the Company's e-commerce platform and customer service support.   The Company's revenue is comprised of commission fees derived from contractually committed gross revenue processed by customers on the Company's e-commerce platform as well as from services it provides as referenced above in sub-paragraph (f) of the Revenue Recognition section concerning the TikTok Shop partnership. Customers do not have the contractual right to take possession of the Company's software. Revenue is recognized in an amount that reflects the consideration that the Company expects to ultimately receive in exchange for those promised goods, net of expected discounts for sales promotions and customary allowances, and its services.   Revenue is recognized on a net basis from maintaining e-commerce platforms and online orders, as the Company is engaged primarily in an agency relationship with its customers and earns defined amounts based on the individual contractual terms for the customer and the Company does not take possession of the customers' inventory or any credit risks relating to the products sold.   Sales taxes collected from customers and remitted to governmental authorities are accounted for on a net basis and, therefore, are excluded from net sales in the consolidated statements of operations. Revenues during the three and six months ended June 30, 2024 and 2023, were substantially all generated from clients and customers located within the United States of America.   <p id="xdx_848_ecustom--CostOfRevenuePolicyTextBlock_zD1U9cTXSA58" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">Cost of Revenue   Cost of revenue primarily consists of processing fees associated with the MARKET.live platform.   <p id="xdx_849_eus-gaap--ResearchDevelopmentAndComputerSoftwarePolicyTextBlock_zFOUicrpEf58" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">Capitalized Software Development Costs   <p

style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0.25in; text-align: justify; text-indent: 0.25in">The Company capitalizes internal and external costs directly associated with developing internal-use software, and hosting arrangements that include an internal-use software license, during the application development stage of its projects. The Company's internal-use software is reported at cost less accumulated amortization. Amortization begins once the project has been completed and is ready for its intended use. The Company will amortize the asset on a straight-line basis over a period of three years, which is the estimated useful life. Software maintenance activities or minor upgrades are expensed in the period performed.   Amortization expense related to capitalized software development costs is recorded in depreciation and amortization in the condensed consolidated statements of operations.   <p id="xdx_841_eus-gaap--StockholdersEquityNoteRedeemablePreferredStockIssuePolicy_zdrBaX9z8ezi" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">Preferred Stock   The Company applies the accounting standards for distinguishing liabilities from equity when determining the classification and measurement of its preferred stock. Preferred shares subject to mandatory redemption are classified as liability instruments and are measured at fair value. Conditionally redeemable preferred shares (including preferred shares that feature redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within the Company's control) are classified as temporary equity. At all other times, preferred shares are classified as part of stockholders' equity. Accordingly, the Series C Preferred Stock offering on December 29, 2023 is classified as part of stockholders' equity as of June 30, 2024 and December 31, 2023.   <p id="xdx_84D_eus-gaap--FairValueOfFinancialInstrumentsPolicy_zDaxzRJg6etd" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">Fair Value of Financial Instruments   The Company follows the guidance of FASB ASC 820 and ASC 825 for disclosure and measurement of the fair value of its financial instruments. FASB ASC 820 establishes a framework for measuring fair value under GAAP and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, ASC 820 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three (3) broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs.   The three (3) levels of fair value hierarchy defined by ASC 820 are described below: <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.5in"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.5in">Level 1:</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.</td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif">Level 2:</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.</td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif">Level 3:</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">Pricing inputs that are generally observable inputs and not corroborated by market data.</td></tr> </table>   The carrying amount of the Company's financial assets and liabilities, such as cash and cash equivalents, prepaid expenses, and accounts payable and accrued expenses approximate their fair value due to their short-term nature. The carrying amount of notes payable approximates the fair value due to the fact that the interest rates on these obligations are based on prevailing market interest rates. The Company uses Level 2 inputs for its valuation methodology for the derivative liabilities.   <p id="xdx_84E_eus-gaap--DerivativesReportingOfDerivativeActivity_z2Olj51CRuN4" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">Derivative Financial Instruments   The Company evaluates its financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported in the consolidated statements of operations. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period. Derivative instrument liabilities are classified in the balance sheet as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within 12 months of the balance sheet date.   The Company uses Level 2 inputs for its valuation methodology for the derivative liabilities as their fair values were determined by using a Binomial pricing model. The Company's derivative liabilities are adjusted to reflect fair value at each period end, with any increase or decrease in the fair value being recorded in results of operations as adjusted to fair value of derivatives.   <p id="xdx_841_eus-gaap--ShareBasedCompensationOptionAndIncentivePlansPolicy_zGj1ceabrND7" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">Share-Based Compensation   The Company issues stock options and warrants, shares of common stock and restricted stock units as share-based compensation to employees and non-employees. The Company accounts for its share-based compensation in accordance with FASB ASC 718, Compensation - Stock Compensation. Share-based compensation cost is measured at the grant date, based on the estimated fair value of the award, and is recognized as expense over the requisite service period. The fair value of restricted stock units is determined based on the number of shares granted and the quoted price of our common stock and is recognized as expense over the service period. Forfeitures are accounted for as they occur. Recognition of compensation expense for non-employees is in the same period and manner as if the Company had paid cash for services.   <p id="xdx_841_eus-gaap--EarningsPerSharePolicyTextBlock_zM1UewwlY1j" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">Net Loss Per Share   Basic net loss per share is computed by using the weighted-average number of common shares outstanding during the period. Diluted net loss per share is computed giving effect to all dilutive potential shares of common stock that were outstanding during the period. Dilutive potential shares of common stock consist of incremental shares of common stock issuable upon exercise of stock options. No dilutive potential shares of common stock were included in the computation of diluted net loss per share because their impact was anti-dilutive.   As of June 30, 2024, and 2023, the Company had total outstanding options of <span id="xdx_90D_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodGross_pid_c20240101__20240630__us-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis__us-gaap--EmployeeStockOptionMember_zOnFGqEnaU14" title="Stock option outstanding shares">2,038,965 and <span id="xdx_906_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodGross_pid_c20230101__20230630__us-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis__us-gaap--EmployeeStockOptionMember_zNvXei9S5KMh" title="Stock option outstanding shares">1,099,523, respectively, and warrants of <span id="xdx_906_eus-gaap--ClassOfWarrantOrRightNumberOfSecuritiesCalledByEachWarrantOrRight_iI_pid_c20240630__us-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis__us-gaap--WarrantMember_zyuBcAERS3Y6" title="Warrant outstanding shares">740,368 and <span id="xdx_906_eus-gaap--ClassOfWarrantOrRightNumberOfSecuritiesCalledByEachWarrantOrRight_iI_pid_c20230630__us-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis__us-gaap--WarrantMember_zbxSOqEf4HFj" title="Warrant outstanding shares">951,804, respectively, and outstanding restricted stock awards of <span id="xdx_900_eus-gaap--StockIssuedDuringPeriodSharesRestrictedStockAwardGross_c20240101__20240630__us-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis__us-gaap--RestrictedStockMember_zltXveIV1SLl" title="Restricted stock units">148,227 and <span id="xdx_905_eus-gaap--StockIssuedDuringPeriodSharesRestrictedStockAwardGross_c20230101__20230630__us-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis__us-gaap--RestrictedStockMember_zmkd6G2irZbg" title="Restricted stock units">21,535, respectively, and convertible notes issued to a related party that were convertible into <span id="xdx_904_eus-gaap--ConversionOfStockSharesIssued1_c20240101__20240630__us-gaap--RelatedPartyTransactionsByRelatedPartyAxis__custom--RelatedPartyMember_ztuf5mnLf1rl" title="Debt

converted instrument, amount">0 and <span id="xdx_90A_eus-gaap--ConversionOfStockSharesIssued1_c20230101__20230630__us-gaap--RelatedPartyTransactionsByRelatedPartyAxis__custom--RelatedPartyMember_zmGq7qY8YfVe" title="Debt converted instrument, amount">21,874 shares at $<span id="xdx_904_eus-gaap--DebtInstrumentConvertibleConversionPrice1_iI_c20240630__us-gaap--RelatedPartyTransactionsByRelatedPartyAxis__custom--RelatedPartyMember_zNQWXEuqnCxa" title="Debt converted instrument, price per share"><span id="xdx_903_eus-gaap--DebtInstrumentConvertibleConversionPrice1_iI_c20230630__us-gaap--RelatedPartyTransactionsByRelatedPartyAxis__custom--RelatedPartyMember_zS4dGm2FBFuj" title="Debt converted instrument, price per share">41.20 per share, respectively, which were excluded from the computation of net loss per share because they are anti-dilutive.   At the close of business on April 5, 2024, the Company's unexercised publicly traded warrants under the symbol VERBW expired pursuant to their original terms and as such Nasdaq suspended trading the 175,823 remaining warrants and the trading symbol VERBW was delisted from Nasdaq.   <p id="xdx_842_eus-gaap--ConcentrationRiskCreditRisk_zyaJ5nzdcDye" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">Concentration of Credit and Other Risks   Financial instruments that potentially subject the Company to concentrations of credit risk consist of cash and accounts receivable. Cash is deposited with a limited number of financial institutions. The balances held at any one financial institution at times may be in excess of Federal Deposit Insurance Corporation ("FDIC") insurance limits of up to $250.   The Company's concentration of credit risk includes its concentrations from key customers and vendors. The details of these significant customers and vendors are presented in the following table for the six months ended June 30, 2024 and 2023:   <p id="xdx_897_eus-gaap--SchedulesOfConcentrationOfRiskByRiskFactorTextBlock_zhM8Fgn9Jqfg" style="font: 10pt Times New Roman, Times, Serif; display: none; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0.25in; text-align: justify; text-indent: 0.25in">SCHEDULE OF CONCENTRATION RISK <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 95%; border-collapse: collapse; margin-left: 0.25in"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: white"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td colspan="3" style="border-bottom: black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: center">Six Months Ended June 30,</td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: white"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="border-bottom: black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: center">2024</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="border-bottom: black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: center">2023</td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif">The Company's largest customers are presented below as a percentage of the aggregate</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif">Revenues</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 2%">%</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 28%; text-align: center">One customer that accounted for <span id="xdx_909_eus-gaap--ConcentrationRiskPercentage1_pid_dp_uPure_c20240101__20240630__us-gaap--ConcentrationRiskByBenchmarkAxis__custom--RevenuesMember__us-gaap--ConcentrationRiskByTypeAxis__us-gaap--CustomerConcentrationRiskMember__srt--MajorCustomersAxis__custom--OneCustomerMember_zduaNLWLU9of" title="Revenues">52% of revenues</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 2%">%</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 28%; text-align: center">No customers individually over <span id="xdx_906_eus-gaap--ConcentrationRiskPercentage1_pid_dp_uPure_c20230101__20230630__us-gaap--ConcentrationRiskByBenchmarkAxis__custom--RevenuesMember__us-gaap--ConcentrationRiskByTypeAxis__us-gaap--CustomerConcentrationRiskMember__srt--MajorCustomersAxis__custom--NoCustomersMember_znfo24gpMcIg" title="Revenues and Accounts receivable">10%</td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif">Purchases</td> <td style="font: 10pt Times New Roman, Times, Serif">%</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: center">One vendor that accounted for <span id="xdx_901_eus-gaap--ConcentrationRiskPercentage1_pid_dp_uPure_c20240101__20240630__us-gaap--ConcentrationRiskByBenchmarkAxis__custom--PurchaseMember__us-gaap--ConcentrationRiskByTypeAxis__us-gaap--SupplierConcentrationRiskMember__srt--MajorCustomersAxis__custom--OneVendorMember_zZx4oe6xZVij">18% of its purchases individually and in the aggregate</td> <td style="font: 10pt Times New Roman, Times, Serif">%</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: center">One vendor that accounted for <span id="xdx_90D_eus-gaap--ConcentrationRiskPercentage1_pid_dp_uPure_c20230101__20230630__us-gaap--ConcentrationRiskByBenchmarkAxis__custom--PurchaseMember__us-gaap--ConcentrationRiskByTypeAxis__us-gaap--SupplierConcentrationRiskMember__srt--MajorCustomersAxis__custom--OneVendorMember_zshXG7uq0O5d">32% of its purchases individually and in the aggregate</td></tr> </table>   <p id="xdx_840_ecustom--SupplementalCashFlowInformationPolicyTextBlock_zHycK1uYC9V9" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0pt; text-align: justify; text-indent: 0.25in">Supplemental Cash Flow Information <p id="xdx_895_eus-gaap--ScheduleOfCashFlowSupplementalDisclosuresTableTextBlock_z2gGW5svOuL3" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0pt; text-align: justify; text-indent: 0.25in">SCHEDULE OF SUPPLEMENTAL CASH FLOW INFORMATION   <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 95%; margin-left: 0.25in"> <tr style="display: none; vertical-align: bottom"> <td> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_499_20240101__20240630_zOg2HrkPi3Lc" style="font-weight: bold; text-align: center">2024</td><td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_49B_20230101__20230630_zdO788JgDFQk" style="font-weight: bold; text-align: center">2023</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="padding-bottom: 1.5pt"> </td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td> <td colspan="6" style="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">Six Months Ended June 30,</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="padding-bottom: 1.5pt"> </td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td> <td colspan="2" style="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td> <td colspan="2" style="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td> </td> <td colspan="2"> </td><td> </td><td> </td> <td colspan="2"> </td><td> </td></tr> <tr id="xdx_408_eus-gaap--SupplementalCashFlowInformationAbstract_iB_za2uA5AjqJol" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-weight: bold; text-align: left">Supplemental disclosures of cash flow information:</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 id="xdx_40D_eus-gaap--InterestPaidNet_pn3n3_ze1C5c3b78Wj" style="vertical-align: bottom; background-color: White"> <td style="padding-left: 10pt; width: 64%; text-align: left">Cash paid for interest</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 14%; text-align: right">1</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 14%; text-align: right">234</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_40B_eus-gaap--IncomeTaxesPaidNet_iN_pn3n3_di_zPyKIBiq2zE1" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 10pt; text-align: left">Cash paid for income taxes</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">1</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">2</td><td style="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> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td> </td> <td style="text-align: left"> </td></tr> <tr id="xdx_402_eus-gaap--CashFlowNoncashInvestingAndFinancingActivitiesDisclosureAbstract_iB_zbEAIO2l7hIg" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-weight: bold; text-align: left">Supplemental disclosure of non-cash investing and financing activities attributable to continuing 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></tr> <tr id="xdx_407_ecustom--FairValueOfCommonSharesIssuedAsPaymentOnNotesPayable_pn3n3_zv7BcgJIxM8h" style="vertical-align: bottom; background-color: White"> <td style="padding-left: 10pt; text-align: left">Fair value of common shares issued as payment on notes payable</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">2,777</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">300</td><td style="text-align: left"> </td></tr> <tr id="xdx_408_ecustom--FairValueOfCommonSharesIssuedToRedeemSeriesCPreferredShares_zZjuIXH4JDnh" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 10pt; text-align: left">Fair value of common shares issued to redeem Series C preferred shares</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">656</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 id="xdx_408_ecustom--FairValueOfCommonSharesIssuedToSettleAccruedExpenses_zNfbGucwkOFa" style="vertical-align: bottom; background-color: White"> <td style="padding-left: 10pt; text-align: left">Fair value of common shares issued to settle accrued expenses</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">146</td><td style="text-align: left"> </td></tr> <tr id="xdx_402_ecustom--SupplementalDisclosureOfNoncashInvestingAndFinancingActivitiesAttributableToDiscontinuedOperations_iB_zJtKFf61UFNa" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 10pt; font-weight: bold; text-align: left">Supplemental disclosure of non-cash investing and financing activities attributable to discontinued 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></tr> <tr id="xdx_400_ecustom--DiscountRecognizedFromAdvancesOnFutureReceipts_pn3n3_zVfQL8lgAQff" style="vertical-align: bottom; background-color: White"> <td style="padding-left: 10pt; text-align: left">Discount recognized from advances on future receipts</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">558</td><td style="text-align: left"> </td></tr> </table>   <p id="xdx_843_eus-gaap--NewAccountingPronouncementsPolicyPolicyTextBlock_zG2uw3Wr1tI1" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">Recent Accounting Pronouncements   Recently Adopted Accounting Pronouncements   In June 2016, the FASB issued ASU No. 2016-13, Credit Losses - Measurement of Credit Losses on Financial Instruments (“ASC 326”). The standard significantly changes how entities will measure credit losses for most financial assets, including accounts and notes receivables. The standard will replace today’s “incurred loss” approach with an “expected loss” model, under which companies will recognize allowances based on expected rather than incurred losses. Entities will apply the standard’s provisions as a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in which the guidance is effective. The adoption of this standard did not have any material impact on the Company’s financial statements.   Recent Accounting Pronouncements   In November 2023, the Financial Accounting Standards Board (FASB) issued ASU No. 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures (ASU 2023-07), which requires an enhanced disclosure of significant segment expenses on an annual and interim basis. This guidance is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. Upon adoption, the guidance should be applied retrospectively to all prior periods presented in the financial statements. We do not expect the adoption of this guidance to have a material impact on our consolidated financial statements.   Other recent accounting pronouncements issued by the FASB, including its Emerging Issues Task Force, the American Institute of Certified Public Accountants, and the Securities and Exchange Commission (the “SEC”) did not or are not believed by management to have a material impact on the Company’s present or future consolidated financial statements.   <p id="xdx_84A_eus-gaap--BasisOfAccountingPolicyPolicyTextBlock_zxBKjJwVDsHk" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">Basis of Presentation   The accompanying condensed consolidated financial statements are unaudited. These unaudited interim condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) and applicable rules and regulations of the Securities and Exchange Commission (“SEC”) regarding interim financial reporting. Certain information and note disclosures normally included in the financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. Accordingly, these interim condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto contained in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2023 filed with the SEC on April 1, 2024 (the “2023 Annual Report”). The consolidated balance sheet as of December 31, 2023 included herein was derived from the audited consolidated financial statements as of that date.   On June 10, 2023, the board of directors approved the sale of the SaaS Assets to an unrelated third party, SW Direct Sales LLC (“SW Sales” or the “buyer”), for $6,500 with $4,750 cash proceeds paid by buyer upon closing of the transaction. Additional payments of $1,750 will be paid by the buyer if certain profitability and revenue targets are met within the next two years. The contingent payments were not recorded at the closing date of the sale, rather will be recognized as the cash is received and the contingency resolved pursuant to ASC 450-30.   Accordingly, the Company’s consolidated financial statements are being presented pursuant to ASC 360-10-45-9 which requires that a disposal group be classified as held for sale in the period in which all of the held for sale criteria are met. In addition to held for sale accounting, the Company had also met the criterion pursuant to ASC 205-20, Discontinued Operations, as a strategic shift from operating and managing a SaaS business to operating and managing a live streaming shopping platform has occurred because of the sale. The Company’s consolidated results of operations and statements of cash flows have been reclassified to reflect the presentation of discontinued operations. See Note 5 for details of the assets and liabilities related to the SaaS sale and discontinued operations.   In the opinion of management, the accompanying unaudited condensed consolidated financial statements contain all adjustments necessary to fairly present the Company’s financial position and results of operations for the interim periods reflected. Except as noted, all adjustments contained herein are of a normal recurring nature. Results of operations for the fiscal periods presented herein are not necessarily indicative of fiscal year-end results.   650000047500001750000<p id="xdx_84F_eus-gaap--ConsolidationPolicyTextBlock_z1emjBxS8XD3" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">Principles of Consolidation   The consolidated financial statements have been prepared in accordance with GAAP and include the accounts of Verb, Verb Direct, LLC, Verb Acquisition Co., LLC, and verbMarketplace, LLC. All intercompany accounts have been eliminated in the consolidation.   Use of Estimates   <span style="font-family:

Times New Roman, Times, Serif; font-size: 10pt">The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reported periods. Significant estimates include assumptions made in analysis of assumptions made in purchase price allocations, impairment testing of long-term assets, realization of deferred tax assets, determining fair value of derivative liabilities, and valuation of equity instruments issued for services. Some of those assumptions can be subjective and complex, and therefore, actual results could differ materially from those estimates under different assumptions or conditions.   <p id="xdx_849_eus-gaap--RevenueRecognitionPolicyTextBlock_zYfghOsRHw8c" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">Revenue Recognition   The Company recognizes revenue in accordance with Financial Accounting Standard Board’s (“FASB”) ASC 606, Revenue from Contracts with Customers (“ASC 606”). Revenue through June 13, 2023 was derived primarily from providing application services through the SaaS application, digital marketing and sales support services. During that period, the Company also derived revenue from the sale of customized print products and training materials, branded apparel, and digital tools, as demanded by its customers. As a result of the sale of the SaaS business, revenue that was recorded historically from the SaaS business has been reclassified as part of discontinued operations. See Note 5 for revenue disclosures related to the SaaS business.   A description of our principal revenue generating activities is as follows: MARKET.live generates revenue through several sources as follows: <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse">
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<td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in">a.</td>
<td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">All sales run through our ecommerce facility on MARKET.live from which we deduct a platform fee that ranges from 10% to 20% of gross sales, with an average of approximately 15%, depending upon the pricing package the vendors select as well as the product category and profit margins associated with such categories. The revenue is derived from sales generated during livestream events, from sales realized through views of previously recorded live events available in each vendor’s store, as well as from sales of product and merchandise displayed in the vendors’ online stores, all of which are shoppable 24/7.</td></tr>
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<td style="font: 10pt Times New Roman, Times, Serif">b.</td>
<td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">Produced events. MARKET.live offers fee-based services that range from full production of livestream events, to providing professional hosts and event consulting.</td></tr>
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<td style="font: 10pt Times New Roman, Times, Serif">c.</td>
<td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">Drop Ship and Creator programs. MARKET.live is expected to generate recurring fee revenue from soon to be launched new drop ship programs for entrepreneurs and its Creator program.</td></tr>
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<td style="font: 10pt Times New Roman, Times, Serif">d.</td>
<td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">The Company’s TikTok Shop store and affiliate program.</td></tr>
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<td style="font: 10pt Times New Roman, Times, Serif">e.</td>
<td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">The MARKET.live site is designed to incorporate sponsorships and other advertising based on typical industry rates.</td></tr>
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<td style="font: 10pt Times New Roman, Times, Serif">f.</td>
<td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">The Company’s recently announced partnership with TikTok Shop. Pursuant to the terms of the partnership, MARKET.live has become a service provider for TikTok Shop and is officially designated as a TikTok Shop Partner (TSP). Under the terms of the partnership, TikTok Shop refers consumer brands, retailers, influencers and affiliates leads to MARKET.live for a menu of paid services that include, among other things, assistance in onboarding to TikTok Shop and establishing a TikTok Shop store, hosting training sessions and webinars for prospective TikTok Shop sellers, MARKET.live studio space rental in both the West Coast and East Coast MARKET.live studios, content creation and production services, and TikTok Shop maintenance, including enhancements to existing TikTok Shop seller stores. The partnership also contemplates TikTok Shop sponsored studio rentals, as well as a paid-for “day pass” for use of MARKET.live studio services by TikTok creators, influencers and affiliates. It is expected that MARKET.live will generate revenue through fees, including monthly recurring fees, paid directly to MARKET.live by the brands, retailers, influencers and affiliates referred to MARKET.live by TikTok. In addition, it is contemplated that MARKET.live will receive a percentage of monthly revenue generated through the TikTok Shop stores MARKET.live establishes for the brands, retailers, influencers and affiliates that TikTok Shop refers to MARKET.live.</td></tr>
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<td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">The partnership also contemplates the use of MARKET.live studios as TikTok “Sample Centers” where TikTok creators will have access to product samples for use in their TikTok Shop videos produced at MARKET.live studios. In addition to the compensation referenced above, TikTok will compensate MARKET.live directly for the attainment of certain pre-established performance goals and objectives agreed-to between the parties.</td></tr>
</table>

A performance obligation is a promise in a contract to transfer a distinct product. Performance obligations promised in a contract are identified based on the goods that will be transferred that are both capable of being distinct and are distinct in the context of the contract, whereby the transfer of the goods is separately identifiable from other promises in the contract. Performance obligations include establishing and maintaining customer online stores, providing access to the Company’s e-commerce platform and customer service support.

