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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Â FORM 10-Q (Mark One) Â â˜’ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 Â For the quarterly period ended September 30, 2024 Â OR Â â˜ TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT OF 1934 Â From the transition period from Â Â Â Â Â Â Â Â Â Â to Â Â Â Â Â Â Â Â Â Â Â Commission File Number 001-38819 Â SUPER LEAGUE ENTERPRISE, INC. (Exact name of small business issuer as specified in its charter) Â Delaware Â 47-1990734 (State or other jurisdiction of incorporation or organization) Â (IRS Employer Identification No.) Â 2856 Colorado Ave., Santa Monica, California 90404 (Address of principal executive offices) Â Company: (213) 421-1920; Investor Relations: 203-741-8811 (Issuerâ€™s telephone number) Â Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes â˜’ No â˜ Â Indicate by check mark whether the registrant has submitted electronically on its corporate web site, if any, every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Sec.232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes â˜’ No â˜ Â Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. 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 Â Large accelerated filer â˜ Accelerated filer â˜ Â Non-accelerated filer â˜’ Smaller reporting company â˜’ Â Â Emerging growth company â˜’ Â If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. â˜ Â Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes â˜ No â˜’ Â Securities registered pursuant to Section 12(b) of the Act: Â Â Title of each class Â Trading Symbol(s) Â Name of each exchange on which registered Â Â Common Stock, par value $0.001 per share Â SLE Â NASDAQ Capital Market Â Â As of November 11, 2024, there were 12,952,601 shares of the registrantâ€™s common stock, $0.001 par value, issued and outstanding. Â Â Â Table of Contents Â Â TABLE OF CONTENTS Â Â Page Â Â PART I. FINANCIAL INFORMATION Â Â Â Â Item 1. Condensed Consolidated Financial Statements 1 Â Â Â Item 2. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations 35 Â Â Â Item 3. Quantitative and Qualitative Disclosures About Market Risk 54 Â Â Â Item 4. Controls and Procedures 54 Â Â PART II. OTHER INFORMATION Â Â Â Â Item 1. Legal Proceedings 55 Â Â Â Item 1A. Risk Factors 55 Â Â Â Item 2. Unregistered Sales of Equity Securities and Use of Proceeds 55 Â Â Â Item 3. Defaults Upon Senior Securities 55 Â Â Â Item 4. Mine Safety Disclosures 55 Â Â Â Item 5. Other Information 55 Â Â Â Item 6. Exhibits 55 Â Â Table of Contents Â Â PART I Â FINANCIAL INFORMATION Â ITEMÂ 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS Â Â SUPER LEAGUE ENTERPRISE, INC. CONDENSED CONSOLIDATED BALANCE SHEETS (Rounded to the nearest thousands, except share and per share data) Â Â Â Â September 30, Â Â December 31, Â Â Â 2024 Â Â 2023 Â Â Â (Unaudited) Â Â Â Â Â ASSETS Â Â Â Â Â Â Â Â Current Assets Â Â Â Â Â Â Â Â Cash and cash equivalents Â $ 289,000 Â Â $ 7,609,000 Â Accounts receivable Â Â 4,515,000 Â Â Â 8,287,000 Â Prepaid expense and other current assets Â Â 782,000 Â Â Â 862,000 Â Total current assets Â Â 5,586,000 Â Â Â 16,758,000 Â Property and equipment, net Â Â 37,000 Â Â Â 70,000 Â Intangible assets, net Â Â 4,698,000 Â Â Â 6,636,000 Â Goodwill Â Â 1,864,000 Â Â Â 1,864,000 Â Other receivable â€“ noncurrent Â Â 395,000 Â Â Â - Â Total assets Â $ 12,580,000 Â Â $ 25,328,000 Â Â Â Â Â Â Â Â Â LIABILITIES AND STOCKHOLDERSâ€™ EQUITY Â Â Â Â Â Â Â Â Current Liabilities Â Â Â Â Â Â Â Â Accounts payable and accrued expenses Â $ 5,927,000 Â Â $ 