The Company’s revenue is comprised of commission fees derived from contractually committed gross revenue processed by customers on the Company’s e-commerce platform as well as from services it provides as referenced above in sub-paragraph (f) of the Revenue Recognition section concerning the TikTok Shop partnership. Customers do not have the contractual right to take possession of the Company’s software. Revenue is recognized in an amount that reflects the consideration that the Company expects to ultimately receive in exchange for those promised goods, net of expected discounts for sales promotions and customary allowances, and its services.

Revenue is recognized on a net basis from maintaining e-commerce platforms and online orders, as the Company is engaged primarily in an agency relationship with its customers and earns defined amounts based on the individual contractual terms for the customer and the Company does not take possession of the customers’ inventory or any credit risks relating to the products sold.

Sales taxes collected from customers and remitted to governmental authorities are accounted for on a net basis and, therefore, are excluded from net sales in the consolidated statements of operations. Revenues during the three and six months ended June 30, 2024 and 2023, were substantially all generated from clients and customers located within the United States of America.
  All sales run through our ecommerce facility on MARKET.live from which we deduct a platform fee that ranges from 10% to 20% of gross sales, with an average of approximately 15<p id="xdx_848_ecustom--CostOfRevenuePolicyTextBlock_zD1U9eTXSA58" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">Cost of Revenue

<p style="font: 10pt Times New Roman, Times, Serif; margin-top:

0pt; margin-bottom: 0pt; margin-left: 0.25in; text-align: justify; text-indent: 0.25in">Cost of revenue primarily consists of processing fees associated with the MARKET.live platform.   <p id="xdx_849_eus-gaap--ResearchDevelopmentAndComputerSoftwarePolicyTextBlock_zFOUicrpEf58" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">Capitalized Software Development Costs   The Company capitalizes internal and external costs directly associated with developing internal-use software, and hosting arrangements that include an internal-use software license, during the application development stage of its projects. The Company's internal-use software is reported at cost less accumulated amortization. Amortization begins once the project has been completed and is ready for its intended use. The Company will amortize the asset on a straight-line basis over a period of three years, which is the estimated useful life. Software maintenance activities or minor upgrades are expensed in the period performed.   Amortization expense related to capitalized software development costs is recorded in depreciation and amortization in the condensed consolidated statements of operations.   <p id="xdx_841_eus-gaap--StockholdersEquityNoteRedeemablePreferredStockIssuePolicy_zdrBaX9z8ezi" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">Preferred Stock   The Company applies the accounting standards for distinguishing liabilities from equity when determining the classification and measurement of its preferred stock. Preferred shares subject to mandatory redemption are classified as liability instruments and are measured at fair value. Conditionally redeemable preferred shares (including preferred shares that feature redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within the Company's control) are classified as temporary equity. At all other times, preferred shares are classified as part of stockholders' equity. Accordingly, the Series C Preferred Stock offering on December 29, 2023 is classified as part of stockholders' equity as of June 30, 2024 and December 31, 2023.   <p id="xdx_84D_eus-gaap--FairValueOfFinancialInstrumentsPolicy_zDaxzRJg6etd" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">Fair Value of Financial Instruments   The Company follows the guidance of FASB ASC 820 and ASC 825 for disclosure and measurement of the fair value of its financial instruments. FASB ASC 820 establishes a framework for measuring fair value under GAAP and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, ASC 820 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three (3) broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs.   The three (3) levels of fair value hierarchy defined by ASC 820 are described below: <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.5in"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.5in">Level 1:</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.</td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif">Level 2:</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.</td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif">Level 3:</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">Pricing inputs that are generally observable inputs and not corroborated by market data.</td></tr> </table>   The carrying amount of the Company's financial assets and liabilities, such as cash and cash equivalents, prepaid expenses, and accounts payable and accrued expenses approximate their fair value due to their short-term nature. The carrying amount of notes payable approximates the fair value due to the fact that the interest rates on these obligations are based on prevailing market interest rates. The Company uses Level 2 inputs for its valuation methodology for the derivative liabilities.   <p id="xdx_84E_eus-gaap--DerivativesReportingOfDerivativeActivity_z2OIj51CRuN4" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">Derivative Financial Instruments   The Company evaluates its financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported in the consolidated statements of operations. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period. Derivative instrument liabilities are classified in the balance sheet as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within 12 months of the balance sheet date.   The Company uses Level 2 inputs for its valuation methodology for the derivative liabilities as their fair values were determined by using a Binomial pricing model. The Company's derivative liabilities are adjusted to reflect fair value at each period end, with any increase or decrease in the fair value being recorded in results of operations as adjusted to fair value of derivatives.   <p id="xdx_841_eus-gaap--ShareBasedCompensationOptionAndIncentivePlansPolicy_zGj1ceabrND7" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">Share-Based Compensation   The Company issues stock options and warrants, shares of common stock and restricted stock units as share-based compensation to employees and non-employees. The Company accounts for its share-based compensation in accordance with FASB ASC 718, Compensation - Stock Compensation. Share-based compensation cost is measured at the grant date, based on the estimated fair value of the award, and is recognized as expense over the requisite service period. The fair value of restricted stock units is determined based on the number of shares granted and the quoted price of our common stock and is recognized as expense over the service period. Forfeitures are accounted for as they occur. Recognition of compensation expense for non-employees is in the same period and manner as if the Company had paid cash for services.   <p id="xdx_841_eus-gaap--EarningsPerSharePolicyTextBlock_zM1UewwlYLj" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">Net Loss Per Share   Basic net loss per share is computed by using the weighted-average number of common shares outstanding during the period. Diluted net loss per share is computed giving effect to all dilutive potential shares of common stock that were outstanding during the period. Dilutive potential shares of common stock consist of incremental shares of common stock issuable upon exercise of stock options. No dilutive potential shares of common stock were included in the computation of diluted net loss per share because their impact was anti-dilutive.   As of June 30, 2024, and 2023, the Company had total outstanding options of <span id="xdx_90D_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodGross_pid_c20240101__20240630__us-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis__us-gaap--EmployeeStockOptionMember_zOnFGqEnaUI4" title="Stock option outstanding shares">2,038,965 and <span id="xdx_906_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodGross_pid_c20230101__20230630__us-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis__us-gaap--EmployeeStockOptionMember_zNvXei9S5KMh" title="Stock option outstanding shares">1,099,523, respectively, and warrants of <span id="xdx_906_eus-gaap--ClassOfWarrantOrRightNumberOfSecuritiesCalledByEachWarrantOrRight_iI_pid_c20240630__us-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis__us-gaap--WarrantMember_zyuBcAERS3Y6" title="Warrant outstanding shares">740,368 and <span id="xdx_906_eus-gaap--ClassOfWarrantOrRightNumberOfSecuritiesCalledByEachWarrantOrRight_iI_pid_c20230630__us-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis__us-gaap--WarrantMember_zbxSOqEf4HFj" title="Warrant outstanding

shares">951,804, respectively, and outstanding restricted stock awards of <span id="xdx_900_eus-gaap--StockIssuedDuringPeriodSharesRestrictedStockAwardGross_c20240101__20240630__us-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis__us-gaap--RestrictedStockMember_zltXvelV1SLl" title="Restricted stock units">148,227 and <span id="xdx_905_eus-gaap--StockIssuedDuringPeriodSharesRestrictedStockAwardGross_c20230101__20230630__us-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis__us-gaap--RestrictedStockMember_zmkd6G2irZbg" title="Restricted stock units">21,535, respectively, and convertible notes issued to a related party that were convertible into <span id="xdx_904_eus-gaap--ConversionOfStockSharesIssued1_c20240101__20240630__us-gaap--RelatedPartyTransactionsByRelatedPartyAxis__custom--RelatedPartyMember_ztuf5mnLf1rl" title="Debt converted instrument, amount">0 and <span id="xdx_90A_eus-gaap--ConversionOfStockSharesIssued1_c20230101__20230630__us-gaap--RelatedPartyTransactionsByRelatedPartyAxis__custom--RelatedPartyMember_zmGg7qY8YfVe" title="Debt converted instrument, amount">21,874 shares at $<span id="xdx_904_eus-gaap--DebtInstrumentConvertibleConversionPrice1_iI_c20240630__us-gaap--RelatedPartyTransactionsByRelatedPartyAxis__custom--RelatedPartyMember_zNQWXEuqnCxa" title="Debt converted instrument, price per share"><span id="xdx_903_eus-gaap--DebtInstrumentConvertibleConversionPrice1_iI_c20230630__us-gaap--RelatedPartyTransactionsByRelatedPartyAxis__custom--RelatedPartyMember_zS4dGm2FBFuj" title="Debt converted instrument, price per share">41.20 per share, respectively, which were excluded from the computation of net loss per share because they are anti-dilutive.   At the close of business on April 5, 2024, the Company's unexercised publicly traded warrants under the symbol VERBW expired pursuant to their original terms and as such Nasdaq suspended trading the 175,823 remaining warrants and the trading symbol VERBW was delisted from Nasdaq.   203896510995237403689518041482272153502187441.2041.20175823<p id="xdx_842_eus-gaap--ConcentrationRiskCreditRisk_zyaJ5nzdcDye" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">Concentration of Credit and Other Risks   Financial instruments that potentially subject the Company to concentrations of credit risk consist of cash and accounts receivable. Cash is deposited with a limited number of financial institutions. The balances held at any one financial institution at times may be in excess of Federal Deposit Insurance Corporation ("FDIC") insurance limits of up to $250.   The Company's concentration of credit risk includes its concentrations from key customers and vendors. The details of these significant customers and vendors are presented in the following table for the six months ended June 30, 2024 and 2023:   <p id="xdx_897_eus-gaap--SchedulesOfConcentrationOfRiskByRiskFactorTextBlock_zhM8Fgn9Jqfg" style="font: 10pt Times New Roman, Times, Serif; display: none; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0.25in; text-align: justify; text-indent: 0.25in">SCHEDULE OF CONCENTRATION RISK <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 95%; border-collapse: collapse; margin-left: 0.25in"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: white"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td colspan="3" style="border-bottom: black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: center">Six Months Ended June 30,</td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: white"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="border-bottom: black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: center">2024</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="border-bottom: black 1.5pt solid; font: 10pt Times New Roman, Times, Serif; text-align: center">2023</td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif">The Company's largest customers are presented below as a percentage of the aggregate</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; 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text-align: center">One vendor that accounted for <span id="xdx_901_eus-gaap--ConcentrationRiskPercentage1_pid_dp_uPure_c20240101__20240630__us-gaap--ConcentrationRiskByBenchmarkAxis__custom--PurchaseMember__us-gaap--ConcentrationRiskByTypeAxis__us-gaap--SupplierConcentrationRiskMember__srt--MajorCustomersAxis__custom--OneVendorMember_zZx4oe6xZVij">18% of its purchases individually and in the aggregate</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: center">One vendor that accounted for <span id="xdx_90D_eus-gaap--ConcentrationRiskPercentage1_pid_dp_uPure_c20230101__20230630__us-gaap--ConcentrationRiskByBenchmarkAxis__custom--PurchaseMember__us-gaap--ConcentrationRiskByTypeAxis__us-gaap--SupplierConcentrationRiskMember__srt--MajorCustomersAxis__custom--OneVendorMember_zshXG7uq0O5d">32% of its purchases individually and in the aggregate</td></tr> </table>   250000<p id="xdx_897_eus-gaap--SchedulesOfConcentrationOfRiskByRiskFactorTextBlock_zhM8Fgn9Jqfg" style="font: 10pt Times New Roman, Times, Serif; 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margin-top: 0pt; margin-bottom: 0pt; margin-left: 0pt; text-align: justify; text-indent: 0.25in">Supplemental Cash Flow Information <p id="xdx_895_eus-gaap--ScheduleOfCashFlowSupplementalDisclosuresTableTextBlock_z2gGW5svOuL3" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0pt; text-align: justify; text-indent: 0.25in">SCHEDULE OF SUPPLEMENTAL CASH FLOW INFORMATION <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 95%; margin-left: 0.25in"> <tr style="display: none; vertical-align: bottom"> <td> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_499_20240101__20240630_zOg2HrkPi3Lc" style="font-weight: bold; text-align: center">2024</td><td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_49B_20230101__20230630_zdO788JgDFQk" style="font-weight: bold; text-align: center">2023</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="padding-bottom: 1.5pt"> </td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td> <td colspan="6" style="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">Six Months Ended June 30,</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="padding-bottom: 1.5pt"> </td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td> <td colspan="2" style="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td> <td colspan="2" style="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td> </td> <td colspan="2"> </td><td> </td><td> </td> <td colspan="2"> </td><td> </td></tr> <tr id="xdx_408_eus-gaap--SupplementalCashFlowInformationAbstract_iB_za2uA5AjqJol" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-weight: bold; text-align: left">Supplemental disclosures of cash flow information:</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 id="xdx_40D_eus-gaap--InterestPaidNet_pn3n3_ze1C5c3b78Wj" style="vertical-align: bottom; background-color: White"> <td style="padding-left: 10pt; width: 64%; text-align: left">Cash paid for interest</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 14%; text-align: right">1</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 14%; text-align: right">234</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_40B_eus-gaap--IncomeTaxesPaidNet_iN_pn3n3_di_zPyKIBiq2zE1" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 10pt; text-align: left">Cash paid for income taxes</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">1</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">2</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td> </td></tr> <tr id="xdx_402_eus-gaap--CashFlowNoncashInvestingAndFinancingActivitiesDisclosureAbstract_iB_zbEAIO2l7hIg" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-weight: bold; text-align: left">Supplemental disclosure of non-cash investing and financing activities attributable to continuing operations:</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr id="xdx_407_ecustom--FairValueOfCommonSharesIssuedAsPaymentOnNotesPayable_pn3n3_zv7BcgJIxM8h" style="vertical-align: bottom; background-color: White"> <td style="padding-left: 10pt; text-align: left">Fair value of common shares issued as payment on notes payable</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">2,777</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">300</td><td style="text-align: left"> </td></tr> <tr id="xdx_408_ecustom--FairValueOfCommonSharesIssuedToRedeemSeriesCPreferredShares_zZjulXH4JDnh" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 10pt; text-align: left">Fair value of common shares issued to redeem Series C preferred shares</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">656</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 id="xdx_408_ecustom--FairValueOfCommonSharesIssuedToSettleAccruedExpenses_zNfbGucwkOTa" style="vertical-align: bottom; background-color: White"> <td style="padding-left: 10pt; text-align: left">Fair value of common shares issued to settle accrued expenses</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">146</td><td style="text-align: left"> </td></tr> <tr id="xdx_402_ecustom--SupplementalDisclosureOfNoncashInvestingAndFinancingActivitiesAttributableToDiscontinuedOperations_iB_zJtKFf61UFNa" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 10pt; font-weight: bold; text-align: left">Supplemental disclosure of non-cash investing and financing activities attributable to discontinued 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></tr> <tr id="xdx_400_ecustom--DiscountRecognizedFromAdvancesOnFutureReceipts_pn3n3_zVfQL8lgAQff" style="vertical-align: bottom; background-color: White"> <td style="padding-left: 10pt; text-align: left">Discount recognized from advances on future receipts</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">558</td><td style="text-align: left"> </td></tr> </table> <p id="xdx_895_eus-gaap--ScheduleOfCashFlowSupplementalDisclosuresTableTextBlock_z2gGW5svOuL3" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0pt; text-align: justify; text-indent: 0.25in">SCHEDULE OF SUPPLEMENTAL CASH FLOW INFORMATION <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 95%; margin-left: 0.25in"> <tr style="display: none; vertical-align: bottom"> <td> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_499_20240101__20240630_zOg2HrkPi3Lc" style="font-weight: bold; text-align: center">2024</td><td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_49B_20230101__20230630_zdO788JgDFQk" style="font-weight: bold; text-align: center">2023</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="padding-bottom: 1.5pt"> </td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td> <td colspan="6" style="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">Six Months Ended June 30,</td><td style="padding-bottom: 1.5pt; font-weight:

bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="padding-bottom: 1.5pt"> </td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td> <td colspan="2" style="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td> <td colspan="2" style="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td> </td> <td colspan="2"> </td><td> </td><td> </td> <td colspan="2"> </td><td> </td></tr> <tr id="xdx_408_eus-gaap--SupplementalCashFlowInformationAbstract_iB_za2uA5AjqJol" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-weight: bold; text-align: left">Supplemental disclosures of cash flow information:</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 id="xdx_40D_eus-gaap--InterestPaidNet_pn3n3_ze1C5c3b78Wj" style="vertical-align: bottom; background-color: White"> <td style="padding-left: 10pt; width: 64%; text-align: left">Cash paid for interest</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 14%; text-align: right">1</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 14%; text-align: right">234</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_40B_eus-gaap--IncomeTaxesPaidNet_iN_pn3n3_di_zPyKIBiq2zE1" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 10pt; text-align: left">Cash paid for income taxes</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">1</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">2</td><td style="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></tr> <tr id="xdx_402_eus-gaap--CashFlowNoncashInvestingAndFinancingActivitiesDisclosureAbstract_iB_zbEAIO2l7hIg" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-weight: bold; text-align: left">Supplemental disclosure of non-cash investing and financing activities attributable to continuing 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></tr> <tr id="xdx_407_ecustom--FairValueOfCommonSharesIssuedAsPaymentOnNotesPayable_pn3n3_zv7BcgIIxM8h" style="vertical-align: bottom; background-color: White"> <td style="padding-left: 10pt; text-align: left">Fair value of common shares issued as payment on notes payable</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">2,777</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">300</td><td style="text-align: left"> </td></tr> <tr id="xdx_408_ecustom--FairValueOfCommonSharesIssuedToRedeemSeriesCPreferredShares_zZjuIXH4JDnh" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 10pt; text-align: left">Fair value of common shares issued to redeem Series C preferred shares</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">656</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 id="xdx_408_ecustom--FairValueOfCommonSharesIssuedToSettleAccruedExpenses_zNfbGucwkOTa" style="vertical-align: bottom; background-color: White"> <td style="padding-left: 10pt; text-align: left">Fair value of common shares issued to settle accrued expenses</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">146</td><td style="text-align: left"> </td></tr> <tr id="xdx_402_ecustom--SupplementalDisclosureOfNoncashInvestingAndFinancingActivitiesAttributableToDiscontinuedOperations_iB_zJtKFf61UFNa" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 10pt; font-weight: bold; text-align: left">Supplemental disclosure of non-cash investing and financing activities attributable to discontinued 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></tr> <tr id="xdx_400_ecustom--DiscountRecognizedFromAdvancesOnFutureReceipts_pn3n3_zVfQL8lgAOff" style="vertical-align: bottom; background-color: White"> <td style="padding-left: 10pt; text-align: left">Discount recognized from advances on future receipts</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">558</td><td style="text-align: left"> </td></tr> </table> 1000234000-1000-20002777000300000656000146000558000<p id="xdx_843_eus-gaap--NewAccountingPronouncementsPolicyPolicyTextBlock_zG2uw3Wr1tl1" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">Recent Accounting Pronouncements   Recently Adopted Accounting Pronouncements   In June 2016, the FASB issued ASU No. 2016-13, Credit Losses – Measurement of Credit Losses on Financial Instruments (“ASC 326”). The standard significantly changes how entities will measure credit losses for most financial assets, including accounts and notes receivables. The standard will replace today’s “incurred loss” approach with an “expected loss” model, under which companies will recognize allowances based on expected rather than incurred losses. Entities will apply the standard’s provisions as a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in which the guidance is effective. The adoption of this standard did not have any material impact on the Company’s financial statements.   Recent Accounting Pronouncements   In November 2023, the Financial Accounting Standards Board (FASB) issued ASU No. 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures (ASU 2023-07), which requires an enhanced disclosure of significant segment expenses on an annual and interim basis. This guidance is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. Upon adoption, the guidance should be applied retrospectively to all prior periods presented in the financial statements. We do not expect the adoption of this guidance to have a material impact on our consolidated financial statements.   Other recent accounting pronouncements issued by the FASB, including its Emerging Issues Task Force, the American Institute of Certified Public Accountants, and the Securities and Exchange Commission (the “SEC”) did not or are not believed by management to have a material impact on the Company’s present or future consolidated financial statements. <p id="xdx_80A_eus-gaap--ResearchDevelopmentAndComputerSoftwareDisclosureTextBlock_ziPEgY4WyiAj" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">3. CAPITALIZED SOFTWARE DEVELOPMENT COSTS   In 2020, the Company began developing MARKET.live, a livestream ecommerce platform, and has capitalized $7,131 of internal and external development costs as of June 30, 2024 and December 31, 2023, respectively. In October 2021, the Company entered into a 10-year license and services agreement with a third party (the “Primary Contractor”) to develop on a work-for-hire basis certain components of MARKET.live. The Primary Contractor’s fees for developing such components, including the license fee, is $5,750. The Primary Contractor was paid an additional $500 bonus in April 2022 for services rendered pursuant to the license and service agreement.   For the three and six months ended June 30, 2024 and 2023, the Company amortized $250 and $539, respectively and $499 and $1,077, respectively.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0.25in; text-align: justify; text-indent: 0.25in"> </p> <p id="xdx_89E_ecustom--ComputerSoftwareTableTextBlock_zCID8qPY5Lc5" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0.25in; text-align: justify; text-indent: 0.25in">Capitalized software development costs, net consisted of the following:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0.25in; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; display: none; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0.25in; text-align: justify; text-indent: 0.25in">SCHEDULE OF CAPITALIZED SOFTWARE DEVELOPMENT COSTS</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 95%; margin-left: 0.25in"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" id="xdx_497_20240101__20240630_zEoiVhMfm9Hj" style="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">June 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" id="xdx_490_20230101__20231231_zJKxp6jhmio6" style="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">December 31, 2023</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </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 id="xdx_404_eus-gaap--CapitalizedComputerSoftwareNet_iS_pn3n3_zJRJoSTHLHxc" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 64%; text-align: left">Beginning balance</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 14%; text-align: right">3,990</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 14%; text-align: right">6,176</td><td style="width: 1%; 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></tr> <tr id="xdx_40D_eus-gaap--CapitalizedComputerSoftwareAdditions_pn3n3_z2BnCXKDu4P8" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Additions</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">23</td><td style="text-align: left"> </td></tr> <tr id="xdx_40C_eus-gaap--CapitalizedComputerSoftwareAmortization1_iN_pn3n3_di_zDqRxpdwyEP4" style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 1.5pt">Amortization</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">(2,209</td><td style="padding-bottom: 1.5pt; text-align: left">)</td></tr> <tr id="xdx_40A_eus-gaap--CapitalizedComputerSoftwareNet_iE_pn3n3_zA983mzkllR" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 2.5pt">Ending balance</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">3,491</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">3,990</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>   <p id="xdx_892_eus-gaap--ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTableTextBlock_zcjyLZZNEuEi" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0.25in; text-align: justify; text-indent: 0.25in">The expected future amortization expense for capitalized software development costs as of June 30, 2024, is as follows: SCHEDULE OF ESTIMATED AMORTIZATION EXPENSE <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 95%; margin-left: 0.25in"> <tr style="vertical-align: bottom"> <td style="border-bottom: Black 1.5pt solid; font-weight: bold">Year ending</td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" id="xdx_490_20240630_zVUtiV08BNXb" style="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">Amortization</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr id="xdx_40E_eus-gaap--FiniteLivedIntangibleAssetsAmortizationExpenseRemainderOfFiscalYear_iI_pn3n3_maFLIANzAhu_zh7toEITYOnf" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 82%; text-align: justify">2024 remaining</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 14%; text-align: right">499</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_401_eus-gaap--FiniteLivedIntangibleAssetsAmortizationExpenseNextTwelveMonths_iI_pn3n3_maFLIANzAhu_zxkhfeIdKGR3" style="vertical-align: bottom; background-color: White"> <td style="text-align: justify">2025</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">998</td><td style="text-align: left"> </td></tr> <tr id="xdx_40B_eus-gaap--FiniteLivedIntangibleAssetsAmortizationExpenseYearTwo_iI_pn3n3_maFLIANzAhu_zSNRW1RK50m5" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: justify">2026</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">997</td><td style="text-align: left"> </td></tr> <tr id="xdx_400_eus-gaap--FiniteLivedIntangibleAssetsAmortizationExpenseYearThree_iI_pn3n3_maFLIANzAhu_zaX02bbTMksj" style="vertical-align: bottom; background-color: White"> <td style="text-align: justify">2027</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">997</td><td style="text-align: left"> </td></tr> <tr id="xdx_403_eus-gaap--FiniteLivedIntangibleAssetsAmortizationExpenseAfterYearFive_iI_pn3n3_maFLIANzAhu_z9DhX5Ywfid2" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: justify; padding-bottom: 1.5pt">2028 and thereafter</td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">-</td><td style="padding-bottom: 1.5pt; text-align: left"> </td></tr> <tr id="xdx_407_eus-gaap--FiniteLivedIntangibleAssetsNet_iTI_pn3n3_mtFLIANzAhu_zjSipW08gWbg" style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 2.5pt">Total amortization</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">3,491</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>   Option to Acquire Primary Contractor   In August 2021, the Company entered into a term sheet that provided the Company the option to purchase the Primary Contractor provided certain conditions are met. In November 2021, the Company exercised this option. The Company and the Primary Contractor subsequently reached an agreement-in-principle on the terms for the Company's acquisition of the Primary Contractor, the final consummation of which is subject to the execution of a share purchase agreement (the "SPA") and the completion of an audit of the Primary Contractor that is satisfactory to the Company (the "Primary Contractor Audit"), as well as the fulfillment by the Primary Contractor of certain other conditions set forth in the term sheet. The term sheet stipulates that if the Company had entered into the SPA and the Primary Contractor had the Primary Contractor Audit successfully completed prior to May 15, 2022 (or a subsequent mutually agreed upon date) and the Company thereafter determines not to consummate the acquisition of the Primary Contractor, the Company would have been liable for a $1,000 break-up fee payable to the Primary Contractor. However, as of May 15, 2022, the SPA had not been executed and the Primary Contractor Audit was not completed. The parties are still working together and in discussions regarding the transaction. Based on the term sheet, the purchase price for the Primary Contractor would have been $12,000, which could be paid in cash and/or stock, although the final terms of the acquisition if pursued will be set forth in the final executed SPA. There can be no assurance that the acquisition will be completed on the terms set forth in the term sheet or at all.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0"> </p> 7131000713100OP10Y57500005000002500005390004990001077000<p id="xdx_89F_ecustom--ComputerSoftwareTableTextBlock_zClD8qPY5Lc5" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0.25in; text-align: justify; text-indent: 0.25in">Capitalized software development costs, net consisted of the following:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0.25in; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; display: none; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0.25in; text-align: justify; text-indent: 0.25in">SCHEDULE OF CAPITALIZED SOFTWARE DEVELOPMENT COSTS</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 95%; margin-left: 0.25in"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" id="xdx_497_20240101__20240630_zEoiVhMfm9Hj" style="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">June 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" id="xdx_490_20230101__20231231_zJKxp6jhmio6" style="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">December 31, 2023</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td> </td> <td colspan="2" style="text-align: right"> </td><td> </td><td> </td> <td colspan="2" style="text-align: right"> </td></tr> <tr id="xdx_404_eus-gaap--CapitalizedComputerSoftwareNet_iS_pn3n3_zJRJoSTHLHxc" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 64%; text-align: left">Beginning balance</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 14%; text-align: right">3,990</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 14%; text-align: right">6,176</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr id="xdx_40D_eus-gaap--CapitalizedComputerSoftwareAdditions_pn3n3_z2BnCXKDu4P8" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Additions</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">23</td><td style="text-align: left"> </td></tr> <tr id="xdx_40C_eus-gaap--CapitalizedComputerSoftwareAmortization1_iN_pn3n3_di_zDqRxpdwyEP4" style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 1.5pt">Amortization</td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">(499</td><td style="padding-bottom: 1.5pt; text-align: left">)</td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">(2,209</td><td style="padding-bottom: 1.5pt; text-align: left">)</td></tr> <tr id="xdx_40A_eus-gaap--CapitalizedComputerSoftwareNet_iE_pn3n3_zA983mzkllR" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 2.5pt">Ending balance</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">3,491</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">3,990</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table> 399000061760002300049900022090003491000399000<p id="xdx_892_eus-gaap--ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTableTextBlock_zcjyLZZNEuEi" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0.25in; text-align: justify; text-indent: 0.25in">The expected future amortization expense for capitalized software development costs as of June 30, 2024, is as follows:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0.25in; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; display: none; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: center">SCHEDULE OF ESTIMATED AMORTIZATION EXPENSE</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 95%; margin-left: 0.25in"> <tr style="vertical-align: bottom"> <td style="border-bottom: Black 1.5pt solid; font-weight: bold">Year ending</td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" id="xdx_490_20240630_zVUtiV08BNXb" style="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">Amortization</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr id="xdx_40E_eus-gaap--FiniteLivedIntangibleAssetsAmortizationExpenseRemainderOfFiscalYear_iI_pn3n3_maFLIANzAhu_zh7toEITYOnf" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 82%; text-align: justify">2024 remaining</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 14%; text-align: right">499</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_401_eus-gaap--FiniteLivedIntangibleAssetsAmortizationExpenseNextTwelveMonths_iI_pn3n3_maFLIANzAhu_zxkhfeIdKGR3" style="vertical-align: bottom; background-color: White"> <td style="text-align: justify">2025</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">998</td><td style="text-align: left"> </td></tr> <tr id="xdx_40B_eus-gaap--FiniteLivedIntangibleAssetsAmortizationExpenseYearTwo_iI_pn3n3_maFLIANzAhu_zSNRW1RK50m5" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: justify">2026</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">997</td><td style="text-align: left"> </td></tr> <tr id="xdx_400_eus-gaap--FiniteLivedIntangibleAssetsAmortizationExpenseYearThree_iI_pn3n3_maFLIANzAhu_zaX02bbTMksj" style="vertical-align: bottom; background-color: White"> <td style="text-align: justify">2027</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">997</td><td style="text-align: left"> </td></tr> <tr id="xdx_403_eus-gaap--FiniteLivedIntangibleAssetsAmortizationExpenseAfterYearFive_iI_pn3n3_maFLIANzAhu_z9DhX5Ywfid2" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: justify; padding-bottom: 1.5pt">2028 and 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">-</td><td style="padding-bottom: 1.5pt; text-align: left"> </td></tr> <tr id="xdx_407_eus-gaap--FiniteLivedIntangibleAssetsNet_iTI_pn3n3_mtFLIANzAhu_zjSipW08gWbg" style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 2.5pt">Total amortization</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-

bottom: Black 2.5pt double; text-align: right">3,491</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>
49900099800099700099700034910001000000the purchase price for the Primary Contractor would have been $12,000, which could be paid in cash and/or stock, although the final terms of the acquisition if pursued will be set forth in the final executed SPA<p id="xdx_80A_eus-gaap--LesseeOperatingLeasesTextBlock_zD0FPiW9n4Ok" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">4. OPERATING LEASES</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p id="xdx_896_eus-gaap--LeaseCostTableTextBlock_zeKCvGdMxAOg" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0.25in; text-align: justify; text-indent: 0.25in">The components of lease expense and supplemental cash flow information related to leases for the period are as follows:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: center">SCHEDULE OF LEASE COST</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 95%; margin-left: 0.25in"> <tr style="display: none; vertical-align: bottom"> <td> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_49C_20240401__20240630_zz9DI6DxLxV6" style="font-weight: bold; text-align: center">2024</td><td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_49A_20230401__20230630_z9DHHdSh2AWj" style="font-weight: bold; text-align: center">2023</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="padding-bottom: 1.5pt"> </td> <td colspan="6" style="border-bottom: Black 1.5pt solid; text-align: center"><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: center"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: center">Six Months Ended June 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="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">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="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">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="text-decoration: underline; text-align: left">Lease cost</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 id="xdx_40F_eus-gaap--OperatingLeaseCost_pn3n3_hus-gaap--IncomeStatementLocationAxis__us-gaap--GeneralAndAdministrativeExpenseMember_zfxbHtr6PHtg" style="vertical-align: bottom; background-color: White"> <td style="width: 64%; text-align: left">Operating lease cost (included in general and administrative expenses in the Company's statement of operations)</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 14%; text-align: right">65</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 14%; text-align: right">170</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-decoration: underline; text-align: left">Other information</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr id="xdx_404_eus-gaap--OperatingLeasePayments_pn3n3_zbd5RPX7Osjk" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Cash paid for amounts included in the measurement of lease liabilities</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">45</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">113</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Weighted average remaining lease term - operating leases (in years)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2.25</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">3.92</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Weighted average discount rate - operating leases</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">9.0</td><td style="text-align: left">%</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">4.0</td><td style="text-align: left">%</td></tr> </table> <p id="xdx_8A4_zNdXMwktxWt6" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: center"> </p> <p id="xdx_890_ecustom--ScheduleOfOperatingLeaseAssetsAndLiabilitiesTableTextBlock_zZhsOKPo6VVk" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: center">SCHEDULE OF OPERATING LEASES ASSETS AND LIABILITIES</p> <table cellpadding="0" cellspacing="0" style="font, 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 95%; margin-left: 0.25in"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" id="xdx_492_20240630_z5VEYqfnOqTd" style="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">June 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" id="xdx_490_20231231_zTpAyvkAdL56" style="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">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="text-decoration: underline; text-align: left">Operating leases</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 id="xdx_40B_eus-gaap--OperatingLeaseRightOfUseAsset_iI_pn3n3_zX5WIM6BghZe" style="vertical-align: bottom; background-color: White"> <td style="width: 64%; text-align: left; padding-bottom: 2.5pt">Right-of-use assets</td><td style="width: 2%; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; width: 1%; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; width: 14%; text-align: right">190</td><td style="width: 1%; padding-bottom: 2.5pt; text-align: left"> </td><td style="width: 2%; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; width: 1%; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; width: 14%; text-align: right">218</td><td style="width: 1%; padding-bottom: 2.5pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr id="xdx_405_eus-gaap--OperatingLeaseLiabilityCurrent_iI_pn3n3_maOLLzwJb_zRbnjt6kvCUc" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Short-term operating lease liabilities</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">72</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">67</td><td style="text-align: left"> </td></tr> <tr id="xdx_402_eus-gaap--OperatingLeaseLiabilityNoncurrent_iI_pn3n3_maOLLzwJb_zu3tTWZ9Tf35" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1.5pt">Long-term operating lease liabilities</td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">123</td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">164</td><td style="padding-bottom: 1.5pt; text-align: left"> </td></tr> <tr id="xdx_409_eus-gaap--OperatingLeaseLiability_iTI_pn3n3_mtOLLzwJb_zFLnCoQ2dxLj" style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 2.5pt">Total operating lease liabilities</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">195</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">231</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table> <p id="xdx_8A9_zem4Ecf396Ub" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: center"> </p> <p id="xdx_89E_eus-gaap--LesseeOperatingLeaseLiabilityMaturityTableTextBlock_zTlv3aVJ3yDh" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: center">SCHEDULE OF PRESENT VALUE OF LEASE LIABILITIES </p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 95%; margin-left: 0.25in"> <tr style="vertical-align: bottom"> <td style="border-bottom: Black 1.5pt solid; text-align: left; font-weight: bold">Year ending</td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" id="xdx_490_20240630_z8UKYFF2Xzz" style="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">Operating Leases</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr id="xdx_406_eus-gaap--LesseeOperatingLeaseLiabilityPaymentsRemainderOfFiscalYear_iI_pn3n3_maLOLLPzEUq_zWKlZEDwqTja" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; width: 82%">2024 remaining</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 14%; text-align: right">46</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_401_eus-gaap--LesseeOperatingLeaseLiabilityPaymentsDueNextTwelveMonths_iI_pn3n3_maLOLLPzEUq_zSNFi335qxc1" 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">96</td><td style="text-align: left"> </td></tr> <tr id="xdx_401_eus-gaap--LesseeOperatingLeaseLiabilityPaymentsDueYearTwo_iI_pn3n3_maLOLLPzEUq_zBV2ISHlSgil" 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">75</td><td style="text-align: left"> </td></tr> <tr id="xdx_404_eus-gaap--LesseeOperatingLeaseLiabilityPaymentsDueYearThree_iI_pn3n3_maLOLLPzEUq_zaMVG4A9pOS1" 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">-</td><td style="text-align: left"> </td></tr> <tr id="xdx_405_ecustom--LesseeOperatingLeaseLiabilityPaymentsDueAfterYearThree_iI_pn3n3_maLOLLPzEUq_zAnU3S8TYfz4" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1.5pt">2028 and 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">-</td><td style="padding-bottom: 1.5pt; text-align: left"> </td></tr> <tr id="xdx_400_eus-gaap--LesseeOperatingLeaseLiabilityPaymentsDue_iTI_pn3n3_mtLOLLPzEUq_zWXHjFOQKrek" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Total lease payments</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">217</td><td style="text-align: left"> </td></tr> <tr id="xdx_40A_eus-gaap--LesseeOperatingLeaseLiabilityUndiscountedExcessAmount_iNI_pn3n3_di_zgNlBYXVrxu4" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1.5pt">Less: Imputed interest/present value discount</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">(22)</td><td style="padding-bottom: 1.5pt; text-align: left">)</td></tr> <tr id="xdx_403_eus-gaap--OperatingLeaseLiability_iI_pn3n3_z6UwiglLKpyl" style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 2.5pt">Present value of lease liabilities</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">195</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>   <p id="xdx_896_eus-gaap--LeaseCostTableTextBlock_zeKCvGdMxAOg" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0.25in; text-align: justify; text-indent: 0.25in">The components of lease expense and supplemental cash flow information related to leases for the period are as follows: SCHEDULE OF LEASE COST <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 95%; margin-left: 0.25in"> <tr style="display: none; vertical-align: bottom"> <td> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_49C_20240401__20240630_zz9DI6DxLxV6" style="font-weight: bold; text-align: center">2024</td><td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_49A_20230401__20230630_z9DHHdSh2AWj" style="font-weight: bold; text-align: center">2023</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="padding-bottom: 1.5pt"> </td> <td colspan="6" style="border-bottom: Black 1.5pt solid; text-

align: center"> Six Months Ended June 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="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">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="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">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="text-decoration: underline; text-align: left">Lease cost</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 id="xdx_40F_eus-gaap--OperatingLeaseCost_pn3n3_hus-gaap--IncomeStatementLocationAxis__us-gaap--GeneralAndAdministrativeExpenseMember_zfxbHtr6PHtg" style="vertical-align: bottom; background-color: White"> <td style="width: 64%; text-align: left">Operating lease cost (included in general and administrative expenses in the Company's statement of operations)</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 14%; text-align: right">65</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 14%; text-align: right">170</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-decoration: underline; text-align: left">Other information</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 id="xdx_404_eus-gaap--OperatingLeasePayments_pn3n3_zbd5RPX7Osjk" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Cash paid for amounts included in the measurement of lease liabilities</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">45</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">113</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Weighted average remaining lease term - operating leases (in years)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2.25</td><td style="text-align: left"> </td><td> </td><td style="text-align: left"> </td><td style="text-align: right">3.92</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Weighted average discount rate - operating leases</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">9.0</td><td style="text-align: left">%</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">4.0</td><td style="text-align: left">%</td></tr> </table> 650001700004500011300O P2Y3MP3Y11M1D0.0900.040<p id="xdx_890_ecustom--ScheduleOfOperatingLeaseAssetsAndLiabilitiesTableTextBlock_zZhsOKPo6VVk" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: center">SCHEDULE OF OPERATING LEASES ASSETS AND LIABILITIES <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 95%; margin-left: 0.25in"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" id="xdx_492_20240630_z5VEYqfnOqTd" style="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">June 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" id="xdx_490_20231231_zTpAyvkAdL56" style="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">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="text-decoration: underline; text-align: left">Operating leases</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 id="xdx_40B_eus-gaap--OperatingLeaseRightOfUseAsset_iI_pn3n3_zX5WIM6BghZe" style="vertical-align: bottom; background-color: White"> <td style="width: 64%; text-align: left; padding-bottom: 2.5pt">Right-of-use assets</td><td style="width: 2%; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; width: 1%; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; width: 14%; text-align: right">190</td><td style="width: 1%; padding-bottom: 2.5pt; text-align: left"> </td><td style="width: 2%; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; width: 1%; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; width: 14%; text-align: right">218</td><td style="width: 1%; padding-bottom: 2.5pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr id="xdx_405_eus-gaap--OperatingLeaseLiabilityCurrent_iI_pn3n3_maOLLzwJb_zRbnjt6kvCUc" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Short-term operating lease liabilities</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">72</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">67</td><td style="text-align: left"> </td></tr> <tr id="xdx_402_eus-gaap--OperatingLeaseLiabilityNoncurrent_iI_pn3n3_maOLLzwJb_zu3tTWZ9Tf35" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1.5pt">Long-term operating lease liabilities</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">123</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">164</td><td style="padding-bottom: 1.5pt; text-align: left"> </td></tr> <tr id="xdx_409_eus-gaap--OperatingLeaseLiability_iTI_pn3n3_mtOLLzwJb_zFLnCoQ2dxLj" style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 2.5pt">Total operating lease liabilities</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">195</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">231</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table> 1900002180007200067000123000164000195000231000<p id="xdx_89E_eus-gaap--LesseeOperatingLeaseLiabilityMaturityTableTextBlock_zTlv3aVJ3yDh" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: center">SCHEDULE OF PRESENT VALUE OF LEASE LIABILITIES <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 95%; margin-left: 0.25in"> <tr style="vertical-align: bottom"> <td style="border-bottom: Black 1.5pt solid; text-align: left; font-weight: bold">Year ending</td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" id="xdx_490_20240630_z8UKYFF2Xzz" style="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">Operating Leases</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr id="xdx_406_eus-gaap--LesseeOperatingLeaseLiabilityPaymentsRemainderOfFiscalYear_iI_pn3n3_maLOLLPzEUq_zWKlZEDwgTja" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; width: 82%">2024 remaining</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 14%; text-align: right">46</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_401_eus-gaap--LesseeOperatingLeaseLiabilityPaymentsDueNextTwelveMonths_iI_pn3n3_maLOLLPzEUq_zSNFi335qxc1" 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">96</td><td style="text-align: left"> </td></tr> <tr id="xdx_401_eus-gaap--LesseeOperatingLeaseLiabilityPaymentsDueYearTwo_iI_pn3n3_maLOLLPzEUq_zBV2ISHlSgil" 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">75</td><td style="text-align: left"> </td></tr> <tr id="xdx_404_eus-gaap--LesseeOperatingLeaseLiabilityPaymentsDueYearThree_iI_pn3n3_maLOLLPzEUq_zaMVG4A9pQS1" 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">-</td><td style="text-align: left"> </td></tr> <tr id="xdx_405_ecustom--LesseeOperatingLeaseLiabilityPaymentsDueAfterYearThree_iI_pn3n3_maLOLLPzEUq_zAnU3S8TYfz4" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1.5pt">2028 and 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">-</td><td style="padding-bottom: 1.5pt; text-align: left"> </td></tr> <tr id="xdx_400_eus-gaap--LesseeOperatingLeaseLiabilityPaymentsDue_iTI_pn3n3_mtLOLLPzEUq_zWXHjFOQKrek" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Total lease payments</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">217</td><td style="text-align: left"> </td></tr> <tr id="xdx_40A_eus-gaap--LesseeOperatingLeaseLiabilityUndiscountedExcessAmount_iNI_pn3n3_di_zgNlBYXVrxu4" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1.5pt">Less: Imputed interest/present value discount</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">(22</td><td style="padding-bottom: 1.5pt; text-align: left">)</td></tr> <tr id="xdx_403_eus-gaap--OperatingLeaseLiability_iI_pn3n3_z6UwiglLKpyl" style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 2.5pt">Present value of lease liabilities</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">195</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table> 460009600075000217000220001950000<p id="xdx_801_eus-gaap--DisposalGroupsIncludingDiscontinuedOperationsDisclosureTextBlock_zIj2AQpLs9m9" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">5. DISCONTINUED OPERATIONS   On June 13, 2023, the Company entered into a definitive agreement to sell all of its SaaS operating assets and liabilities to SW Sales for $6,500, including $4,750 of cash due upon closing. The operations of the SaaS business have been presented within discontinued operations. Upon completion of the sale of assets to SW Sales, in which the buyer assumed all liabilities related to the SaaS business, the Company recorded an impairment of $5,441 within loss from discontinued operations as the carrying amount of the net assets exceeded the sale price, less selling costs.   <p id="xdx_899_eus-gaap--ScheduleOfDisposalGroupsIncludingDiscontinuedOperationsIncomeStatementBalanceSheetAndAdditionalDisclosuresTextBlock_zBQaiwPB8OT1" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0.25in; text-align: justify; text-indent: 0.25in">The following information presents the net revenues and net loss of the SaaS business for the three and six months ended June 30, 2024 and 2023: SCHEDULE OF NET REVENUES AND NET LOSS OF THE SAAS BUSINESS <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 95%; margin-left: 0.25in"> <tr style="display: none; vertical-align: bottom"> <td> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_49D_20240401__20240630_z7E7CAcB7NZ1" style="font-weight: bold; text-align: center">2024</td><td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_49F_20230401__20230630_zYhjFCbFPa11" style="font-weight: bold; text-align: center">2023</td><td style="font-weight: bold">