10,420,000 Â Accrued contingent consideration Â Â 268,000 Â Â Â 1,812,000 Â Promissory note - contingent consideration Â Â 1,765,000 Â Â Â - Â Contract liabilities Â Â 154,000 Â Â Â 339,000 Â Secured loan â€“ SLR Facility Â Â - Â Â Â 800,000 Â Total current liabilities Â Â 8,114,000 Â Â Â 13,371,000 Â Accrued contingent consideration â€“ noncurrent Â Â - Â Â Â 396,000 Â Warrant liability Â Â 947,000 Â Â Â 1,571,000 Â Total liabilities Â Â 9,061,000 Â Â Â 15,338,000 Â Â Â Â Â Â Â Â Â Commitments and Contingencies Â Â Â Â Â Â Â Â Â Â Â Â Â Â Stockholdersâ€™ Equity Â Â Â Â Â Â Â Â Preferred stock, par value $0.001 per share; 10,000,000 shares authorized; 20,592 and 23,656 shares issued and outstanding as of September 30, 2024 and December 31, 2023, respectively. Â Â - Â Â Â - Â Common stock, par value $0.001 per share; 400,000,000 shares authorized; 11,714,087 and 4,774,116 shares issued and outstanding as of September 30, 2024 and December 31, 2023, respectively. Â Â 89,000 Â Â Â 81,000 Â Additional paid-in capital Â Â 267,081,000 Â Â Â 258,923,000 Â Accumulated deficit Â Â (263,651,000) Â Â (249,014,000) Total stockholdersâ€™ equity Â Â 3,519,000 Â Â Â 9,990,000 Â Total liabilities and stockholdersâ€™ equity Â $ 12,580,000 Â Â $ 25,328,000 Â Â See accompanying notes to condensed consolidated financial statementsÂ Â -1- Table of Contents Â SUPER LEAGUE ENTERPRISE, INC. CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Rounded to the nearest thousands, except share and per share data) (Unaudited) Â Â Â Â Three Months Â Â Nine Months Â Â Â Ended September 30, Â Â Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â REVENUE Â $ 4,431,000 Â Â $ 7,195,000 Â Â $ 12,756,000 Â Â $ 15,569,000 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â COST OF REVENUE Â Â 2,706,000 Â Â Â 4,655,000 Â Â Â 7,653,000 Â Â Â 9,512,000 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â GROSS PROFIT Â Â 1,725,000 Â Â Â 2,540,000 Â Â Â 5,103,000 Â Â Â 6,057,000 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â OPERATING EXPENSE Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Selling, marketing and advertising Â Â 2,397,000 Â Â Â 3,161,000 Â Â Â 7,306,000 Â Â Â 8,767,000 Â Engineering, technology and development Â Â 914,000 Â Â Â 2,066,000 Â Â Â 3,405,000 Â Â Â 7,268,000 Â General and administrative Â Â 1,935,000 Â Â Â 2,271,000 Â Â Â 6,558,000 Â Â Â 7,094,000 Â Contingent consideration Â Â (68,000) Â Â (462,000) Â Â (15,000) Â Â 546,000 Â Loss on intangible asset disposal Â Â - Â Â Â - Â Â Â - Â Â Â 2,284,000 Â Total operating expense Â Â 5,178,000 Â Â Â 7,036,000 Â Â Â 17,254,000 Â Â Â 25,959,000 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â NET OPERATING LOSS Â Â (3,453,000) Â Â (4,496,000) Â Â (12,151,000) Â Â (19,902,000) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â OTHER INCOME (EXPENSE) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Gain on sale of intangible assets Â Â - Â Â Â - Â Â Â 144,000 Â Â Â - Â Change in fair value of warrant liability Â Â 198,000 Â Â Â 1,512,000 Â Â Â 1,104,000 Â Â Â 2,552,000 Â Loss on extinguishment of liability Â Â (336,000) Â Â - Â Â Â (336,000) Â Â - Â Interest expense Â Â (45,000) Â Â - Â Â Â (78,000) Â Â (43,000) Other Â Â 4,000 Â Â Â - Â Â Â (30,000) Â Â 24,000 Â Total other income (expense) Â Â (179,000) Â Â 1,512,000 Â Â Â 804,000 Â Â Â 2,533,000 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Loss before benefit from income taxes Â Â (3,632,000) Â Â (2,984,000) Â Â (11,347,000) Â Â (17,369,000) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Benefit from income taxes Â Â - Â Â