 </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="6" style="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">Three Months Ended June 30,</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="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">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="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </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></tr> <tr id="xdx_405_eus-gaap--DisposalGroupIncludingDiscontinuedOperationRevenue_pn3n3_z2etwYzpUfzf" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 64%; text-align: left; padding-bottom: 2.5pt">Net revenues</td><td style="width: 2%; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; width: 1%; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; width: 14%; text-align: right">-</td><td style="width: 1%; padding-bottom: 2.5pt; text-align: left"> </td><td style="width: 2%; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; width: 1%; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; width: 14%; text-align: right">1,601</td><td style="width: 1%; padding-bottom: 2.5pt; 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></tr> <tr id="xdx_40B_eus-gaap--IncomeLossFromDiscontinuedOperationsNetOfTax_pn3n3_zjv6AhZS3qW2" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 2.5pt">Net loss</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">-</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">(6,080</td><td style="padding-bottom: 2.5pt; text-align: left">)</td></tr></table>   <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 95%; margin-left: 0.25in"> <tr style="display: none; vertical-align: bottom"> <td> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_490_20240101__20240630_zLgFhbeAIMQ9" style="font-weight: bold; text-align: center">2024</td><td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_495_20230101__20230630_zm9PWdOCWjW5" style="font-weight: bold; text-align: center">2023</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="6" style="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">Six Months Ended June 30,</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="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">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="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </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></tr> <tr id="xdx_405_eus-gaap--DisposalGroupIncludingDiscontinuedOperationRevenue_pn3n3_zLFzqFLVFqA3" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 64%; text-align: left; padding-bottom: 2.5pt">Net revenues</td><td style="width: 2%; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; width: 1%; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; width: 14%; text-align: right">-</td><td style="width: 1%; padding-bottom: 2.5pt; text-align: left"> </td><td style="width: 2%; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; width: 1%; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; width: 14%; text-align: right">3,814</td><td style="width: 1%; padding-bottom: 2.5pt; 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></tr> <tr id="xdx_40B_eus-gaap--IncomeLossFromDiscontinuedOperationsNetOfTax_pn3n3_zhG5ZVSzxT6g" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 2.5pt">Net loss</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">-</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">(6,954</td><td style="padding-bottom: 2.5pt; text-align: left">)</td></tr></table>   650000047500005441000<p id="xdx_899_eus-gaap--ScheduleOfDisposalGroupsIncludingDiscontinuedOperationsIncomeStatementBalanceSheetAndAdditionalDisclosuresTextBlock_zBQaiwPB8OT1" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0.25in; text-align: justify; text-indent: 0.25in">The following information presents the net revenues and net loss of the SaaS business for the three and six months ended June 30, 2024 and 2023: SCHEDULE OF NET REVENUES AND NET LOSS OF THE SAAS BUSINESS <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 95%; margin-left: 0.25in"> <tr style="display: none; vertical-align: bottom"> <td> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_49D_20240401__20240630_z7E7CAcB7NZ1" style="font-weight: bold; text-align: center">2024</td><td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_49F_20230401__20230630_zYhjFCbFPa11" style="font-weight: bold; text-align: center">2023</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="6" style="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">Three Months Ended June 30,</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="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">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="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </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></tr> <tr id="xdx_405_eus-gaap--DisposalGroupIncludingDiscontinuedOperationRevenue_pn3n3_z2etwYzpUfzf" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 64%; text-align: left; padding-bottom: 2.5pt">Net revenues</td><td style="width: 2%; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; width: 1%; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; width: 14%; text-align: right">-</td><td style="width: 1%; padding-bottom: 2.5pt; text-align: left"> </td><td style="width: 2%; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; width: 1%; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; width: 14%; text-align: right">1,601</td><td style="width: 1%; padding-bottom: 2.5pt; 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></tr> <tr id="xdx_40B_eus-gaap--IncomeLossFromDiscontinuedOperationsNetOfTax_pn3n3_zjv6AhZS3qW2" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 2.5pt">Net loss</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">-</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">(6,080</td><td style="padding-bottom: 2.5pt; text-align: left">)</td></tr></table>   <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 95%; margin-left: 0.25in"> <tr style="display: none; vertical-align: bottom"> <td> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_490_20240101__20240630_zLgFhbeAIMQ9" style="font-weight: bold; text-align: center">2024</td><td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_495_20230101__20230630_zm9PWdOCWjW5" style="font-weight: bold; text-align: center">2023</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="6" style="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">Six Months Ended June 30,</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="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">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="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </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></tr> <tr id="xdx_405_eus-gaap--DisposalGroupIncludingDiscontinuedOperationRevenue_pn3n3_zLFzqFLVFqA3" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 64%; text-align: left; padding-bottom: 2.5pt">Net revenues</td><td style="width: 2%; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; width: 1%; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; width: 14%; text-align: right">-</td><td style="width: 1%; padding-bottom: 2.5pt; text-align: left"> </td><td style="width: 2%; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; width: 1%; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; width: 14%; text-align: right">3,814</td><td style="width: 1%; padding-bottom: 2.5pt; 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></tr> <tr id="xdx_40B_eus-gaap--IncomeLossFromDiscontinuedOperationsNetOfTax_pn3n3_zhG5ZVSzxT6g" style="vertical-align: bottom; 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NOTES PAYABLE   <p id="xdx_897_eus-gaap--ScheduleOfDebtTableTextBlock_zFyWiqLxWQL8" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0.25in; text-align: justify; text-indent: 0.25in">The Company has the following outstanding notes payable as of June 30, 2024 and December 31, 2023:   <p style="font: 10pt Times New Roman, Times, Serif;

display: none; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0.25in; text-align: justify; text-indent: 0.25in">SCHEDULE OF NOTES PAYABLE <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 95%; margin-left: 0.25in"> <tr style="vertical-align: bottom"> <td style="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">Note</td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">Issuance Date</td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center"> Maturity Date </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center"> Interest Rate </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="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center"> Original Borrowing </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="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">Balance at June 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="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center"> Balance at 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: 20%; text-align: left">Note payable (A)</td><td style="width: 2%"> </td> <td style="width: 12%">May 15, 2020</td><td style="width: 2%"> </td> <td style="width: 12%">May 15, 2050</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 9%; text-align: right">3.75</td><td style="width: 1%; text-align: left">%</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 9%; text-align: right">150</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 9%; text-align: right">128</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 9%; text-align: right">137</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Promissory note payable (B)</td><td> </td> <td>November 7, 2022</td><td> </td> <td>May 7, 2024</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">9.0</td><td style="text-align: left">%</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">5,470</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: right">1,179</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Promissory note payable (C)</td><td> </td> <td>October 11, 2023</td><td> </td> <td>April 11, 2025</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">9.0</td><td style="text-align: left">%</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,005</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">1,005</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Debt discount</td><td> </td> <td> </td> <td> </td> <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 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> </td> <td style="text-align: left"> </td><td style="text-align: right">(99</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">Debt issuance costs</td><td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt"> </td><td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt"> </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> </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> </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">-</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">(73</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 notes payable</td><td> </td><td> </td> <td> </td><td> </td> <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 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>128</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,149</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 1.5pt">Non-current</td><td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt"> </td><td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt"> </td><td style="padding-bottom: 1.5pt"> </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> </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">(112</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">(362</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">Current</td><td style="padding-bottom: 2.5pt"> </td> <td style="padding-bottom: 2.5pt"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="padding-bottom: 2.5pt"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="padding-bottom: 2.5pt"> </td><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: 2.5pt"> </td> <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> </td> <td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">16</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">1,787</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>   <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in; text-align: justify">(A)</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">On May 15, 2020, the Company executed an unsecured loan with the SBA under the Economic Injury Disaster Loan program in the amount of $<span class="xdx_phnt_RGlzY2xvc3VyZSAtIFNDSEVEVUxFIE9GIE5PVEVTIFBBWUFCTEUgKERldGFpbHMpIChQYXJlbnRoZXRpY2FsKQA_" id="xdx_90A_eus-gaap--NotesPayable_iI_pn3n3_c20200515__us-gaap--DebtInstrumentAxis__custom--NoteOneMember__dei--LegalEntityAxis__custom--USSmallBusinessAdministrationMember_zBpu4JWDwYAk">150. Installment payments, including principal and interest, began on October 26, 2022. As of June 30, 2024 and December 31, 2023, the outstanding principal and accrued interest balance due under the note was $<span class="xdx_phnt_RGlzY2xvc3VyZSAtIFNDSEVEVUxFIE9GIE5PVEVTIFBBWUFCTEUgKERldGFpbHMpIChQYXJlbnRoZXRpY2FsKQA_" id="xdx_906_eus-gaap--NotesPayable_iI_pn3n3_c20240630__us-gaap--DebtInstrumentAxis__custom--NoteOneMember__dei--LegalEntityAxis__custom--USSmallBusinessAdministrationMember_zCpEQG90PCv6" title="Notes payable">128 and $<span class="xdx_phnt_RGlzY2xvc3VyZSAtIFNDSEVEVUxFIE9GIE5PVEVTIFBBWUFCTEUgKERldGFpbHMpIChQYXJlbnRoZXRpY2FsKQA_" id="xdx_902_eus-gaap--NotesPayable_iI_pn3n3_c20231231__us-gaap--DebtInstrumentAxis__custom--NoteOneMember__dei--LegalEntityAxis__custom--USSmallBusinessAdministrationMember_zmRpmZpFKiH6" title="Notes payable">137, respectively.</td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">(B)</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">On November 7, 2022, the Company entered into a note purchase agreement (the "November Note Purchase Agreement") and promissory note with an institutional investor (the "November Note Holder") providing for the sale and issuance of an unsecured, non-convertible promissory note in the original principal amount of $<span

class="xdx_phnt_RGlzY2xvc3VyZSAtIFNDSEVEVUxFIE9GIE5PVEVTIFBBWUFCTEUgKERldGFpbHMpIChQYXJlbnRoZXRpY2FsKQA_" id="xdx_901_eus-gaap--DebtInstrumentFaceAmount_iI_pn3n3_c20221107__us-gaap--DebtInstrumentAxis__custom--NoteTwoMember_zMdrMF65IEOc" title="Principal amount of convertible notes">5,470, which has an original issue discount of $<span class="xdx_phnt_RGlzY2xvc3VyZSAtIFNDSEVEVUxFIE9GIE5PVEVTIFBBWUFCTEUgKERldGFpbHMpIChQYXJlbnRoZXRpY2FsKQA_" id="xdx_907_eus-gaap--DebtInstrumentUnamortizedDiscount_iI_pn3n3_c20221107__us-gaap--DebtInstrumentAxis__custom--NoteTwoMember_zI5PrNyDxmq3" title="Original issue discount">470, resulting in gross proceeds to the Company of approximately $<span class="xdx_phnt_RGlzY2xvc3VyZSAtIFNDSEVEVUxFIE9GIE5PVEVTIFBBWUFCTEUgKERldGFpbHMpIChQYXJlbnRoZXRpY2FsKQA_" id="xdx_904_eus-gaap--ProceedsFromIssuanceOfUnsecuredDebt_pn3n3_c20221107__20221107__us-gaap--DebtInstrumentAxis__custom--NoteTwoMember_zBsn4ql3Lzw" title="Debt gross proceeds">5,000 (the "November Note," and such financing, the "November Note Offering"). <span class="xdx_phnt_RGlzY2xvc3VyZSAtIFNDSEVEVUxFIE9GIE5PVEVTIFBBWUFCTEUgKERldGFpbHMpIChQYXJlbnRoZXRpY2FsKQA_" id="xdx_90B_eus-gaap--DebtInstrumentDescription_c20221107__20221107__us-gaap--TypeOfArrangementAxis__custom--NovemberNotePurchaseAgreementMember__srt--TitleOfIndividualAxis__custom--NovemberNoteHolderMember_zDLLDjDkhK76">The November Note matures eighteen months following the date of issuance. Commencing six months from the date of issuance, the Company is required to make monthly cash redemption payments in an amount not to exceed $600. The November Note may be repaid in whole or in part prior to the maturity date for a 10% premium. The November Note requires the Company to use up to 20% of the gross proceeds raised from future equity or debt financings, or the sale of any subsidiary or material asset, to prepay the November Note, subject to a $2,000 cap on the aggregate prepayment amount. Until all obligations under the November Note have been paid in full, the Company is not permitted to grant a security interest in any of its assets, or to issue securities convertible into shares of common stock, subject in each case to certain exceptions. verbMarketplace, LLC entered into a guaranty, dated November 7, 2022, in connection with the November Note Offering, pursuant to which it guaranteed the obligations of the Company under the November Note in exchange for receiving a portion of the loan proceeds. </td></tr> </table>   <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in; text-align: justify"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">In connection with the November Note Offering, the Company incurred $<span class="xdx_phnt_RGlzY2xvc3VyZSAtIFNDSEVEVUxFIE9GIE5PVEVTIFBBWUFCTEUgKERldGFpbHMpIChQYXJlbnRoZXRpY2FsKQA_" id="xdx_90C_eus-gaap--PaymentsOfDebtIssuanceCosts_pn3n3_c20221107__20221107__us-gaap--DebtInstrumentAxis__custom--NoteTwoMember_zLoJoXvi1Gt3" title="Payment of debt issuance costs">335 of debt issuance costs. The debt issuance costs and the debt discount of $<span class="xdx_phnt_RGlzY2xvc3VyZSAtIFNDSEVEVUxFIE9GIE5PVEVTIFBBWUFCTEUgKERldGFpbHMpIChQYXJlbnRoZXRpY2FsKQA_" id="xdx_901_eus-gaap--AmortizationOfFinancingCostsAndDiscounts_pn3n3_c20221107__20221107__us-gaap--DebtInstrumentAxis__custom--NoteTwoMember_z30XcQ2h90C8" title="Amortization of debt discount and issuance cost">450 were being amortized over the term of the November Notes using the effective interest rate method. As of December 31, 2023, the amount of unamortized debt discount and debt issuance costs was $<span class="xdx_phnt_RGlzY2xvc3VyZSAtIFNDSEVEVUxFIE9GIE5PVEVTIFBBWUFCTEUgKERldGFpbHMpIChQYXJlbnRoZXRpY2FsKQA_" id="xdx_902_eus-gaap--DebtInstrumentUnamortizedDiscountPremiumNet_iI_pn3n3_c20231231__us-gaap--DebtInstrumentAxis__custom--NoteTwoMember_zJ0ObMszY7Ga" title="Unamortized debt discount">99 and $<span class="xdx_phnt_RGlzY2xvc3VyZSAtIFNDSEVEVUxFIE9GIE5PVEVTIFBBWUFCTEUgKERldGFpbHMpIChQYXJlbnRoZXRpY2FsKQA_" id="xdx_90A_eus-gaap--DeferredFinanceCostsCurrentNet_iI_pn3n3_c20231231__us-gaap--DebtInstrumentAxis__custom--NoteTwoMember_z9ldZdGSHH4f" title="Debt issuance costs">73, respectively. During the six months ended June 30, 2024, the Company amortized the remaining amount of $<span class="xdx_phnt_RGlzY2xvc3VyZSAtIFNDSEVEVUxFIE9GIE5PVEVTIFBBWUFCTEUgKERldGFpbHMpIChQYXJlbnRoZXRpY2FsKQA_" id="xdx_90E_eus-gaap--AmortizationOfFinancingCostsAndDiscounts_pn3n3_c20240101__20240630__us-gaap--DebtInstrumentAxis__custom--NoteTwoMember_zL1twvyEvozl" title="Amortization of debt discount">99 of debt discount and $<span class="xdx_phnt_RGlzY2xvc3VyZSAtIFNDSEVEVUxFIE9GIE5PVEVTIFBBWUFCTEUgKERldGFpbHMpIChQYXJlbnRoZXRpY2FsKQA_" id="xdx_905_eus-gaap--AmortizationOfDebtDiscountPremium_pn3n3_c20240101__20240630__us-gaap--DebtInstrumentAxis__custom--NoteTwoMember_z9yujYjQEPbb" title="Amortization of debt discount">73 of debt issuance costs.</td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"> During the six months ended June 30, 2024, the Company issued <span class="xdx_phnt_RGlzY2xvc3VyZSAtIFNDSEVEVUxFIE9GIE5PVEVTIFBBWUFCTEUgKERldGFpbHMpIChQYXJlbnRoZXRpY2FsKQA_" id="xdx_909_eus-gaap--StockIssuedDuringPeriodSharesNewIssues_pid_c20240101__20240630__us-gaap--StatementEquityComponentsAxis__us-gaap--CommonStockMember__us-gaap--TypeOfArrangementAxis__custom--ExchangeAgreementMember__us-gaap--DebtInstrumentAxis__custom--NoteTwoMember_zdvp1tR2ibE3">11,484,403 shares of its common stock pursuant to an exchange agreement in exchange for a reduction of $<span class="xdx_phnt_RGlzY2xvc3VyZSAtIFNDSEVEVUxFIE9GIE5PVEVTIFBBWUFCTEUgKERldGFpbHMpIChQYXJlbnRoZXRpY2FsKQA_" id="xdx_90A_eus-gaap--StockIssuedDuringPeriodValueConversionOfConvertibleSecurities_pn3n3_c20240101__20240630__us-gaap--TypeOfArrangementAxis__custom--ExchangeAgreementMember__us-gaap--DebtInstrumentAxis__custom--NoteTwoMember_zKanEbpDAR6d">1,720 on the outstanding balance of the November Notes. The shares issued for the share exchange agreement were valued based upon the Nasdaq at-the-market price and is being consistently applied for each share exchange. As a result, there was no gain or loss on the transaction.   On March 18, 2024, the Company paid the November Notes in full. </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">(C)</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"> On October 11, 2023, the Company entered into a note purchase agreement with Streeterville pursuant to which Streeterville purchased the Note in the aggregate principal amount of $<span class="xdx_phnt_RGlzY2xvc3VyZSAtIFNDSEVEVUxFIE9GIE5PVEVTIFBBWUFCTEUgKERldGFpbHMpIChQYXJlbnRoZXRpY2FsKQA_" id="xdx_90E_eus-gaap--DebtInstrumentFaceAmount_iI_pn3n3_c20231011__us-gaap--DebtInstrumentAxis__custom--NoteThreeMember_zRvbormGof8d" title="Principal amount of convertible notes">1,005. The Note bears interest at <span class="xdx_phnt_RGlzY2xvc3VyZSAtIFNDSEVEVUxFIE9GIE5PVEVTIFBBWUFCTEUgKERldGFpbHMpIChQYXJlbnRoZXRpY2FsKQA_" id="xdx_90F_eus-gaap--DebtInstrumentInterestRateStatedPercentage_iI_pid_dp_uPure_c20231011__us-gaap--DebtInstrumentAxis__custom--NoteThreeMember_z3uKjNbQ4rM7" title="Debt interest">9.0% per annum compounded daily. The maturity date of the Note is 18 months from the date of its issuance.   During the six months ended June 30, 2024, the Company issued <span class="xdx_phnt_RGlzY2xvc3VyZSAtIFNDSEVEVUxFIE9GIE5PVEVTIFBBWUFCTEUgKERldGFpbHMpIChQYXJlbnRoZXRpY2FsKQA_" id="xdx_903_eus-gaap--StockIssuedDuringPeriodSharesConversionOfConvertibleSecurities_pid_c20240101__20240630__us-gaap--StatementEquityComponentsAxis__us-gaap--CommonStockMember__us-gaap--TypeOfArrangementAxis__custom--ExchangeAgreementMember_zYi2cbi9CQ9h">7,630,271 shares of its common stock pursuant to an exchange agreement in exchange for a reduction of $<span class="xdx_phnt_RGlzY2xvc3VyZSAtIFNDSEVEVUxFIE9GIE5PVEVTIFBBWUFCTEUgKERldGFpbHMpIChQYXJlbnRoZXRpY2FsKQA_" id="xdx_90A_eus-gaap--StockIssuedDuringPeriodValueConversionOfConvertibleSecurities_pn3n3_c20240101__20240630__us-gaap--TypeOfArrangementAxis__custom--ExchangeAgreementMember_zSnDtc80xj0j">1,057 on the outstanding balance of the Note. The shares issued under the share exchange agreement were valued based upon the Nasdaq at-the-market price and is being consistently applied for each share exchange. The shares issued for the final share exchange agreement on May 3, 2024 were valued at a <span class="xdx_phnt_RGlzY2xvc3VyZSAtIFNDSEVEVUxFIE9GIE5PVEVTIFBBWUFCTEUgKERldGFpbHMpIChQYXJlbnRoZXRpY2FsKQA_" id="xdx_902_ecustom--SharesIssuedAtDiscountStatedPercentage_iI_pid_dp_uPure_c20240503_zICavowNUFej" title="Shares issued at a discount stated percentage">10% discount resulting in a loss on this particular transaction of $<span class="xdx_phnt_RGlzY2xvc3VyZSAtIFNDSEVEVUxFIE9GIE5PVEVTIFBBWUFCTEUgKERldGFpbHMpIChQYXJlbnRoZXRpY2FsKQA_" id="xdx_90C_ecustom--LossOnIssueOfSharesAtDiscount_iI_c20240503_zCGki09WKYf" title="Loss on issue of shares at discount">90. This amount has been recorded as a finance cost in the Company's condensed consolidated statement of operations for the three and six months ended June 30, 2024.   On May 3, 2024, the Note was repaid in full. </td></tr> </table>   <p id="xdx_89A_eus-gaap--InterestIncomeAndInterestExpenseDisclosureTableTextBlock_zOqKx0psQBQk" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0pt; text-align: justify; text-indent: 0.5in">The following table provides a breakdown of interest expense: SCHEDULE OF INTEREST EXPENSE <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 95%; margin-left: 0.25in"> <tr style="display: none; vertical-align: bottom"> <td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_49B_20240401__20240630_z17JpLZqeCn2" style="font-weight: bold; text-align: center">2024</td><td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_490_20230401__20230630_zxnuxFk0IoDg" style="font-weight: bold; text-align: center">2023</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="6" style="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">Three Months Ended June 30,</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">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="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td> </td> <td colspan="2"> </td><td> </td><td> </td> <td colspan="2"> </td><td> </td></tr> <tr id="xdx_408_eus-gaap--AmortizationOfDebtDiscountPremium_iN_pn3n3_di_msHENzQ7m_zdQ47ZNfB6o8" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 64%; text-align: left">Interest expense – amortization of debt discount</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 14%; text-align: right">-</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 14%; text-align: right">77</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_401_eus-gaap--AmortizationOfFinancingCosts_pn3n3_msHENzQ7m_z6zNO2qlFvpd" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Interest expense - amortization of debt issuance costs</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">57</td><td style="text-align: left"> </td></tr> <tr id="xdx_402_ecustom--InterestIncomeExpenseOther_pn3n3_maHENzQ7m_zejTvkBAw7x4" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1.5pt">Interest expense – other</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">10</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">165</td><td style="padding-bottom: 1.5pt; 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></tr> <tr id="xdx_40C_eus-gaap--InterestIncomeExpenseNet_iT_pn3n3_mtHENzQ7m_zfmyT6oCHrQ6" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 2.5pt">Total interest expense</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">10</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">299</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>   <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 95%; margin-left: 0.25in"> <tr style="display: none; vertical-align: bottom"> <td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_49D_20240101__20240630_zTfYEgHz2Lzf" style="font-weight: bold; text-align: center">2024</td><td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_495_20230101__20230630_zNwjfvmFe8d" style="font-weight: bold; text-align: center">2023</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="6" style="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">Six Months Ended June 30,</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">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="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td> </td> <td colspan="2"> </td><td> </td><td> </td> <td colspan="2"> </td><td> </td></tr> <tr id="xdx_404_eus-gaap--AmortizationOfDebtDiscountPremium_pn3n3_msHENzTar_zFolfEQXjilf" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 64%; text-align: left">Interest expense – amortization of debt discount</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 14%; text-align: right">99</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 14%; text-align: right">163</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_40D_eus-gaap--AmortizationOfFinancingCosts_pn3n3_msHENzTar_z6lZrNq6gXhf" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Interest expense - amortization of debt issuance costs</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">73</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">127</td><td style="text-align: left"> </td></tr> <tr id="xdx_40A_ecustom--InterestIncomeExpenseOther_pn3n3_maHENzTar_z6RIgoHyqKeb" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1.5pt">Interest expense</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">63</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">480</td><td style="padding-bottom: 1.5pt; 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></tr> <tr id="xdx_40E_eus-gaap--InterestIncomeExpenseNet_iT_pn3n3_mtHENzTar_zjy1AbpjUaR" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 2.5pt">Total interest expense</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">235</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">770</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>   Total interest expense for notes payable to related parties was $0 and $46 for the six months ended June 30, 2024 and 2023, respectively. The Company paid no interest to related parties for the six months ended June 30, 2024 and 2023, respectively.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p id="xdx_897_eus-gaap--ScheduleOfDebtTableTextBlock_zFyWiqLxWQL8" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0.25in; text-align: justify; text-indent: 0.25in">The Company has the following outstanding notes payable as of June 30, 2024 and December 31, 2023:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0.25in; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; display: none; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0.25in; text-align: justify; text-indent: 0.25in">SCHEDULE OF NOTES PAYABLE </p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 95%; margin-left: 0.25in"> <tr style="vertical-align: bottom"> <td style="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">Note</td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">Issuance Date</td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center"><p style="margin-top: 0; margin-bottom: 0">Maturity</p> <p style="margin-top: 0; margin-bottom: 0">Date</p></td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center"><p style="margin-top: 0; margin-bottom: 0">Interest</p> <p style="margin-top: 0; margin-bottom: 0">Rate</p></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="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center"><p style="margin-top: 0; margin-bottom: 0">Original</p> <p style="margin-top: 0; margin-bottom: 0">Borrowing</p></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="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">Balance at June 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="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center"><p style="margin-top: 0; margin-bottom: 0">Balance at December 31, 2023</p></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: 20%; text-align: left">Note payable (A)</td><td style="width: 2%"> </td> <td style="width: 12%">May 15, 2020</td><td style="width: 2%"> </td> <td style="width: 12%">May 15, 2050</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 9%; text-align: right">3.75</td><td style="width: 1%; text-align: left">%</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 9%; text-align: right">150</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 9%; text-align: right">128</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 9%; text-align: right">137</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Promissory note payable (B)</td><td> </td> <td>November 7, 2022</td><td> </td> <td>May 7, 2024</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">9.0</td><td style="text-align: left">%</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">5,470</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">1,179</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Promissory note payable (C)</td><td> </td> <td>October 11, 2023</td><td> </td> <td>April 11, 2025</td><td> </td><td style="text-align: left"> </td><td style="text-align: right">9.0</td><td style="text-align: left">%</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,005</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"><span id="xdx_90E_eus-gaap--