Â - Â Â Â - Â Â Â 313,000 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â NET LOSS Â $ (3,632,000) Â $ (2,984,000) Â $ (11,347,000) Â $ (17,056,000) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Net loss attributable to common stockholders - basic and diluted Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Basic and diluted net loss per common share Â $ (0.54) Â $ (3.19) Â $ (2.00) Â $ (10.25) Weighted-average number of common shares outstanding, basic and diluted Â Â 9,920,278 Â Â Â 2,957,271 Â Â Â 7,309,509 Â Â Â 2,293,191 Â Â See accompanying notes to condensed consolidated financial statements Â -2- Table of Contents Â SUPER LEAGUE ENTERPRISE, INC. CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERSâ€™ EQUITY (Rounded to the nearest thousands, except share and per share data) (Unaudited) Â Â Â Â Three Months Â Â Nine Months Â Â Â Ended September 30, Â Â Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Preferred stock (Shares): Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Balance, beginning of period Â Â 22,858 Â Â Â 19,892 Â Â Â 23,656 Â Â Â 10,323 Â Issuance of Series A-5 preferred stock at $1,000 per share Â Â - Â Â Â - Â Â Â - Â Â Â 2,299 Â Issuance of Series AA preferred stock at $1,000 per share Â Â - Â Â Â - Â Â Â - Â Â Â 7,680 Â Issuance of Series AA-2 preferred stock at $1,000 per share Â Â - Â Â Â - Â Â Â - Â Â Â 1,500 Â Issuance of Series AA-3 preferred stock at $1,000 per share Â Â - Â Â Â - Â Â Â - Â Â Â 1,025 Â Issuance of Series AA-4 preferred stock at $1,000 per share Â Â - Â Â Â - Â Â Â - Â Â Â 1,026 Â Issuance of Series AA-5 preferred stock at $1,000 per share Â Â - Â Â Â - Â Â Â - Â Â Â 550 Â Issuance of Series AAA Junior preferred stock at $1,000 per share Â Â - Â Â Â - Â Â Â 1,210 Â Â Â - Â Issuance of Series AAA-2 Junior preferred stock at $1,000 per share Â Â 551 Â Â Â - Â Â Â 551 Â Â Â - Â Issuance of Series AAA-3 Junior preferred stock at $1,000 per share Â Â 697 Â Â Â - Â Â Â 697 Â Â Â - Â Issuance of Series AAA-4 Junior preferred stock at $1,000 per share Â Â 399 Â Â Â - Â Â Â 399 Â Â Â - Â Conversion of Series A preferred stock to common stock Â Â (96) Â Â (1,218) Â Â (571) Â Â (5,729) Conversion of Series AA preferred stock to common stock Â Â (1,573) Â Â (2,797) Â Â (1,936) Â Â (2,797) Conversion of Series AAA preferred stock to common stock Â Â (2,244) Â Â - Â Â Â (3,414) Â Â - Â Balance, end of period Â Â 20,592 Â Â Â 15,877 Â Â Â 20,592 Â Â Â 15,877 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Preferred stock (Amount, at Par Value): Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Balance, beginning of period Â $ - Â Â $ - Â Â $ - Â Â $ - Â Issuance of Series A-5 preferred stock, $0.001 par value, at $1,000 per share Â Â - Â Â Â - Â Â Â - Â Â Â - Â Issuance of Series AA preferred stock, $0.001 par value, at $1,000 per share Â Â - Â Â Â - Â Â Â - Â Â Â - Â Issuance of Series AA-2 preferred stock, $0.001 par value, at $1,000 per share Â Â - Â Â Â - Â Â Â - Â Â Â - Â Issuance of Series AA-3 preferred stock, $0.001 par value, at $1,000 per share Â Â - Â Â Â - Â Â Â - Â Â Â - Â Issuance of Series AA-4 preferred stock, $0.001 par value, at $1,000 per share Â Â - Â Â Â - Â Â Â - Â Â Â - Â Issuance of Series AA-5 preferred stock, $0.001 par value, at $1,000 per share Â Â - Â Â Â - Â Â Â - Â Â Â - Â Issuance of Series AAA Junior preferred stock at $1,000 per share Â Â - Â Â Â - Â Â Â - Â Â Â - Â Issuance of Series AAA-2 Junior preferred stock at $1,000 per share Â Â - Â Â Â - Â Â Â - Â Â Â - Â Issuance of Series AAA-3 Junior preferred stock at $1,000 per share Â Â - Â