NotesPayable_if_pn3n3_c20240630__us-gaap--DebtInstrumentAxis__custom--NoteThreeMember_fKEMp_zrjBjjm1JVo9" title="Note payable">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,005</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Debt discount</td><td> </td> <td> </td> <td> </td> <td> </td> <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 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: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(99</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">Debt issuance costs</td><td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt"> </td><td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt"> </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="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="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> </td> <td style="text-align: left">-</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">(73</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 notes payable</td><td> </td> <td> </td><td> </td> <td> </td><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 style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">128</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,149</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 1.5pt">Non-current</td><td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt"> </td><td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt"> </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="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="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">(112</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">(362</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">Current</td><td style="padding-bottom: 2.5pt"> </td> <td style="padding-bottom: 2.5pt"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="padding-bottom: 2.5pt"> </td><td style="padding-bottom: 2.5pt"> </td> <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: 2.5pt"> </td> <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: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">16</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">1,787</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>   <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in; text-align: justify">(A)</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">On May 15, 2020, the Company executed an unsecured loan with the SBA under the Economic Injury Disaster Loan program in the amount of $<span class="xdx_phnt_RGlzY2xvc3VyZSAtIFNDSEVEVUxFIE9GIE5PVEVTIFBBWUFCTEUgKERldGFpbHMpICh0YXJlbnRoZXRpY2FsKQA_" id="xdx_90A_eus-gaap--NotesPayable_if_pn3n3_c20200515__us-gaap--DebtInstrumentAxis__custom--NoteOneMember__dei--LegalEntityAxis__custom--USSmallBusinessAdministrationMember_zBpu4JWDwYAk">150. Installment payments, including principal and interest, began on October 26, 2022. As of June 30, 2024 and December 31, 2023, the outstanding principal and accrued interest balance due under the note was $<span class="xdx_phnt_RGlzY2xvc3VyZSAtIFNDSEVEVUxFIE9GIE5PVEVTIFBBWUFCTEUgKERldGFpbHMpICh0YXJlbnRoZXRpY2FsKQA_" id="xdx_906_eus-gaap--NotesPayable_if_pn3n3_c20240630__us-gaap--DebtInstrumentAxis__custom--NoteOneMember__dei--LegalEntityAxis__custom--USSmallBusinessAdministrationMember_zCpEQG90PCv6" title="Notes payable">128 and $<span class="xdx_phnt_RGlzY2xvc3VyZSAtIFNDSEVEVUxFIE9GIE5PVEVTIFBBWUFCTEUgKERldGFpbHMpICh0YXJlbnRoZXRpY2FsKQA_" id="xdx_902_eus-gaap--NotesPayable_if_pn3n3_c20231231__us-gaap--DebtInstrumentAxis__custom--NoteOneMember__dei--LegalEntityAxis__custom--USSmallBusinessAdministrationMember_zmRpmZpFKiH6" title="Notes payable">137, respectively.</td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">(B)</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">On November 7, 2022, the Company entered into a note purchase agreement (the "November Note Purchase Agreement") and promissory note with an institutional investor (the "November Note Holder") providing for the sale and issuance of an unsecured, non-convertible promissory note in the original principal amount of $<span class="xdx_phnt_RGlzY2xvc3VyZSAtIFNDSEVEVUxFIE9GIE5PVEVTIFBBWUFCTEUgKERldGFpbHMpICh0YXJlbnRoZXRpY2FsKQA_" id="xdx_901_eus-gaap--DebtInstrumentFaceAmount_if_pn3n3_c20221107__us-gaap--DebtInstrumentAxis__custom--NoteTwoMember_zMdrMF65IEOc" title="Principal amount of convertible notes">5,470, which has an original issue discount of $<span class="xdx_phnt_RGlzY2xvc3VyZSAtIFNDSEVEVUxFIE9GIE5PVEVTIFBBWUFCTEUgKERldGFpbHMpICh0YXJlbnRoZXRpY2FsKQA_" id="xdx_907_eus-gaap--DebtInstrumentUnamortizedDiscount_if_pn3n3_c20221107__us-gaap--DebtInstrumentAxis__custom--NoteTwoMember_zI5PrNyDxmg3" title="Original issue discount">470, resulting in gross proceeds to the Company of approximately $<span class="xdx_phnt_RGlzY2xvc3VyZSAtIFNDSEVEVUxFIE9GIE5PVEVTIFBBWUFCTEUgKERldGFpbHMpICh0YXJlbnRoZXRpY2FsKQA_" id="xdx_904_eus-gaap--ProceedsFromIssuanceOfUnsecuredDebt_pn3n3_c20221107__20221107__us-gaap--DebtInstrumentAxis__custom--NoteTwoMember_zBsn4ql3Lzw" title="Debt gross proceeds">5,000 (the "November Note," and such financing, the "November Note Offering"). <span class="xdx_phnt_RGlzY2xvc3VyZSAtIFNDSEVEVUxFIE9GIE5PVEVTIFBBWUFCTEUgKERldGFpbHMpICh0YXJlbnRoZXRpY2FsKQA_" id="xdx_90B_eus-gaap--DebtInstrumentDescription_c20221107__20221107__us-gaap--TypeOfArrangementAxis__custom--NovemberNotePurchaseAgreementMember__srt--TitleOfIndividualAxis__custom--NovemberNoteHolderMember_zDLLDjDkhK76">The November Note matures eighteen months following the date of issuance. Commencing six months from the date of issuance, the Company is required to make monthly cash redemption payments in an amount not to exceed $600. The November Note may be repaid in whole or in part prior to the maturity date for a 10% premium. The November Note requires the Company to use up to 20% of the gross proceeds raised from future equity or debt financings, or the sale of any subsidiary or material asset, to prepay the November Note, subject to a $2,000 cap on the aggregate prepayment amount. Until all obligations under the November Note have been paid in full, the Company is not permitted to grant a security interest in any of its assets, or to issue securities convertible into shares of common stock, subject in each case to certain exceptions. verbMarketplace, LLC entered into a guaranty, dated November 7, 2022, in connection with the November Note Offering, pursuant to which it guaranteed the obligations of the Company under the November Note in exchange for receiving a portion of the loan proceeds. </td></tr> </table>   <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in; text-align: justify"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">In connection with the November Note Offering, the Company incurred $<span class="xdx_phnt_RGlzY2xvc3VyZSAtIFNDSEVEVUxFIE9GIE5PVEVTIFBBWUFCTEUgKERldGFpbHMpICh0YXJlbnRoZXRpY2FsKQA_" id="xdx_90C_eus-gaap--PaymentsOfDebtIssuanceCosts_pn3n3_c20221107__20221107__us-gaap--DebtInstrumentAxis__custom--NoteTwoMember_zLofoXvi1Gt3" title="Payment of debt issuance costs">335 of debt issuance costs. The debt issuance costs and the debt discount of $<span class="xdx_phnt_RGlzY2xvc3VyZSAtIFNDSEVEVUxFIE9GIE5PVEVTIFBBWUFCTEUgKERldGFpbHMpICh0YXJlbnRoZXRpY2FsKQA_" id="xdx_901_eus-gaap--AmortizationOfFinancingCostsAndDiscounts_pn3n3_c20221107__20221107__us-gaap--DebtInstrumentAxis__custom--NoteTwoMember_z30XcQ2h90C8" title="Amortization of debt discount and issuance cost">450 were being amortized over the term of the November Notes using the effective interest rate method. As of December 31, 2023, the amount of unamortized debt discount and debt issuance costs was $<span class="xdx_phnt_RGlzY2xvc3VyZSAtIFNDSEVEVUxFIE9GIE5PVEVTIFBBWUFCTEUgKERldGFpbHMpICh0YXJlbnRoZXRpY2FsKQA_" id="xdx_902_eus-gaap--DebtInstrumentUnamortizedDiscountPremiumNet_if_pn3n3_c20231231__us-gaap--DebtInstrumentAxis__custom--NoteTwoMember_zJ0ObMszY7Ga" title="Unamortized debt discount">99 and $<span class="xdx_phnt_RGlzY2xvc3VyZSAtIFNDSEVEVUxFIE9GIE5PVEVTIFBBWUFCTEUgKERldGFpbHMpICh0YXJlbnRoZXRpY2FsKQA_" id="xdx_90A_eus-gaap--DeferredFinanceCostsCurrentNet_if_pn3n3_c20231231__us-gaap--DebtInstrumentAxis__custom--NoteTwoMember_z9ldZdGSHH4f" title="Debt issuance costs">73, respectively. During the six months ended June 30, 2024, the Company amortized the remaining amount of $<span class="xdx_phnt_RGlzY2xvc3VyZSAtIFNDSEVEVUxFIE9GIE5PVEVTIFBBWUFCTEUgKERldGFpbHMpICh0YXJlbnRoZXRpY2FsKQA_" id="xdx_90E_eus-gaap--AmortizationOfFinancingCostsAndDiscounts_pn3n3_c20240101__20240630__us-gaap--DebtInstrumentAxis__custom--NoteTwoMember_zL1twvyEvozl" title="Amortization of debt discount">99 of debt discount and $<span class="xdx_phnt_RGlzY2xvc3VyZSAtIFNDSEVEVUxFIE9GIE5PVEVTIFBBWUFCTEUgKERldGFpbHMpICh0YXJlbnRoZXRpY2FsKQA_" id="xdx_905_eus-gaap--AmortizationOfDebtDiscountPremium_pn3n3_c20240101__20240630__us-gaap--DebtInstrumentAxis__custom--NoteTwoMember_z9yuJYjQEPbb" title="Amortization of debt discount">73 of debt issuance costs.</td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align:

top"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"> During the six months ended June 30, 2024, the Company issued <span class="xdx_phnt_RGlzY2xvc3VyZSAtIFNDSEVEVUxFIE9GIE5PVEVTIFBBWUFCTEUgKERldGFpbHMpIChQYXJlbnRoZXRpY2FsKQA_" id="xdx_909_eus-gaap--StockIssuedDuringPeriodSharesNewIssues_pid_c20240101__20240630__us-gaap--StatementEquityComponentsAxis__us-gaap--CommonStockMember__us-gaap--TypeOfArrangementAxis__custom--ExchangeAgreementMember__us-gaap--DebtInstrumentAxis__custom--NoteTwoMember_zdvp1tR2ibE3">11,484,403 shares of its common stock pursuant to an exchange agreement in exchange for a reduction of $<span class="xdx_phnt_RGlzY2xvc3VyZSAtIFNDSEVEVUxFIE9GIE5PVEVTIFBBWUFCTEUgKERldGFpbHMpIChQYXJlbnRoZXRpY2FsKQA_" id="xdx_90A_eus-gaap--StockIssuedDuringPeriodValueConversionOfConvertibleSecurities_pn3n3_c20240101__20240630__us-gaap--TypeOfArrangementAxis__custom--ExchangeAgreementMember__us-gaap--DebtInstrumentAxis__custom--NoteTwoMember_zKanEbpDAR6d">1,720 on the outstanding balance of the November Notes. The shares issued for the share exchange agreement were valued based upon the Nasdaq at-the-market price and is being consistently applied for each share exchange. As a result, there was no gain or loss on the transaction.   On March 18, 2024, the Company paid the November Notes in full. </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">(C)</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"> On October 11, 2023, the Company entered into a note purchase agreement with Streeterville pursuant to which Streeterville purchased the Note in the aggregate principal amount of $<span class="xdx_phnt_RGlzY2xvc3VyZSAtIFNDSEVEVUxFIE9GIE5PVEVTIFBBWUFCTEUgKERldGFpbHMpIChQYXJlbnRoZXRpY2FsKQA_" id="xdx_90E_eus-gaap--DebtInstrumentFaceAmount_iI_pn3n3_c20231011__us-gaap--DebtInstrumentAxis__custom--NoteThreeMember_zRvbormGof8d" title="Principal amount of convertible notes">1,005. The Note bears interest at <span class="xdx_phnt_RGlzY2xvc3VyZSAtIFNDSEVEVUxFIE9GIE5PVEVTIFBBWUFCTEUgKERldGFpbHMpIChQYXJlbnRoZXRpY2FsKQA_" id="xdx_90F_eus-gaap--DebtInstrumentInterestRateStatedPercentage_iI_pid_dp_uPure_c20231011__us-gaap--DebtInstrumentAxis__custom--NoteThreeMember_z3uKjNbQ4rM7" title="Debt interest">9.0% per annum compounded daily. The maturity date of the Note is 18 months from the date of its issuance.   During the six months ended June 30, 2024, the Company issued <span class="xdx_phnt_RGlzY2xvc3VyZSAtIFNDSEVEVUxFIE9GIE5PVEVTIFBBWUFCTEUgKERldGFpbHMpIChQYXJlbnRoZXRpY2FsKQA_" id="xdx_903_eus-gaap--StockIssuedDuringPeriodSharesConversionOfConvertibleSecurities_pid_c20240101__20240630__us-gaap--StatementEquityComponentsAxis__us-gaap--CommonStockMember__us-gaap--TypeOfArrangementAxis__custom--ExchangeAgreementMember_zYi2cbi9CQ9h">7,630,271 shares of its common stock pursuant to an exchange agreement in exchange for a reduction of $<span class="xdx_phnt_RGlzY2xvc3VyZSAtIFNDSEVEVUxFIE9GIE5PVEVTIFBBWUFCTEUgKERldGFpbHMpIChQYXJlbnRoZXRpY2FsKQA_" id="xdx_90A_eus-gaap--StockIssuedDuringPeriodValueConversionOfConvertibleSecurities_pn3n3_c20240101__20240630__us-gaap--TypeOfArrangementAxis__custom--ExchangeAgreementMember_zSnDtc80xj0j">1,057 on the outstanding balance of the Note. The shares issued under the share exchange agreement were valued based upon the Nasdaq at-the-market price and is being consistently applied for each share exchange. The shares issued for the final share exchange agreement on May 3, 2024 were valued at a 10% discount resulting in a loss on this particular transaction of $90. This amount has been recorded as a finance cost in the Company's condensed consolidated statement of operations for the three and six months ended June 30, 2024.   On May 3, 2024, the Note was repaid in full. </td></tr> </table> 2020-05-152050-05-150.037515000012800013700022022-11-072024-05-070.090547000011790002023-10-112025-04-110.0901005000100500099000-7300012800021490001120003620001600017870001500001280001370005470000470000500000The November Note matures eighteen months following the date of issuance. Commencing six months from the date of issuance, the Company is required to make monthly cash redemption payments in an amount not to exceed $600. The November Note may be repaid in whole or in part prior to the maturity date for a 10% premium. The November Note requires the Company to use up to 20% of the gross proceeds raised from future equity or debt financings, or the sale of any subsidiary or material asset, to prepay the November Note, subject to a $2,000 cap on the aggregate prepayment amount335000450000990007300099000730001148440317200001005000000.090763027110570000.1090000<p id="xdx_89A_eus-gaap--InterestIncomeAndInterestExpenseDisclosureTableTextBlock_zOqKx0psQBQk" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0pt; text-align: justify; text-indent: 0.5in">The following table provides a breakdown of interest expense:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0pt; text-align: justify; text-indent: 0.5in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; display: none; text-indent: 0.5in; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0pt; text-align: justify">SCHEDULE OF INTEREST EXPENSE</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 95%; margin-left: 0.25in"> <tr style="display: none; vertical-align: bottom"> <td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_49B_20240401__20240630_z17JpLZqeCn2" style="font-weight: bold; text-align: center">2024</td><td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_490_20230401__20230630_zxnuxFk0IoDg" style="font-weight: bold; text-align: center">2023</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="6" style="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">Three Months Ended June 30,</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">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="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td> </td> <td colspan="2"> </td><td> </td><td> </td> <td colspan="2"> </td><td> </td></tr> <tr id="xdx_408_eus-gaap--AmortizationOfDebtDiscountPremium_iN_pn3n3_di_msHENzQ7m_zdQ47ZNfB6o8" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 64%; text-align: left">Interest expense – amortization of debt discount</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 14%; text-align: right">-</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 14%; text-align: right">77</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_401_eus-gaap--AmortizationOfFinancingCosts_pn3n3_msHENzQ7m_z6zNO2qlFvpd" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Interest expense - amortization of debt issuance costs</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">57</td><td style="text-align: left"> </td></tr> <tr id="xdx_402_ecustom--InterestIncomeExpenseOther_pn3n3_maHENzQ7m_zejTvkBAw7x4" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1.5pt">Interest expense – other</td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">10</td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right">165</td><td style="padding-bottom: 1.5pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr id="xdx_40C_eus-gaap--InterestIncomeExpenseNet_iT_pn3n3_mtHENzQ7m_zfmyT6oCHrQ6" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 2.5pt">Total interest expense</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">10</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">299</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 95%; margin-left: 0.25in"> <tr style="display: none; vertical-align: bottom"> <td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_49D_20240101__20240630_zTfYEgHz2Lzf" style="font-weight: bold; text-align: center">2024</td><td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_495_20230101__20230630_zNwjfvmFe8d" style="font-weight: bold; text-align: center">2023</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="6" style="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">Six Months Ended June 30,</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">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="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td> </td> <td colspan="2"> </td><td> </td><td> </td> <td colspan="2"> </td><td> </td></tr> <tr id="xdx_404_eus-gaap--AmortizationOfDebtDiscountPremium_pn3n3_msHENzTar_zFolfEQXjilf" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 64%; text-align: left">Interest expense – amortization of debt discount</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 14%; text-align: right">99</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 14%; text-align: right">163</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_40D_eus-gaap--AmortizationOfFinancingCosts_pn3n3_msHENzTar_z6lZrNq6qXhf" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Interest expense - amortization of debt issuance costs</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">73</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">127</td><td style="text-align: left"> </td></tr> <tr id="xdx_40A_ecustom--