Â Â - Â Â Â - Â Â Â - Â Issuance of Series AAA-4 Junior preferred stock at $1,000 per share Â Â - Â Â Â - Â Â Â - Â Â Â - Â Conversion of Series A preferred stock to common stock Â Â - Â Â Â - Â Â Â - Â Â Â - Â Conversion of Series AA preferred stock to common stock Â Â - Â Â Â - Â Â Â - Â Â Â - Â Conversion of Series AAA preferred stock to common stock Â Â - Â Â Â - Â Â Â - Â Â Â - Â Balance, end of period Â $ - Â Â $ - Â Â $ - Â Â $ - Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Common stock (Shares): Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Balance, beginning of period Â Â 7,242,978 Â Â Â 2,416,741 Â Â Â 4,774,116 Â Â Â 1,880,299 Â Issuance of common stock at $2.60 per share, net of issuance costs Â Â - Â Â Â 811,269 Â Â Â - Â Â Â 811,269 Â Exercise of prefunded common stock warrants at $2.60 per share, net of issuance costs Â Â - Â Â Â 67,500 Â Â Â - Â Â Â 67,500 Â Common stock issued for Melon Acquisition Â Â - Â Â Â - Â Â Â 72,118 Â Â Â 77,833 Â Common stock issued for Bannerfy Acquisition Â Â - Â Â Â 8,984 Â Â Â - Â Â Â 8,984 Â Common stock issued for Super Biz Acquisition Â Â - Â Â Â - Â Â Â 30,662 Â Â Â 49,398 Â Preferred stock dividends paid â€“ common stock Â Â 1,925,613 Â Â Â - Â Â Â 2,552,593 Â Â Â - Â Conversion of Series A preferred stock Â Â 12,628 Â Â Â 99,463 Â Â Â 58,215 Â Â Â 499,216 Â Conversion of Series AA preferred stock Â Â 803,482 Â Â Â 766,128 Â Â Â 995,958 Â Â Â 766,128 Â Conversion of Series AAA preferred stock Â Â 1,312,743 Â Â Â - Â Â Â 2,010,674 Â Â Â - Â Stock-based compensation Â Â 416,643 Â Â Â - Â Â Â 444,751 Â Â Â 9,458 Â Issuance of common stock in settlement of legal matter Â Â - Â Â Â - Â Â Â 775,000 Â Â Â - Â Balance, end of period Â Â 11,714,087 Â Â Â 4,170,085 Â Â Â 11,714,087 Â Â Â 4,170,085 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Common stock (Amount): Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Balance, beginning of period Â $ 85,000 Â Â $ 57,000 Â Â $ 81,000 Â Â $ 47,000 Â Issuance of common stock at $2.60 per share, net of issuance costs Â Â - Â Â Â 16,000 Â Â Â - Â Â Â 16,000 Â Exercise of prefunded common stock warrants at $2.60 per share, net of issuance costs Â Â - Â Â Â 1,000 Â Â Â - Â Â Â 1,000 Â Conversion of Series A, AA and AAA preferred stock Â Â 2,000 Â Â Â 7,000 Â Â Â 4,000 Â Â Â 15,000 Â Preferred stock dividends paid â€“ common stock Â Â 2,000 Â Â Â - Â Â Â 3,000 Â Â Â - Â Common stock issued for Melon Acquisition Â Â - Â Â Â - Â Â Â - Â Â Â 1,000 Â Common stock issued for Super Biz Acquisition Â Â - Â Â Â - Â Â Â - Â Â Â 1,000 Â Issuance of common stock in settlement of legal matter Â Â - Â Â Â - Â Â Â 1,000 Â Â Â - Â Balance, end of period Â $ 89,000 Â Â $ 81,000 Â Â $ 89,000 Â Â $ 81,000 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Additional paid-in-capital: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Balance, beginning of

period Â $ 263,296,000 Â Â $ 241,833,000 Â Â $ 258,923,000 Â Â $ 229,900,000 Â Issuance of Series A-5 preferred stock at $1,000 per share, net of issuance costs Â Â - Â Â Â - Â Â Â - Â Â Â 1,919,000 Â Issuance of Series AA preferred stock at $1,000 per share, net of issuance costs Â Â - Â Â Â - Â Â Â - Â Â Â 5,330,000 Â Issuance of Series AA-2 preferred stock at $1,000 per share, net of issuance costs Â Â - Â Â Â - Â Â Â - Â Â Â 1,278,000 Â Issuance of Series AA-3 preferred stock at $1,000 per share, net of issuance costs Â Â - Â Â Â - Â Â Â - Â Â Â 690,000 Â Issuance of Series AA-4 preferred stock at $1,000 per share, net of issuance costs Â Â - Â Â Â - Â Â Â - Â Â Â 681,000 Â Issuance of Series AA-5 preferred stock at $1,000 per share, net of issuance costs Â Â - Â Â Â - Â Â Â - Â Â Â 379,000 Â Series AA Preferred additional investment rights Â Â - Â Â Â - Â Â Â - Â Â Â 1,794,000 Â Issuance of common stock at $2.60 per share, net of issuance costs Â Â - Â Â Â 1,710,000 Â Â Â - Â Â Â 1,710,000 Â Exercise of prefunded common stock warrants at $2.60 per share, net of issuance costs Â Â - Â Â Â 158,000 Â Â Â - Â Â Â 158,000 Â Issuance of Series AAA Junior preferred stock at $1,000 per share, net of cash and noncash issuance costs Â Â - Â Â Â - Â Â Â 751,000 Â Â Â - Â Issuance of Series AAA-2 Junior preferred stock at $1,000 per share, net of cash and noncash issuance costs Â Â 453,000 Â Â Â - Â Â Â 453,000 Â Â Â - Â Issuance of Series AAA-3 Junior preferred stock at $1,000 per share, net of issuance costs Â Â 529,000 Â Â Â - Â Â Â 529,000 Â Â Â - Â Issuance of Series AAA-4 Junior preferred stock at $1,000 per share, net of issuance costs, net of receivable from investor Â Â 102,000 Â Â Â - Â Â Â 102,000 Â Â Â - Â Common stock purchase warrants issued â€“ Series AAA-3 and Series AAA-4 Junior preferred stock Â Â (134,000) Â Â - Â Â Â (134,000) Â Â - Â Series AAA Junior preferred stock noncash issuance costs â€“ incremental fair value in connection with modifications to certain existing AIRs Â Â - Â Â Â - Â Â Â 294,000 Â Â Â - Â Preferred stock dividends paid â€“ common stock Â Â 2,421,000 Â Â Â - Â Â Â 3,287,000 Â Â Â - Â Deemed dividend on Series AA Preferred Stock Â Â - Â Â Â 6,446,000 Â Â Â - Â Â Â 6,446,000 Â Preferred stock conversions Â Â (2,000) Â Â - Â Â Â (2,000) Â Â - Â Common stock purchase warrants issued to placement agent Â Â (346,000) Â Â - Â Â Â (346,000) Â Â (2,804,000) Common stock issued for Melon Acquisition Â Â - Â Â Â - Â Â Â 90,000 Â Â Â 721,000 Â Common stock issued for Super Biz Acquisition Â Â - Â Â Â - Â Â Â 38,000 Â Â Â 547,000 Â Common stock issued for Bannerfy Acquisition Â Â - Â Â Â 70,000 Â Â Â - Â Â Â 70,000 Â Stock-based compensation Â Â 356,000 Â Â Â 580,000 Â Â Â 986,000 Â Â Â 1,986,000 Â Issuance of common stock and incremental fair value in connection with modifications to certain existing AIRs in settlement of legal matters Â Â 70,000 Â Â Â - Â Â Â 1,553,000 Â Â Â - Â Other Â Â 336,000 Â Â Â (18,000) Â Â 557,000 Â Â Â (26,000) Balance, end of period Â $ 267,081,000 Â Â $ 250,779,000 Â Â $ 267,081,000 Â Â $ 250,779,000 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Accumulated Deficit: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Balance, beginning of period Â $ (258,325,000) Â $ (224,815,000) Â $ (249,014,000) Â $ (210,743,000) Preferred stock dividendsÂ â€“ common stock (Note 2) Â Â (1,694,000) Â Â (6,446,000) Â Â (3,290,000) Â Â (6,446,000) Net Loss Â Â (3,632,000) Â Â (2,984,000) Â Â (11,347,000) Â Â (17,056,000) Balance, end of period Â $ (263,651,000) Â $ (234,245,000) Â $ (263,651,000) Â $ (234,245,000) Total stockholdersâ€™ equity Â $ 3,519,000 Â Â $ 16,615,000 Â Â $ 3,519,000 Â Â $ 16,615,000 Â Â See accompanying notes to condensed consolidated financial statements Â -3- Table of Contents Â SUPER LEAGUE ENTERPRISE, INC. CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Rounded to the nearest thousands) (Unaudited) Â Â Â Â Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â CASH FLOWS FROM OPERATING ACTIVITIES Â Â Â Â Â Â Â Â Net loss Â $ (11,347,000) Â $ (17,056,000) Adjustments to reconcile net loss to net cash used in operating activities: Â Â Â Â Â Â Â Â Depreciation and amortization Â Â 1,953,000 Â Â Â 3,929,000 Â Stock-based compensation Â Â 986,000 Â Â Â 2,175,000 Â