InterestIncomeExpenseOther_pn3n3_maHENzTar_z6RIgoHyqKeb" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1.5pt">Interest expense</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">63</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">480</td><td style="padding-bottom: 1.5pt; 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></tr> <tr id="xdx_40E_eus-gaap--InterestIncomeExpenseNet_iT_pn3n3_mtHENzTar_zjy1AbpjUaR" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 2.5pt">Total interest expense</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">235</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">770</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>
-77000570001000016500010000299000990001630007300012700063000480000235000770000046000000<p id="xdx_804_eus-gaap--DerivativeInstrumentsAndHedgingActivitiesDisclosureTextBlock_zLYDBNZ10s0i" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">7. DERIVATIVE LIABILITY   Under authoritative guidance used by the FASB on determining whether an instrument (or embedded feature) is indexed to an entity's own stock, instruments that do not have fixed settlement provisions are deemed to be derivative instruments. In prior years, the Company granted certain warrants that included a fundamental transaction provision that could give rise to an obligation to pay cash to the warrant holder. As a result, the fundamental transaction clause of these warrants are accounted for as a derivative liability in accordance with ASC 815 and are being re-measured every reporting period with the change in value reported in the statement of operations.   <p id="xdx_89B_eus-gaap--FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisValuationTechniquesTableTextBlock_zPogZXjq2ai4" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0.25in; text-align: justify; text-indent: 0.25in">The derivative liabilities were valued using a Binomial pricing model with the following average assumptions: SCHEDULE OF DERIVATIVE LIABILITY USING BINOMIAL PRICING MODEL ASSUMPTIONS <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 95%; margin-left: 0.25in"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">June 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="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">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: 64%">Stock Price</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td id="xdx_981_eus-gaap--DerivativeLiabilityMeasurementInput_iI_pid_uUSDPShares_c20240630__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputSharePriceMember_zfw8cVpyWSNl" style="width: 14%; text-align: right" title="Derivative liability, measurement input">0.12</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td id="xdx_989_eus-gaap--DerivativeLiabilityMeasurementInput_iI_pid_uUSDPShares_c20231231__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputSharePriceMember_zyMq0i0Gbiad" style="width: 14%; text-align: right" title="Derivative liability, measurement input">0.17</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td>Exercise Price</td><td> </td> <td style="text-align: left">$</td><td id="xdx_980_eus-gaap--DerivativeLiabilityMeasurementInput_iI_pid_uUSDPShares_c20240630__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputExercisePriceMember_zRwr1bdUBeT8" style="text-align: right" title="Derivative liability, measurement input">8.00</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td id="xdx_987_eus-gaap--DerivativeLiabilityMeasurementInput_iI_pid_uUSDPShares_c20231231__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputExercisePriceMember_zTOcjOMLRxn1" style="text-align: right" title="Derivative liability, measurement input">8.00</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Expected Life</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"><span id="xdx_90F_ecustom--FairValueAssumptionsMeasurementInputTerm_dtY_c20240101__20240630__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputExpectedTermMember_zp3rQukOMzw9" title="Derivative liability, Expected Life">0.61</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"><span id="xdx_90D_ecustom--FairValueAssumptionsMeasurementInputTerm_dtY_c20230101__20231231__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputExpectedTermMember_zBEksXhJSnr" title="Derivative liability, Expected Life">1.08</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td>Volatility</td><td> </td> <td style="text-align: left"> </td><td id="xdx_98B_eus-gaap--DerivativeLiabilityMeasurementInput_iI_pid_uPure_c20240630__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputPriceVolatilityMember_zUahRRdJ4Ah5" style="text-align: right" title="Derivative liability, measurement input">160</td><td style="text-align: left">%</td><td> </td> <td style="text-align: left"> </td><td id="xdx_986_eus-gaap--DerivativeLiabilityMeasurementInput_iI_pid_uPure_c20231231__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputPriceVolatilityMember_zyLZGoV6zOch" style="text-align: right" title="Derivative liability, measurement input">202</td><td style="text-align: left">%</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Dividend Yield</td><td> </td> <td style="text-align: left"> </td><td id="xdx_98D_eus-gaap--DerivativeLiabilityMeasurementInput_iI_pid_dp_uPure_c20240630__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputExpectedDividendRateMember_znBMNhiVVw1" style="text-align: right" title="Derivative liability, measurement input">0</td><td style="text-align: left">%</td><td> </td> <td style="text-align: left"> </td><td id="xdx_98A_eus-gaap--DerivativeLiabilityMeasurementInput_iI_pid_dp_uPure_c20231231__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputExpectedDividendRateMember_z5HDaed2xpfl" style="text-align: right" title="Derivative liability, measurement input">0</td><td style="text-align: left">%</td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Risk-Free Interest Rate</td><td> </td> <td style="text-align: left"> </td><td id="xdx_988_eus-gaap--DerivativeLiabilityMeasurementInput_iI_pid_uPure_c20240630__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputRiskFreeInterestRateMember_zEukPoHBYcU3" style="text-align: right" title="Derivative liability, measurement input">5.19</td><td style="text-align: left">%</td><td> </td> <td style="text-align: left"> </td><td id="xdx_989_eus-gaap--DerivativeLiabilityMeasurementInput_iI_pid_uPure_c20231231__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputRiskFreeInterestRateMember_zcSONP07QbO6" style="text-align: right" title="Derivative liability, measurement input">4.79</td><td style="text-align: left">%</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 2.5pt">Total Fair Value</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_980_eus-gaap--DerivativeFairValueOfDerivativeLiability_iI_pn3n3_c20240630_z1UP3XnyOcG7" style="border-bottom: Black 2.5pt double; text-align: right" title="Derivative liability, measurement input">-</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_983_eus-gaap--DerivativeFairValueOfDerivativeLiability_iI_pn3n3_c20231231_zFsrUgZwbi8a" style="border-bottom: Black 2.5pt double; text-align: right" title="Derivative liability, measurement input">1</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>   The expected life of the warrants was based on the remaining contractual term of the instruments. The Company uses the historical volatility of its common stock to estimate the future volatility for its common stock. The expected dividend yield was based on the fact that the Company has not paid dividends in the past and does not expect to pay dividends in the future. The risk-free interest rate was based on rates established by the Federal Reserve Bank.   During the six months ended June 30, 2024, the Company recorded income of $1 to account for the changes in the fair value of these derivative liabilities during the period. At June 30, 2024, the fair value of the derivative liability was $0.   During the six months ended June 30, 2023, the Company recorded income of $206 to account for the changes in the fair value of these derivative liabilities during the period.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0.25in; text-align: justify; text-indent: 0.25in"> </p> <p id="xdx_89B_eus-gaap--FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisValuationTechniquesTableTextBlock_zPogZXjq2ai4" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0.25in; text-align: justify; text-indent: 0.25in">The derivative liabilities were valued using a Binomial pricing model with the following average assumptions:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0.25in; text-align: justify; text-indent: 0.25in">SCHEDULE OF DERIVATIVE LIABILITY USING BINOMIAL PRICING MODEL ASSUMPTIONS</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 95%; margin-left: 0.25in"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">June 30, 2024</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">December 31, 2023</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 64%">Stock Price</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td id="xdx_981_eus-gaap--DerivativeLiabilityMeasurementInput_iI_pid_uUSDPShares_c20240630__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputSharePriceMember_zfw8cVpyWSNl" style="width: 14%; text-align: right" title="Derivative liability, measurement input">0.12</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td id="xdx_989_eus-gaap--DerivativeLiabilityMeasurementInput_iI_pid_uUSDPShares_c20231231__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputSharePriceMember_zyMq0i0Gbiad" style="width: 14%; text-align: right" title="Derivative liability, measurement input">0.17</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td>Exercise Price</td><td> </td> <td style="text-align: left">$</td><td id="xdx_980_eus-gaap--DerivativeLiabilityMeasurementInput_iI_pid_uUSDPShares_c20240630__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputExercisePriceMember_zRwr1bdUBeT8" style="text-align: right" title="Derivative liability, measurement input">8.00</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td id="xdx_987_eus-gaap--DerivativeLiabilityMeasurementInput_iI_pid_uUSDPShares_c20231231__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputExercisePriceMember_zTOcjOMLRxn1" style="text-align: right" title="Derivative liability, measurement input">8.00</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Expected Life</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"><span id="xdx_90F_ecustom--

FairValueAssumptionsMeasurementInputTerm_dtY_c20240101__20240630__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputExpectedTermMember_zp3rQukOMzw9" title="Derivative liability, Expected Life">0.61</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"><span id="xdx_90D_ecustom--FairValueAssumptionsMeasurementInputTerm_dtY_c20230101__20231231__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputExpectedTermMember_zBEksXhJSnr" title="Derivative liability, Expected Life">1.08</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td>Volatility</td><td> </td> <td style="text-align: left"> </td><td id="xdx_98B_eus-gaap--DerivativeLiabilityMeasurementInput_if_pid_uPure_c20240630__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputPriceVolatilityMember_zUahRRdJ4Ah5" style="text-align: right" title="Derivative liability, measurement input">160</td><td style="text-align: left">%</td><td> </td> <td style="text-align: left"> </td><td id="xdx_986_eus-gaap--DerivativeLiabilityMeasurementInput_if_pid_uPure_c20231231__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputPriceVolatilityMember_zyLZGoV6zQch" style="text-align: right" title="Derivative liability, measurement input">202</td><td style="text-align: left">%</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Dividend Yield</td><td> </td> <td style="text-align: left"> </td><td id="xdx_98D_eus-gaap--DerivativeLiabilityMeasurementInput_if_pid_dp_uPure_c20240630__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputExpectedDividendRateMember_znBMlNhiVVw1" style="text-align: right" title="Derivative liability, measurement input">0</td><td style="text-align: left">%</td><td> </td> <td style="text-align: left"> </td><td id="xdx_98A_eus-gaap--DerivativeLiabilityMeasurementInput_if_pid_dp_uPure_c20231231__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputExpectedDividendRateMember_z5HDaed2xpfl" style="text-align: right" title="Derivative liability, measurement input">0</td><td style="text-align: left">%</td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Risk-Free Interest Rate</td><td> </td> <td style="text-align: left"> </td><td id="xdx_988_eus-gaap--DerivativeLiabilityMeasurementInput_if_pid_uPure_c20240630__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputRiskFreeInterestRateMember_zEukPoHBYcU3" style="text-align: right" title="Derivative liability, measurement input">5.19</td><td style="text-align: left">%</td><td> </td> <td style="text-align: left"> </td><td id="xdx_989_eus-gaap--DerivativeLiabilityMeasurementInput_if_pid_uPure_c20231231__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputRiskFreeInterestRateMember_zcSONP07QbO6" style="text-align: right" title="Derivative liability, measurement input">4.79</td><td style="text-align: left">%</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 2.5pt">Total Fair Value</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_980_eus-gaap--DerivativeFairValueOfDerivativeLiability_if_pn3n3_c20240630_z1UP3XnyOcG7" style="border-bottom: Black 2.5pt double; text-align: right" title="Derivative liability, measurement input">-</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_983_eus-gaap--DerivativeFairValueOfDerivativeLiability_if_pn3n3_c20231231_zFsrUgZwbi8a" style="border-bottom: Black 2.5pt double; text-align: right" title="Derivative liability, measurement input">1</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>

0.120.178.008.00P0Y7M9DP1Y29D160202005.194.7910001000206000 8. CAPITAL STOCK   <u>Common Stock</u>   The Company's common stock activity for the six months ended June 30, 2024 is as follows: Shares Issued as Part of ATM Offerings   During the six months ended June 30, 2024, the Company issued <span id="xdx_900_eus-gaap--StockIssuedDuringPeriodSharesNewIssues_c20240101__20240630__us-gaap--StatementEquityComponentsAxis__us-gaap--CommonStockMember_znImsNkxWwKk" title="Proceeds from sale of common stock offerings">55,700,146 shares of its common stock and received net proceeds of $12,130, net of offering costs of $136, resulting from ATM issuances. On March 19, 2024, the Ascendiant Sales Agreement was amended to increase the amount available from $<span id="xdx_906_eus-gaap--StockIssuedDuringPeriodValueNewIssues_c20240319__20240319__us-gaap--StatementEquityComponentsAxis__us-gaap--CommonStockMember__srt--RangeAxis__srt--MinimumMember_zcubVCfJ3WhQa" title="Common stock new value issues">960 to $<span id="xdx_901_eus-gaap--StockIssuedDuringPeriodValueNewIssues_c20240319__20240319__us-gaap--StatementEquityComponentsAxis__us-gaap--CommonStockMember__srt--RangeAxis__srt--MaximumMember_zvRxYPN88ADb" title="Common stock new value issues">6,260. On March 29, 2024, the Ascendiant Sales Agreement was amended to increase the amount available from $<span id="xdx_90B_eus-gaap--StockIssuedDuringPeriodValueNewIssues_c20240329__20240329__us-gaap--StatementEquityComponentsAxis__us-gaap--CommonStockMember__srt--RangeAxis__srt--MinimumMember_zrbeITQxaIF4" title="Common stock new value issues">6,260 to $<span id="xdx_906_eus-gaap--StockIssuedDuringPeriodValueNewIssues_c20240329__20240329__us-gaap--StatementEquityComponentsAxis__us-gaap--CommonStockMember__srt--RangeAxis__srt--MaximumMember_zed5BI8Z8s3f" title="Common stock new value issues">9,010. On May 10, 2024, the Ascendiant Sales Agreement was amended to increase the amount available from $<span id="xdx_905_eus-gaap--StockIssuedDuringPeriodValueNewIssues_c20240510__20240510__us-gaap--StatementEquityComponentsAxis__us-gaap--CommonStockMember__srt--RangeAxis__srt--MinimumMember_zjf9cRvT7cmh" title="Common stock new value issues">9,010 to $<span id="xdx_905_eus-gaap--StockIssuedDuringPeriodValueNewIssues_c20240510__20240510__us-gaap--StatementEquityComponentsAxis__us-gaap--CommonStockMember__srt--RangeAxis__srt--MaximumMember_zYCk5UXLC5b3" title="Common stock new value issues">12,765.   Regulation A Public Offering   During the six months ended June 30, 2024, the Company issued <span id="xdx_90F_eus-gaap--SaleOfStockNumberOfSharesIssuedInTransaction_pid_c20240101__20240630__us-gaap--StatementEquityComponentsAxis__us-gaap--CommonStockMember__us-gaap--TypeOfArrangementAxis__custom--SubscriptionAgreementsMember_zuuPkeJUpiL1" title="Sale of common stock from public offering, shares">27,397,258 shares of its common stock and received net proceeds of $<span id="xdx_904_eus-gaap--SaleOfStockConsiderationReceivedPerTransaction_pn3n3_c20240101__20240630__us-gaap--StatementEquityComponentsAxis__us-gaap--CommonStockMember__us-gaap--TypeOfArrangementAxis__custom--SubscriptionAgreementsMember_zyR14b9W6tHf" title="Sale of common stock from public offering">6,466, net of offering costs of $<span id="xdx_903_eus-gaap--DeferredOfferingCosts_if_pn3n3_c20240630__us-gaap--StatementEquityComponentsAxis__us-gaap--CommonStockMember__us-gaap--TypeOfArrangementAxis__custom--SubscriptionAgreementsMember_zO0ngvq8AuL" title="Offering costs">109, resulting from a Form 1-A public offering of its common stock pursuant to Regulation A.   Shares Issued as Payment on Notes Payable   During the six months ended June 30, 2024, the Company issued <span id="xdx_905_eus-gaap--SaleOfStockNumberOfSharesIssuedInTransaction_pid_c20240101__20240630__us-gaap--StatementEquityComponentsAxis__us-gaap--CommonStockMember__us-gaap--TypeOfArrangementAxis__custom--StreetervillePurchaseAgreementMember_zNVe13THzhIc" title="Sale of common stock from public offering, shares">11,484,403 shares of its common stock to Streeterville in exchange for a reduction of $<span id="xdx_90C_eus-gaap--SaleOfStockConsiderationReceivedPerTransaction_pn3n3_c20240101__20240630__us-gaap--TypeOfArrangementAxis__custom--StreetervillePurchaseAgreementMember__us-gaap--StatementEquityComponentsAxis__us-gaap--CommonStockMember_zEqpU0KqXoJa" title="Sale of common stock from public offering">1,720 on the outstanding balance of the November Notes.   During the six months ended June 30, 2024, the Company issued <span id="xdx_908_eus-gaap--SaleOfStockNumberOfSharesIssuedInTransaction_pid_c20240101__20240630__us-gaap--TypeOfArrangementAxis__custom--ExchangeAgreementsMember__us-gaap--StatementEquityComponentsAxis__us-gaap--CommonStockMember_z0fihB6J3jhi" title="Sale of common stock from public offering, shares">7,630,271 shares of its common stock pursuant to an exchange agreement in exchange for a reduction of $<span id="xdx_907_eus-gaap--SaleOfStockConsiderationReceivedPerTransaction_pn3n3_c20240101__20240630__us-gaap--TypeOfArrangementAxis__custom--ExchangeAgreementsMember__us-gaap--StatementEquityComponentsAxis__us-gaap--CommonStockMember_z2VL8DDHK8W3" title="Sale of common stock from public offering">1,057 on the outstanding balance of the Note.   Shares Issued for Services   During the six months ended June 30, 2024, the Company issued <span id="xdx_903_eus-gaap--StockIssuedDuringPeriodSharesIssuedForServices_pid_c20240101__20240630__srt--TitleOfIndividualAxis__custom--RoryCutaiaMember__us-gaap--StatementEquityComponentsAxis__us-gaap--CommonStockMember_zyxMiiQLcFb" title="Number of shares issued for service">4,514 shares of common stock to its CEO, Rory Cutaia, associated with the vesting of Restricted Stock Units.   Series C Preferred Shares Redeemed in Exchange for Common Shares   On May 9, 2024, the Company redeemed 505 Series C Preferred Shares in exchange for <span id="xdx_90F_eus-gaap--ConvertiblePreferredStockSharesIssuedUponConversion_iz_c20240509__us-gaap--StatementClassOfStockAxis__us-gaap--SeriesCPreferredStockMember_znIYEnQO0Dce" title="Preferred Stock converted into common stock">4,757,246 common shares in order to reduce the amount of dividend to be accrued. See Note 13 – Subsequent Events.   <span style="text-