Change in fair value of warrant liability Â Â (1,104,000) Â Â (2,552,000) Change in fair value of contingent consideration Â Â (158,000) Â Â (527,000) Amortization of convertible notes discount Â Â - Â Â Â 40,000 Â Gain on sale of intangible assets Â Â (144,000) Â Â - Â Loss on intangible asset disposal Â Â - Â Â Â 2,284,000 Â Fair value of noncash legal settlement and other noncash charges Â Â 794,000 Â Â Â - Â Loss on extinguishment of liability â€“ contingent consideration Â Â 336,000 Â Â Â - Â Changes in operating assets and liabilities: Â Â Â Â Â Â Â Â Accounts receivable Â Â 3,772,000 Â Â Â (1,661,000) Prepaid expense and other current assets Â Â 263,000 Â Â Â (194,000) Accounts payable and accrued expense Â Â (3,309,000) Â Â 1,542,000 Â Accrued contingent consideration Â Â (17,000) Â Â (1,802,000) Contract liabilities Â Â (185,000) Â Â 225,000 Â Deferred taxes Â Â - Â Â Â (313,000) Accrued interest on note payable Â Â - Â Â Â (180,000) Net cash used in operating activities Â Â (8,160,000) Â Â (14,090,000) Â Â Â Â Â Â Â Â Â CASH FLOWS FROM INVESTING ACTIVITIES Â Â Â Â Â Â Â Â Cash paid in connection with Melon Acquisition Â Â - Â Â Â (150,000) Purchase of property and equipment Â Â (23,000) Â Â (8,000) Capitalization of software development costs Â Â (434,000) Â Â (483,000) Acquisition of other intangible assets Â Â - Â Â Â (17,000) Net cash used in investing activities Â Â (457,000) Â Â (658,000) Â Â Â Â Â Â Â Â Â CASH FLOWS FROM FINANCING ACTIVITIES Â Â Â Â Â Â Â Â Proceeds from issuance of preferred stock, net of issuance costs Â Â 2,129,000 Â Â Â 12,060,000 Â Proceeds from issuance of common stock, net of issuance costs Â Â - Â Â Â 1,885,000 Â Payments on convertible notes Â Â - Â Â Â (539,000) Accounts receivable facility advances Â Â 1,033,000 Â Â Â - Â Payments on accounts receivable facility Â Â (1,833,000) Â Â - Â Contingent consideration payments â€“ Melon Acquisition Â Â (32,000) Â Â - Â Net cash provided by financing activities Â Â 1,297,000 Â Â Â 13,406,000 Â Â Â Â Â Â Â Â Â (DECREASE) INCREASE IN CASH Â Â (7,320,000) Â Â (1,342,000) Cash and Cash Equivalents â€“ beginning of period Â Â 7,609,000 Â Â Â 2,482,000 Â Cash and Cash Equivalents â€“ end of period Â $ 289,000 Â Â $ 1,140,000 Â Â Â Â Â Â Â Â Â SUPPLEMENTAL NONCASH OPERATING, INVESTING AND FINANCING ACTIVITIES Â Â Â Â Â Â Â Â Issuance of common stock in connection with legal settlement Â $ 1,270,000 Â Â $ - Â Issuance of common stock in connection with Melon Acquisition Â Â 90,000 Â Â Â 722,000 Â Issuance of common stock in connection with the payment of Super Biz Contingent Consideration Â Â 38,000 Â Â Â 548,000 Â Series AAA Junior preferred stock noncash issuance costs â€“ incremental fair value in connection with modifications to certain AIRs Â Â 294,000 Â Â Â - Â Issuance of common stock in connection with Bannerfy Acquisition Â Â - Â Â Â 70,000 Â Issuance of Super biz Note in connection with extinguishment of accrued contingent consideration liability Â Â 1,765,000 Â Â Â - Â Â See accompanying notes to condensed consolidated financial statements Â -4- Table of Contents Â SUPER LEAGUE ENTERPRISE, INC. NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) Â Â Â Â 1. DESCRIPTION OF BUSINESS Â Super League Enterprise, Inc. (Nasdaq: SLE), (â€œSuper League,â€ the â€œCompany,â€ â€œwe,â€ â€œusâ€ or â€œourâ€) is redefining the gaming industry as a media channel for global brands. As a leading end-to-end immersive content partner, Super League enables marketers, advertisers, and IP owners to reach massive audiences through creativity, innovation, and gameplay within