decoration: underline">Preferred Stock   The Company's preferred stock activity for the six months ended June 30, 2024 was as follows: Series C   On December 28, 2023, the Company filed a certificate of designation of preferences and rights (the "Certificate of Designation") of Series C Preferred Stock (the "Series C Preferred Stock"), with the Secretary of State of Nevada, designating <span id="xdx_908_eus-gaap--PreferredStockSharesAuthorized_iI_pid_c20231228__us-gaap--StatementClassOfStockAxis__us-gaap--SeriesCPreferredStockMember_zUCE6lWWCng7" title="Preferred stock, shares authorized">5,000 shares of preferred stock, par value $<span id="xdx_909_eus-gaap--PreferredStockParOrStatedValuePerShare_iI_pid_c20231228__us-gaap--StatementClassOfStockAxis__us-gaap--SeriesCPreferredStockMember_zcIpqMDRoMz1" title="Preferred stock, par value">0.0001 of the Company, as Series C Preferred Stock. Each share of Series C Preferred Stock shall have a stated face value of $1,300.00 ("Stated Value"). The Series C Preferred Stock is not convertible into common shares of capital stock of the Company and as such is non-dilutive to current stockholders.   Each share of Series C Preferred Stock shall accrue a rate of return on the Stated Value at the rate of <span id="xdx_90B_eus-gaap--PreferredStockDividendRatePercentage_dp_c20231228__20231228__us-gaap--StatementClassOfStockAxis__us-gaap--SeriesCPreferredStockMember_zeRw5VW8pgU" title="Preferred Stock accrue a rate of return">10% per year, compounded annually to the extent not paid as set forth in the Certificate of Designation, and to be determined pro rata for any fractional year periods (the "Preferred Return"). The Preferred Return shall accrue on each share of Series C Preferred Stock from the date of its issuance and shall be payable or otherwise settled as set forth in the Certificate of Designation.   <span id="xdx_900_eus-gaap--PreferredStockDividendPaymentTerms_c20231228__20231228__us-gaap--StatementClassOfStockAxis__us-gaap--SeriesCPreferredStockMember_zHNhkUhAe7A4" title="Preferred stock, dividend payment terms">Commencing on the 1 year anniversary of the issuance date of each share of Series C Preferred Stock, each such share of Series C Preferred Stock shall accrue an automatic quarterly dividend, based on three quarters of 91 days each and the last quarter of 92 days (or 93 days for leap years), which shall be calculated on the Stated Value of such share of Series C Preferred Stock, and which shall be payable in additional shares of Series C Preferred Stock, based on the Stated Value, or in cash as set forth in the Certificate of Designation (each, as applicable, the "Quarterly Dividend"). For the period beginning on the 1 year anniversary of the issuance date of a share of Series C Preferred Stock to the 2 year anniversary of the issuance date of a share of Series C Preferred Stock, the Quarterly Dividend shall be 2.5% per quarter, and for all periods following the 2 year anniversary of the issuance date of a share of Series C Preferred Stock, the Quarterly Dividend shall be 5% per quarter.   Subject to the terms and conditions set forth in the Certificate of Designation, at any time the Company may elect, in the sole discretion of the Board of Directors, to redeem all, but not less than all, of the Series C Preferred Stock then issued and outstanding from all of the Series C Preferred Stock Holders (a "Corporation Optional Redemption") by paying to the applicable Series C Preferred Stock Holders an amount in cash equal to the Series C Preferred Liquidation Amount (as defined in the Certificate of Designation) then applicable to such shares of Series C Preferred Stock being redeemed in the Corporation Optional Conversion (the "Redemption Price").   The Series C Preferred Stock confers no voting rights on holders, except with respect to matters that materially and adversely affect the voting powers, rights or preferences of the Series C Preferred Stock or as otherwise required by applicable law.   On December 29, 2023, the Company entered into a Securities Purchase Agreement with Streeterville, pursuant to which the Company sold and Streeterville purchased <span id="xdx_900_eus-gaap--StockRepurchasedDuringPeriodShares_pid_c20231229__20231229__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember__us-gaap--StatementClassOfStockAxis__us-gaap--SeriesCPreferredStockMember_zYwsBM1ZBuV5" title="Shares purchased">3,000 shares of the Company's newly designated non-convertible Series C Preferred Stock (the "Series C Shares") for a total purchase price of $<span id="xdx_903_eus-gaap--StockRepurchasedDuringPeriodValue_pn3n3_c20231229__20231229__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember__us-gaap--StatementClassOfStockAxis__us-gaap--SeriesCPreferredStockMember_zIs2TaqNHDWe" title="Total purchase price">3,000. The Shares have a <span id="xdx_900_eus-gaap--PreferredStockDividendRatePercentage_pid_dp_uPure_c20231229__20231229__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember__us-gaap--StatementClassOfStockAxis__us-gaap--SeriesCPreferredStockMember_zTJF3AZOxD7a" title="Annual dividend percentage">10% stated annual dividend, no voting rights and has a face value of $<span id="xdx_901_eus-gaap--SharesIssuedPricePerShare_iI_pid_c20231229__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember__us-gaap--StatementClassOfStockAxis__us-gaap--SeriesCPreferredStockMember_z3hTydORcwi5" title="Share price">1,300 per share. The sale of the Series C Shares was consummated on December 29, 2023.   On May 9, 2024, the Company redeemed 505 Series C Preferred Shares in exchange for <span id="xdx_90F_eus-gaap--ConvertiblePreferredStockSharesIssuedUponConversion_iI_c20240509__us-gaap--StatementClassOfStockAxis__us-gaap--SeriesCPreferredStockMember_z0kqM16eGzkh" title="Preferred Stock converted into common stock">4,757,246 common shares in order to reduce the amount of dividend to be accrued. The transaction was done at the Nasdaq at-the-market price. No broker was involved in the transaction and no fees or commissions were paid or incurred by the Company. See Note 13 – Subsequent Events.   The Company has accrued $<span id="xdx_909_eus-gaap--DividendsPayableCurrentAndNoncurrent_iI_pn3n3_c20240630__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember__us-gaap--StatementClassOfStockAxis__us-gaap--SeriesCPreferredStockMember_zNf5wesDj3Bc" title="Dividends payable">141 in preferred stock dividend payable as of June 30, 2024.
5570014612130000136000960626062609010901012765273972586466000109000114844031720000763027110570004514475724650000.00011300.000.10
Commencing on the 1 year anniversary of the issuance date of each share of Series C Preferred Stock, each such share of Series C Preferred Stock shall accrue an automatic quarterly dividend, based on three quarters of 91 days each and the last quarter of 92 days (or 93 days for leap years), which shall be calculated on the Stated Value of such share of Series C Preferred Stock, and which shall be payable in additional shares of Series C Preferred Stock, based on the Stated Value, or in cash as set forth in the Certificate of Designation (each, as applicable, the "Quarterly Dividend"). For the period beginning on the 1 year anniversary of the issuance date of a share of Series C Preferred Stock, the Quarterly Dividend shall be 2.5% per quarter, and for all periods following the 2 year anniversary of the issuance date of a share of Series C Preferred Stock, the Quarterly Dividend shall be 5% per quarter300030000000.10130047572461410000 9. RESTRICTED STOCK UNITS   <p id="xdx_893_eus-gaap--ScheduleOfShareBasedCompensationRestrictedStockUnitsAwardActivityTableTextBlock_znIJwt7PPFmk" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0.25in; text-align: justify; text-indent: 0.25in">A summary of restricted stock unit activity for the six months ended June 30, 2024 is presented below. SUMMARY OF RESTRICTED STOCK AWARD ACTIVITY <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 95%; margin-left: 0.25in"> <tr style="vertical-align: bottom"> <td> </td> <td> </td> <td colspan="2" style="text-align: center"> </td><td> </td><td style="font-weight: bold"> </td> <td colspan="2" style="font-weight: bold; text-align: center">Weighted-</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td> </td> <td colspan="2" style="text-align: center"> </td><td> </td><td style="font-weight: bold"> </td> <td colspan="2" style="font-weight: bold; text-align: center">Average</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td> </td> <td colspan="2" style="text-align: center"> </td><td> </td><td style="font-weight: bold"> </td> <td colspan="2" style="font-weight: bold; text-align: center">Grant Date</td><td style="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="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">Shares</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="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">Fair Value</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td> </td> <td colspan="2" style="text-align: center"> </td><td> </td><td> </td> <td colspan="2" style="text-align: center"> </td><td> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 64%">Non-vested at January 1, 2024</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td id="xdx_98E_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber_iS_pp0p0_c20240101__20240630_zZuwOlR6lXQg" style="width: 14%; text-align: right" title="Number of Non-vested Shares, Outstanding Beginning">153,366</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td id="xdx_989_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValue_iS_pip0_c20240101__2 style="width: 14%; text-align: right" title="Weighted Average Grant Date Fair Value, Outstanding Beginning">5.88</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td>Granted</td><td> </td> <td style="text-align: left"> </td><td id="xdx_98B_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod_pp0p0_c20240101__20240630_zNSN1dmEUXyh" style="text-align: right" title="Number of Non-vested Shares, Granted">-</td><td style="text-align: left"> </td> <td> </td> <td style="text-align: left"> </td><td id="xdx_98D_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriodWeightedAverageGrantDateFairValue_pip0_c20240101 style="text-align: right" title="Weighted Average Grant Date Fair Value, Granted">-</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Vested/deemed vested</td><td> </td> <td style="text-align: left"> </td><td id="xdx_987_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod_iN_pp0p0_di_c20240101__20240630_zwlbniYpB09"

style="text-align: right" title="Number of Non-vested Shares, Vested/deemed vested">(5,139</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td id="xdx_981_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodWeightedAverageGrantDateFairValue_pip0_c20240101_ style="text-align: right" title="Weighted Average Grant Date Fair Value, Vested/deemed vested">52.60</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 1.5pt">Forfeited</td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td id="xdx_98F_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod_iN_pp0p0_di_c20240101__20240630_zPMHLuAO0C6 style="border-bottom: Black 1.5pt solid; text-align: right" title="Number of Non-vested Shares, Forfeited">-</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 id="xdx_986_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeituresWeightedAverageGrantDateFairValue_pip0_c20240101__20: style="border-bottom: Black 1.5pt solid; text-align: right" title="Weighted Average Grant Date Fair Value, Forfeited">- </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">Non-vested at June 30, 2024</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td id="xdx_98C_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber_iE_pp0p0_c20240101__20240630_zzZbMGZUa2g6" style="border-bottom: Black 2.5pt double; text-align: right" title="Number of Non-vested Shares, Outstanding Ending">148,227</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_98F_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValue_iE_pip0_c20240101__2 style="border-bottom: Black 2.5pt double; text-align: right" title="Weighted Average Grant Date Fair Value, Outstanding Ending">4.26</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>   The total fair value of restricted stock units that vested or deemed vested during the six months ended June 30, 2024 was $270. The total stock compensation expense recognized relating to the vesting of restricted stock units for the three and six months ended June 30, 2024 amounted to $104 and $209, respectively. As of June 30, 2024, the amount of unvested compensation related to issuances of restricted stock units was $376 which will be recognized as an expense in future periods as the shares vest.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0.25in; text-align: justify; text-indent: 0.25in"> </p> <p id="xdx_893_eus-gaap--ScheduleOfShareBasedCompensationRestrictedStockUnitsAwardActivityTableTextBlock_znIJwt7PPFmk" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0.25in; text-align: justify; text-indent: 0.25in">A summary of restricted stock unit activity for the six months ended June 30, 2024 is presented below.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0.25in; text-indent: 0.25in">SUMMARY OF RESTRICTED STOCK AWARD ACTIVITY</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; 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text-align: left"> </td><td id="xdx_98C_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber_iE_pp0p0_c20240101__20240630_zzZbMGZUa2g6" style="border-bottom: Black 2.5pt double; text-align: right" title="Number of Non-vested Shares, Outstanding Ending">148,227</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_98F_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValue_iE_pip0_c20240101__2 style="border-bottom: Black 2.5pt double; text-align: right" title="Weighted Average Grant Date Fair Value, Outstanding Ending">4.26</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table> 1533665.88513952.601482274.262700001040002090003760000<p id="xdx_80F_eus-gaap--DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock_zJ1Ak56pC8bc" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">10. STOCK OPTIONS   <p id="xdx_897_eus-gaap--ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock_zefRnA77qFwf" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0.25in; text-align: justify; text-indent: 0.25in">A summary of option activity for the six months ended June 30, 2024 is presented below. SCHEDULE OF STOCK OPTION ACTIVITY <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 95%; margin-left: 0.25in"> <tr style="vertical-align: bottom"> <td> </td><td> </td> <td colspan="2" style="text-align: center"> </td><td> </td><td> </td> <td colspan="2" style="text-align: center">Weighted-</td><td style="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> </td> <td colspan="2" style="text-align: center"> </td><td> </td><td style="font-weight: bold"> </td> <td colspan="2" style="font-weight: bold; text-align: center">Weighted-</td><td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="2" style="font-weight: bold; text-align: center">Average</td><td style="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> </td> <td colspan="2" style="text-align: center"> </td><td> </td><td style="font-weight: bold"> </td> <td colspan="2" style="font-weight: bold; text-align: center">Average</td><td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="2" style="font-weight: bold; text-align: center">Remaining</td><td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="2" style="font-weight: bold; text-align: center">Aggregate</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td> </td> <td colspan="2" style="text-align: center"> </td><td> </td><td> </td> <td colspan="2" style="text-align: center">Exercise</td><td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="2" style="font-weight: bold; text-align: center">Contractual</td><td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="2" style="font-weight: bold; text-align: center">Intrinsic</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">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="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">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="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">Life (Years)</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="border-bottom: Black 1.5pt solid;

font-weight: bold; text-align: center">Value</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="font-weight: bold"> </td><td> </td> <td colspan="2"> </td><td> </td><td> </td> <td colspan="2"> </td><td> </td><td> </td> <td colspan="2"> </td><td> </td><td> </td> <td colspan="2"> </td><td> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 40%">Outstanding at January 1, 2024</td> <td style="width: 3%"> </td> <td style="width: 1%; text-align: left"> </td><td id="xdx_986_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber_iS_pid_c20240101__20240630_zioLXxi6UREk" style="width: 10%; text-align: right" title="Number of options outstanding beginning balance">2,086,882</td><td style="width: 1%; text-align: left"> </td><td style="width: 3%"> </td> <td style="width: 1%; text-align: left">$</td><td id="xdx_98F_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice_iS_pid_c20240101__20240630_zU Z0SBGnCZL9" style="width: 10%; text-align: right" title="Weighted average exercise price outstanding beginning balance">1.20</td><td style="width: 1%; text-align: left"> </td><td style="width: 3%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 10%; text-align: right">4.60</td><td style="width: 1%; text-align: left"> </td><td style="width: 3%"> </td> <td style="width: 1%; text-align: left">$</td><td id="xdx_988_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingIntrinsicValue_iS_c20240101__20240630_z0zLtRr0ydq1" style="width: 10%; text-align: right" title="Aggregate intrinsic value beginning balance"></td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td>Granted</td><td> </td> <td style="text-align: left"> </td><td id="xdx_986_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriod_pid_c20240101__20240630_zLUEHaQNntmc" style="text-align: right" title="Number of options, granted">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td id="xdx_983_eus-gaap--ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageExercisePrice_pid_c20240101__20240630_zHqHpSycnZTe" style="text-align: right" title="Weighted average exercise price, granted">-</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>Forfeited</td> <td> </td> <td style="text-align: left"> </td><td id="xdx_98D_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresInPeriod_iN_pid_di_c20240101__20240630_zwDZ5B6YVoA4" style="text-align: right" title="Number of options, forfeited">(47,917</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td id="xdx_98F_eus-gaap--ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsForfeituresInPeriodWeightedAverageExercisePrice_pid_c20240101__20240630_zjLB8ImlsMXl" style="text-align: right" title="Weighted average exercise price, forfeited">2.24</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><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">Exercised</td><td style="padding-bottom: 1.5pt"> </td><td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td id="xdx_988_eus-gaap--StockIssuedDuringPeriodSharesStockOptionsExercised_iN_pid_di_c20240101__20240630_z1ivqJcN5cid" style="border-bottom: Black 1.5pt solid; text-align: right" title="Number of options, exercised">-</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 id="xdx_983_eus-gaap--ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsExercisesInPeriodWeightedAverageExercisePrice_pid_c20240101__20240630_zyujzbEzw7Ti" style="border-bottom: Black 1.5pt solid; text-align: right" title="Weighted average exercise price, exercised">-</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">-</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">-</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">Outstanding at June 30, 2024</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td id="xdx_981_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber_iE_pid_c20240101__20240630_zxYdF4L8yVa6" style="border-bottom: Black 2.5pt double; text-align: right" title="Number of options outstanding ending balance">2,038,965</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_98A_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice_iE_pid_c20240101__20240630_zKsZBiVHqFYk" style="border-bottom: Black 2.5pt double; text-align: right" title="Weighted average exercise price outstanding ending balance">1.18</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td style="border-bottom: Black 2.5pt double; text-align: right">4.04</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_981_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingIntrinsicValue_iE_c20240101__20240630_zKj288QJOeE7" style="border-bottom: Black 2.5pt double; text-align: right" title="Aggregate intrinsic value ending balance">-</td><td style="padding-bottom: 2.5pt; 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>Vested June 30, 2024</td><td> </td> <td style="text-align: left"> </td><td id="xdx_98C_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestOutstandingNumber_iE_pid_c20240101__20240630_zayE430HOa12" style="text-align: right" title="Number of options outstanding vested">1,033,579</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td id="xdx_987_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestOutstandingWeightedAverageExercisePrice_iE_pid_c20240101__2024063(style="text-align: right" title="Weighted average exercise price, vested">1.34</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">-</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td> </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>Exercisable at June 30, 2024</td><td> </td> <td style="text-align: left"> </td><td id="xdx_984_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestExercisableNumber_iE_pid_c20240101__20240630_zlWLn4uAPUoj" style="text-align: right" title="Number of options outstanding exercisable">1,033,579</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td id="xdx_98D_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestExercisableWeightedAverageExercisePrice_iE_pid_c20240101__20240630_ style="text-align: right" title="Weighted average exercise price, exercisable">1.34</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">-</td><td style="text-align: left"> </td></tr> </table>   At June 30, 2024, the intrinsic value of the outstanding options was $0.   The total stock compensation expense recognized relating to the vesting of stock options for the three and six months ended June 30, 2024 amounted to $206 and $429. As of June 30, 2024, the total unrecognized share-based compensation expense was $<span id="xdx_904_eus-gaap--EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedStockOptions_iI_pn3n3_c20240630_zhPMxqWjg0Ee" title="Unrecognized share-based compensation expense">1,023, which is expected to be recognized as part of operating expense through September 2027.   <p id="xdx_892_eus-gaap--ScheduleOfShareBasedPaymentAwardStockOptionsValuationAssumptionsTableTextBlock_z7VL2CT2WCQ9" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0.25in; text-align: justify; text-indent: 0.25in">The fair value of share option award is estimated using the Black-Scholes option pricing method based on the following weighted-average assumptions: SCHEDULE OF FAIR VALUE ASSUMPTIONS USING BLACK-SCHOLES METHOD   <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 95%; margin-left: 0.25in"> <tr style="vertical-align: bottom"> <td style="padding-bottom: 1.5pt"> </td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td> <td colspan="6" style="border-bottom: Black 1.5pt solid; text-align: center; font-weight: bold">Six Months Ended June 30,</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="border-bottom: Black 1.5pt solid; text-align: center; font-weight: bold">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="border-bottom: Black 1.5pt solid; text-align: center; font-weight: bold">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: 64%; text-align: left">Risk-free interest rate</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 14%; text-align: right">4.62</td><td style="width: 1%; text-align: left">%</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 14%; text-align: right"><span id="xdx_908_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRateMinimum_pid_dp_uPure_c20230101__20230630_z9JWDzl9p4E6" title="Risk-free interest rate, minimum">3.95</td><td style="width: 1%; text-align: left">%</td></tr> <tr style="vertical-align: bottom; background-color: White"> <td>Average expected term</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"><span id="xdx_908_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedTerm1_dtY_c20240101__20240630_zeUarDlOwwn7" title="Average expected

term (years)">5 years</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">5 years</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Expected volatility</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">270.57</td><td style="text-align: left">%</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">127.5</td><td style="text-align: left">%</td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Expected dividend yield</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> </table>   The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of measurement corresponding with the expected term of the share option award; the expected term represents the weighted-average period of time that share option awards granted are expected to be outstanding giving consideration to vesting schedules and historical participant exercise behavior; the expected volatility is based upon historical volatility of the Company's common stock; and the expected dividend yield is based on the fact that the Company has not paid dividends in the past and does not expect to pay dividends in the future.   <p id="xdx_897_eus-gaap--ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock_zefRnA77gFwf" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0.25in; text-align: justify; text-indent: 0.25in">A summary of option activity for the six months ended June 30, 2024 is presented below. SCHEDULE OF STOCK OPTION ACTIVITY <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 95%; margin-left: 0.25in"> <tr style="vertical-align: bottom"> <td> </td><td> </td> <td colspan="2" style="text-align: center"> </td><td> </td><td> </td> <td colspan="2" style="text-align: center"> </td><td> </td><td style="font-weight: bold"> </td> <td colspan="2" style="font-weight: bold; text-align: center">Weighted-</td><td style="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> </td> <td colspan="2" style="text-align: center"> </td><td> </td><td style="font-weight: bold"> </td> <td colspan="2" style="font-weight: bold; text-align: center">Weighted-</td><td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="2" style="font-weight: bold; text-align: center">Average</td><td style="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> </td> <td colspan="2" style="text-align: center"> </td><td> </td><td style="font-weight: bold"> </td> <td colspan="2" style="font-weight: bold; text-align: center">Average</td><td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="2" style="font-weight: bold; text-align: center">Remaining</td><td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="2" style="font-weight: bold; text-align: center">Aggregate</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td> </td> <td colspan="2" style="text-align: center"> </td><td> </td><td style="font-weight: bold"> </td> <td colspan="2" style="font-weight: bold; text-align: center">Exercise</td><td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="2" style="font-weight: bold; text-align: center">Contractual</td><td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="2" style="font-weight: bold; text-align: center">Intrinsic</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">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="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">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="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">Life (Years)</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="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">Value</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="font-weight: bold"> </td><td> </td> <td colspan="2"> </td><td> </td><td> </td> <td colspan="2"> </td><td> </td><td> </td> <td colspan="2"> </td><td> </td><td> </td> <td colspan="2"> </td><td> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 40%">Outstanding at January 1, 2024</td><td style="width: 3%"> </td> <td style="width: 1%; text-align: left"> </td><td id="xdx_986_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber_iS_pid_c20240101__20240630_zioLXxi6UREk" style="width: 10%; text-align: right" title="Number of options outstanding beginning balance">2,086,882</td><td style="width: 1%; text-align: left"> </td><td style="width: 3%"> </td> <td style="width: 1%; text-align: left">$</td><td id="xdx_98F_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice_iS_pid_c20240101__20240630_zUZ0SBGnCZL9" style="width: 10%; text-align: right" title="Weighted average exercise price outstanding beginning balance">1.20</td><td style="width: 1%; text-align: left"> </td><td style="width: 3%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 10%; text-align: right">4.60</td><td style="width: 1%; text-align: left"> </td><td style="width: 3%"> </td> <td style="width: 1%; text-align: left">$</td><td id="xdx_988_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingIntrinsicValue_iS_c20240101__20240630_z0zLtRr0ydq1" style="width: 10%; text-align: right" title="Aggregate intrinsic value beginning balance">-</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td>Granted</td><td> </td> <td style="text-align: left"> </td><td id="xdx_986_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriod_pid_c20240101__20240630_zLUEHaQNntmc" style="text-align: right" title="Number of options, granted">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td id="xdx_983_eus-gaap--ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageExercisePrice_pid_c20240101__20240630_zHqHpSycnZTe" style="text-align: right" title="Weighted average exercise price, granted">-</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>Forfeited</td><td> </td> <td style="text-align: left"> </td><td id="xdx_98D_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresInPeriod_iN_pid_di_c20240101__20240630_zwDZ5B6YVoA4" style="text-align: right" title="Number of options, forfeited">(47,917</td><td style="text-align: left">)</td><td> </td><td style="text-align: left"> </td><td id="xdx_98F_eus-gaap--ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsForfeituresInPeriodWeightedAverageExercisePrice_pid_c20240101__20240630_zjLB8ImlsMXl" style="text-align: right" title="Weighted average exercise price, forfeited">2.24</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><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">Exercised</td><td style="padding-bottom: 1.5pt"> </td><td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td id="xdx_988_eus-gaap--StockIssuedDuringPeriodSharesStockOptionsExercised_iN_pid_di_c20240101__20240630_z1ivqJcN5cid" style="border-bottom: Black 1.5pt solid; text-align: right" title="Number of options, exercised">-</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 id="xdx_983_eus-gaap--ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsExercisesInPeriodWeightedAverageExercisePrice_pid_c20240101__20240630_zyujzbEzw7Ti" style="border-bottom: Black 1.5pt solid; text-align: right" title="Weighted average exercise price, exercised">-</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">-</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">-</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">Outstanding at June 30, 2024</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td id="xdx_981_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber_iE_pid_c20240101__20240630_zxYdF4L8yVa6" style="border-bottom: Black 2.5pt double; text-align: right" title="Number of options outstanding ending balance">2,038,965</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_98A_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice_iE_pid_c20240101__20240630_zKsZBiVHqFYk" style="border-bottom: Black 2.5pt double; text-align: right" title="Weighted average exercise price outstanding ending balance">1.18</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td style="border-bottom: Black 2.5pt double; text-align: right">4.04</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td><td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_981_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingIntrinsicValue_iE_c20240101__20240630_zKj288QJOeE7" style="border-bottom: Black 2.5pt double; text-align: right" title="Aggregate intrinsic value ending balance">-</td><td style="padding-bottom: 2.5pt; 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>Vested June 30, 2024</td><td> </td> <td style="text-align: left"> </td><td id="xdx_98C_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestOutstandingNumber_iE_pid_c20240101__20240630_zayE430HOa12" style="text-align: right" title="Number of options outstanding vested">1,033,579</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td id="xdx_987_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestOutstandingWeightedAverageExercisePrice_iE_pid_c20240101__20240630 style="text-align: right" title="Weighted average exercise price, vested">1.34</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">-</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td> </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>Exercisable at June 30, 2024</td> <td> </td> <td style="text-align: left"> </td><td id="xdx_984_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestExercisableNumber_iE_pid_c20240101__20240630_zlWLn4uAPUoj" style="text-align: right" title="Number of options outstanding exercisable">1,033,579</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td> <td id="xdx_98D_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestExercisableWeightedAverageExercisePrice_iE_pid_c20240101__20240630_ style="text-align: right" title="Weighted average exercise price, exercisable">1.34</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">-</td><td style="text-align: left"> </td></tr> </table> 20868821.20P4Y7M6D479172.2420389651.18P4Y14D10335791.3410335791.342060004290001023000<p id="xdx_892_eus-gaap--ScheduleOfShareBasedPaymentAwardStockOptionsValuationAssumptionsTableTextBlock_z7VL2CT2WCQ9" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0.25in; text-align: justify; text-indent: 0.25in">The fair value of share option award is estimated using the Black-Scholes option pricing method based on the following weighted-average assumptions: SCHEDULE OF FAIR VALUE ASSUMPTIONS USING BLACK-SCHOLES METHOD   <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 95%; margin-left: 0.25in"> <tr style="vertical-align: bottom"> <td style="padding-bottom: 1.5pt"> </td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td> <td colspan="6" style="border-bottom: Black 1.5pt solid; text-align: center; font-weight: bold">Six Months Ended June 30,</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="border-bottom: Black 1.5pt solid; text-align: center; font-weight: bold">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="border-bottom: Black 1.5pt solid; text-align: center; font-weight: bold">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: 64%; text-align: left">Risk-free interest rate</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 14%; text-align: right">4.62</td><td style="width: 1%; text-align: left">%</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 14%; text-align: right"><span id="xdx_908_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRateMinimum_pid_dp_uPure_c20230101__20230630_z9JWDzl9p4E6" title="Risk-free interest rate, minimum">3.95</td><td style="width: 1%; text-align: left">%</td></tr> <tr style="vertical-align: bottom; background-color: White"> <td>Average expected term</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">5 years</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">5 years</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Expected volatility</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">270.57</td><td style="text-align: left">%</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">127.5</td><td style="text-align: left">%</td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Expected dividend yield</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> </table> 0.04620.0395P5Y0.70571.275 11. STOCK WARRANTS   <p id="xdx_89A_eus-gaap--ScheduleOfStockholdersEquityNoteWarrantsOrRightsTextBlock_zcO3YdGzZVz4" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0.25in; text-align: justify; text-indent: 0.25in">The Company has the following warrants outstanding as of June 30, 2024, all of which are exercisable: SCHEDULE OF WARRANTS OUTSTANDING <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 95%; margin-left: 0.25in"> <tr style="vertical-align: bottom"> <td style="font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">Warrants</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="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">Weighted-
 Average
 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="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">Weighted-
 Average
 Remaining
 Contractual
 Life (Years)</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="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">Aggregate
 Intrinsic
 Value</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="font-weight: bold"> </td><td> </td> <td colspan="2"> </td><td> </td> <td colspan="2"> </td><td> </td> <td colspan="2"> </td><td> </td> <td colspan="2"> </td><td> </td> <td colspan="2"> </td><td> </td> <td colspan="2"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 36%">Outstanding at January 1, 2024</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td id="xdx_98F_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsOutstandingNumber_iS_pid_c20240101__20240630_zzE41EyTdw76" style="width: 12%; text-align: right" title="Number of Shares, Warrants Outstanding Beginning">919,664</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td id="xdx_98B_ecustom--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsOutstandingWeightedAverageExercisePrice_iS_pid_c20240101__20240630_zVr style="width: 12%; text-align: right" title="Weighted-Average Exercise Price, Outstanding Beginning">33.76</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 12%; text-align: right">3.10</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td id="xdx_983_ecustom--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsOtherThanOptionsAggregateIntrinsicValueNonvested_iS_c20240101__2024063 style="width: 12%; text-align: right" title="Aggregate Intrinsic Value Outstanding Beginning">-</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td>Granted</td><td> </td> <td style="text-align: left"> </td><td id="xdx_985_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsGranted_pid_c20240101__20240630_zQdvgBQ0WwLa" style="text-align: right" title="Number of Shares, Warrants Granted">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td id="xdx_983_ecustom--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsGrantsInPeriodWeightedAverageExercisePrice_pid_c20240101__20240630_zYf style="text-align: right" title="Weighted-Average Exercise Price, Granted">-</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>Forfeited</td><td> </td> <td style="text-align: left"> </td><td id="xdx_98F_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsForfeitures_iN_pid_di_c20240101__20240630_z7M01ggorA0i" style="text-align: right" title="Number of Shares, Warrants Forfeited">(179,296)</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td id="xdx_983_ecustom--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsForfeitedInPeriodWeightedAverageExercisePrice_pid_c20240101__20240630_z style="text-align: right" title="Weighted-Average Exercise Price, Forfeited">138.20</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">Exercised</td><td style="padding-bottom: 1.5pt"> </td><td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td id="xdx_98F_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsExercised_iN_pid_di_c20240101__20240630_zUL3e3jD00Vg" style="border-bottom: Black 1.5pt solid; text-align: right" title="Number of Shares, Warrants Exercised">-</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 id="xdx_98C_ecustom--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsExercisesInPeriodWeightedAverageExercisePrice_pid_c20240101__20240630_z style="border-bottom: Black 1.5pt solid; text-align: right" title="Weighted-Average Exercise Price, Exercised">-</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">-</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">-</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: 2.5pt">Outstanding at June 30, 2024, all vested</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td id="xdx_98D_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsOutstandingNumber_iE_pid_c20240101__20240630_zICo4V0rZHR7" style="border-bottom: Black 2.5pt double; text-align: right" title="Number of Shares, Warrants Outstanding Ending">740,368</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_988_ecustom--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsOutstandingWeightedAverageExercisePrice_iE_pid_c20240101__20240630_zO style="border-bottom: Black 2.5pt double; text-align: right" title="Weighted-Average Exercise Price, Outstanding Ending">8.47</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td style="border-bottom: Black 2.5pt

double; text-align: right">3.29</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_98E_ecustom--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsOtherThanOptionsAggregateIntrinsicValueNonvested_iE_c20240101__20240630 style="border-bottom: Black 2.5pt double; text-align: right" title="Aggregate Intrinsic Value Outstanding Beginning">-</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>   At June 30, 2024 the intrinsic value of the outstanding warrants was $0.   On January 24, 2023, the Company entered into an underwriting agreement with Aegis relating to the January 2023 offering, issuance and sale of 901,275 shares of the Company's common stock at a public offering price of $8.00 per share. As a result of this transaction, certain warrants which previously had an exercise price of $13.60 per share, had the exercise price reduced to $8.00 per share, which resulted in the Company recognizing a deemed dividend of $164.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0.25in; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0.25in; text-align: justify; text-indent: 0.25in">At the close of business on April 5, 2024, the Company's unexercised publicly traded warrants under the symbol VERBW expired pursuant to their original terms and as such Nasdaq suspended trading the 175,823 remaining warrants and the trading symbol VERBW was delisted from Nasdaq.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0.25in; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0"> </p> <p id="xdx_89A_eus-gaap--ScheduleOfStockholdersEquityNoteWarrantsOrRightsTextBlock_zcO3YdGzZVz4" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0.25in; text-align: justify; text-indent: 0.25in">The Company has the following warrants outstanding as of June 30, 2024, all of which are exercisable:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0.25in; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; display: none; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0.25in; text-align: justify; text-indent: 0.25in">SCHEDULE OF WARRANTS OUTSTANDING</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 95%; margin-left: 0.25in"> <tr style="vertical-align: bottom"> <td style="font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">Warrants</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="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">Weighted-
 Average
 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="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">Weighted-
 Average
 Remaining
 Contractual
 Life (Years)</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="border-bottom: Black 1.5pt solid; font-weight: bold; text-align: center">Aggregate
 Intrinsic
 Value</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="font-weight: bold"> </td><td> </td> <td colspan="2"> </td><td> </td><td> </td> <td colspan="2"> </td><td> </td><td> </td> <td colspan="2"> </td><td> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 36%">Outstanding at January 1, 2024</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td id="xdx_98F_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsOutstandingNumber_iS_pid_c20240101__20240630_zzE41EyTdw76" style="width: 12%; text-align: right" title="Number of Shares, Warrants Outstanding Beginning">919,664</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td id="xdx_98B_ecustom--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsOutstandingWeightedAverageExercisePrice_iS_pid_c20240101__20240630_zVr style="width: 12%; text-align: right" title="Weighted-Average Exercise Price, Outstanding Beginning">33.76</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 12%; text-align: right">3.10</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td id="xdx_983_ecustom--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsOtherThanOptionsAggregateIntrinsicValueNonvested_iS_c20240101__20240630 style="width: 12%; text-align: right" title="Aggregate Intrinsic Value Outstanding Beginning">-</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td>Granted</td><td> </td> <td style="text-align: left"> </td><td id="xdx_985_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsGranted_pid_c20240101__20240630_zQdvgBQ0WwLa" style="text-align: right" title="Number of Shares, Warrants Granted">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td id="xdx_983_ecustom--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsGrantsInPeriodWeightedAverageExercisePrice_pid_c20240101__20240630_zYf style="text-align: right" title="Weighted-Average Exercise Price, Granted">-</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>Forfeited</td><td> </td> <td style="text-align: left"> </td><td id="xdx_98E_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsForfeitures_iN_pid_di_c20240101__20240630_z7M01gqorA0i" style="text-align: right" title="Number of Shares, Warrants Forfeited">(179,296</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td id="xdx_983_ecustom--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsForfeitedInPeriodWeightedAverageExercisePrice_pid_c20240101__20240630_z style="text-align: right" title="Weighted-Average Exercise Price, Forfeited">138.20</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">Exercised</td><td style="padding-bottom: 1.5pt"> </td><td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td id="xdx_98F_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsExercised_iN_pid_di_c20240101__20240630_zUL3e3jD00Vg" style="border-bottom: Black 1.5pt solid; text-align: right" title="Number of Shares, Warrants Exercised">-</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 id="xdx_98C_ecustom--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsExercisesInPeriodWeightedAverageExercisePrice_pid_c20240101__20240630_z style="border-bottom: Black 1.5pt solid; text-align: right" title="Weighted-Average Exercise Price, Exercised">-</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">-</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">-</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: 2.5pt">Outstanding at June 30, 2024, all vested</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td id="xdx_98D_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsOutstandingNumber_iE_pid_c20240101__20240630_zICo4V0rZHR7" style="border-bottom: Black 2.5pt double; text-align: right" title="Number of Shares, Warrants Outstanding Ending">740,368</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_988_ecustom--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsOutstandingWeightedAverageExercisePrice_iE_pid_c20240101__20240630_zOC style="border-bottom: Black 2.5pt double; text-align: right" title="Weighted-Average Exercise Price, Outstanding Ending">8.47</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td style="border-bottom: Black 2.5pt double; text-align: right"><span id="xdx_90C_ecustom--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsOutstandingWeightedAverageRemainingContractualTermsBeginning_c title="Weighted Average Remaining Contractual Life (Years), Outstanding, Beginning">3.29</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_98E_ecustom--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsOtherThanOptionsAggregateIntrinsicValueNonvested_iE_c20240101__20240630 style="border-bottom: Black 2.5pt double; text-align: right" title="Aggregate Intrinsic Value Outstanding Beginning">-</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>

91966433.76P3Y1M6D179296138.207403688.47P3Y3M14D9012758.0013.608.00164000175823<p id="xdx_80A_eus-gaap--CommitmentsAndContingenciesDisclosureTextBlock_zYN5DQKN7KKi" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">12. COMMITMENTS AND CONTINGENCIES   Litigation   The Company is currently in a dispute with a former employee of its predecessor bBooth, Inc. who has interposed a breach of contract claim in which he alleges that in 2015 he was entitled

to approximately $300 in unpaid bonus compensation. This former employee filed his complaint in the Superior Court of California for the County of Los Angeles on November 20, 2019, styled Meyerson v. Verb Technology Company, Inc., et al. (Case No. 19STCV41816). The Company disputed the former employee's claims and interposed several affirmative defenses, including that the claims are contradicted by documentary evidence, barred by the applicable statute of limitations, and barred by a written, executed release. On February 9, 2021, the former employee's counsel filed a motion for summary judgment, or in the alternative, summary adjudication against the Company. On October 13, 2021, the California court issued an order (i) denying the former employee's motion for summary judgment on his claims against the Company, but (ii) granting the former employee's motion to dismiss the Company's affirmative defenses, which ruling the Company contends was in error. Under the rules, the Company is precluded from appealing the dismissal of its affirmative defenses until after a trial. On August 29, 2023, after a bench trial at which the Company was precluded from introducing evidence of its affirmative defenses, the court found in favor of Plaintiff Meyerson; and judgment was entered in Meyerson's favor in the amount of $584 which included interest. Meyerson's counsel thereafter submitted an untimely request for attorney's fees and costs which the Company has opposed. As of this date, that motion has yet to be decided. After the trial, the Company filed a timely appeal from the judgment (Meyerson v. Verb Technology Company, Inc. (2023 2nd Appellate District) Case No.: B334777, seeking among other things, that the trial court's finding be vacated and that the Company's affirmative defenses be reinstated. As of this date, the appeal has yet to be heard. The Company has accrued the liability at June 30, 2024 and believes the accrual is adequate pending the outcome of the appeal process.   The Company knows of no material proceedings in which any of its directors, officers, or affiliates, or any registered or beneficial stockholder is a party adverse to the Company or any of its subsidiaries or has a material interest adverse to the Company or any of its subsidiaries.   The Company believes it has adequately reserved for all litigation within its financial statements.   Board of Directors   The Company has committed an aggregate of $598 in board fees to its three independent board members over the term of their appointment for services to be rendered. This amount includes a one-time performance-based bonus payment to a board member that is non-recurring. The Company's CEO does not receive compensation for serving on the Board of Directors.   Board fees are accrued and paid monthly. The members will serve on the board until the annual meeting for the year in which their term expires or until their successors have been elected and qualified.   Total board fees expensed during the six months ended June 30, 2024 was $403.   3000005840005980004030000 13. SUBSEQUENT EVENTS   The Company has evaluated subsequent events through August 14, 2024, the date these financial statements are available to be issued. The Company believes there were no material events or transactions discovered during this evaluation that requires recognition or disclosure in the financial statements other than the items discussed below.   Series C Preferred Shares Redeemed in Exchange for Common Shares   On December 29, 2023, the Company issued <span id="xdx_900_eus-gaap--StockRepurchasedDuringPeriodShares_pid_c20231229__20231229__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember__us-gaap--StatementClassOfStockAxis__us-gaap--SeriesCPreferredStockMember_zN87r14RYiS5" title="Shares purchased">3,000 Series C Preferred Shares to an institutional investor pursuant to a securities purchase agreement and certificate of designation previously filed. The Series C Preferred Shares carried a <span id="xdx_908_eus-gaap--PreferredStockDividendRatePercentage_pid_dp_uPure_c20231229__20231229__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember__us-gaap--StatementClassOfStockAxis__us-gaap--SeriesCPreferredStockMember_zW0z6UNUI05h" title="Annual dividend percentage">10% annual dividend.   Subsequent to June 30, 2024, the Company redeemed <span id="xdx_902_eus-gaap--StockRedeemedOrCalledDuringPeriodShares_pid_c20240630__20240630__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember__us-gaap--StatementClassOfStockAxis__us-gaap--SeriesCPreferredStockMember_zj7ISJ2KsDd4">1,300 Series C Preferred Shares in exchange for <span id="xdx_902_eus-gaap--StockIssuedDuringPeriodSharesNewIssues_pid_c20240630__20240630__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember__us-gaap--StatementClassOfStockAxis__us-gaap--SeriesCPreferredStockMember_zxAJQpyj0INk">17,391,534 common shares in order to reduce the amount of dividend to be accrued. The transaction was done at the Nasdaq at-the-market price. No broker was involved in the transaction and no fees or commissions were paid or incurred by the Company.   Nasdaq Delisting Notice   On August 6, 2024, the Company received notice from the Staff indicating that the bid price for the Company's common stock had closed below $<span id="xdx_904_eus-gaap--SharePrice_iI_pid_c20240806__us-gaap--StatementEquityComponentsAxis__us-gaap--CommonStockMember__us-gaap--SubsequentEventTypeAxis__us-gaap--SubsequentEventMember_zCzte2jb1UPi" title="Bid price">0.10 per share for the 10-consecutive trading day period ended August 5, 2024 and, accordingly, the Company is subject to the provisions contemplated under Nasdaq Listing Rule 5810(c)(3)(A)(iii) (the "Low Priced Stock Rule") and its securities are subject to delisting from Nasdaq unless the Company timely requests a hearing before the Nasdaq Hearings Panel (the "Panel").   On August 12, 2024, the Company timely requested a hearing before the Panel, which such request automatically stays any further action by Nasdaq at least until the hearing is held and the expiration of any extension period that may be granted by the Panel. The Company's common stock will continue to trade on Nasdaq under the symbol "VERB" pending completion of the hearing process. There can be no assurance that the Panel will grant the Company's request for continued listing or that the Company will be able meet the continued listing requirements during any compliance period that may be granted by the Panel.   On August 2, 2024, the Company filed a preliminary proxy statement on Schedule 14A in connection with the Company's annual meeting of stockholders scheduled for September 26, 2024. On August 6, 2024, the Company filed an amended proxy statement on Schedule PRER14A. In the event the Company does not regain compliance with the Bid Price Rule on or before September 26, 2024, then at the annual meeting, the Company intends to seek the approval of its stockholders to implement a reverse stock split in the range within a range of one-for-five (1-for-5) to a maximum of a one-for-two hundred (1-for-200). Upon receipt of the requisite approval of its stockholders, the Company intends to expeditiously implement the reverse stock split to regain compliance with Nasdaq's bid price requirement. 30000.1013001739153400.10reverse stock split in the range within a range of one-for-five (1-for-5) to a maximum of a one-for-two hundred (1-for-200)falsefalsefalsefalse On May 15, 2020, the Company executed an unsecured loan with the SBA under the Economic Injury Disaster Loan program in the amount of $. Installment payments, including principal and interest, began on October 26, 2022. As of June 30, 2024 and December 31, 2023, the outstanding principal and accrued interest balance due under the note was $ and $, respectively.150128137 On November 7, 2022, the Company entered into a note purchase agreement (the "November Note Purchase Agreement") and promissory note with an institutional investor (the "November Note Holder") providing for the sale and issuance of an unsecured, non-convertible promissory note in the original principal amount of $, which has an original issue discount of $, resulting in gross proceeds to the Company of approximately $ (the "November Note," and such financing, the "November Note Offering"). . Until all obligations under the November Note have been paid in full, the Company is not permitted to grant a security interest in any of its assets, or to issue securities convertible into shares of common stock, subject in each case to certain exceptions. verbMarketplace, LLC entered into a guaranty, dated November 7, 2022, in connection with the November Note Offering, pursuant to which it guaranteed the obligations of the Company under the November Note in exchange for receiving a portion of the loan proceeds.5,4704705,000The November Note matures eighteen months following the date of issuance. Commencing six months from the date of issuance, the Company is required to make monthly cash redemption payments in an amount not to exceed $600. The November Note may be repaid in whole or in part prior to the maturity date for a 10% premium. The November Note requires the Company to use up to 20% of the gross proceeds raised from future equity or debt financings, or the sale of any subsidiary or material asset, to prepay the November Note, subject to a $2,000 cap on the aggregate prepayment amount On October 11, 2023, the Company entered into a note purchase agreement with Streeterville pursuant to which Streeterville purchased the Note in the aggregate principal amount of $. The Note bears interest at % per annum compounded daily. The maturity date of the Note is 18 months from the date of its issuance.1,0059.0