the worldâ€™s largest immersive platforms. Boasting an award-winning development studio, a vast community of native creators, and a proprietary suite of tools that maximize user engagement, Super League is a one-of-a-kind holistic solutions provider. Whether a partner is focused on building a world-class creative experience, achieving lift in brand awareness, inspiring deeper customer loyalty, or finding new sources of revenue, Super League is at the forefront - always pioneering within immersive worlds. Â Super League was incorporated on October 1, 2014 as Nth Games, Inc. under the laws of the State of Delaware and changed its name to Super League Gaming, Inc. on June 15, 2015, and to Super League Enterprise, Inc. on September 11, 2023. We are an â€œemerging growth companyâ€ as defined by the Jumpstart Our Business Startups Act of 2012, as amended. Â On September 7, 2023, the Company filed a Certificate of Amendment (the â€œ2023 Second Amendmentâ€) to the Charter, which Second Amendment became effective as of September 11, 2023, to change the name of the Company from Super League Gaming, Inc. to Super League Enterprise, Inc. (the â€œName Changeâ€) and to effect a reverse stock split of the Companyâ€™s issued and outstanding shares of common stock at a ratio of 1-for-20 (the â€œReverse Splitâ€). The Name Change and the Reverse Split were approved by the Companyâ€™s Board on July 5, 2023, and approved by the stockholders of the Company on September 7, 2023. Refer to Note 6 below for additional information regarding the Reverse Split. In connection with the Name Change, the Company also changed its Nasdaq ticker symbol to â€œSLEâ€ from â€œSLGG.â€ Â All references to common stock, warrants to purchase common stock and other rights, options to purchase common stock, restricted stock, share data, per share data and related information contained in the condensed consolidated financial statements (hereinafter, â€œconsolidated financial statementsâ€) have been retroactively adjusted to reflect the effect of the Reverse Split for all periods presented. Â All references to â€œNote,â€ followed by a number reference herein, refer to the applicable corresponding numbered footnotes to these consolidated financial statements. Â Infinite Reality Transaction Â On September 30, 2024, the Company entered into a binding term sheet (the â€œiR Term Sheetâ€) with Infinite Reality, Inc. (â€œInfinite Realityâ€), whereby, subject to the satisfaction of certain conditions as more specifically set forth in the iR Term Sheet (including receipt of the approval of the Companyâ€™s stockholders), and the entry into definitive documentation, the Company will: Â (i) acquire from Infinite Reality, (a) a perpetual, royalty free license to name and to create and host events for Drone Racing League, Inc., (b) to be determined esports assets and all related intellectual property, (c) cash in the amount of up to $20 million to come from divestiture of certain assets to be determined and/or other sources of capital, (d) TalentX and all related intellectual property, (e) Fearless Media and all related intellectual property, and (f) Thunder Studios and all related intellectual property (each an â€œAssetâ€Â and, collectively, the â€œPurchased Assetsâ€)(the â€œAsset Acquisitionâ€), in exchange for the Company issuing that number of shares of a to-be designated class of its preferred stock equal in priority to existing Series A, AA and AAA preferred shares (the â€œConsideration Sharesâ€), which Consideration Shares will be convertible into 75% of the then issued and outstanding shares of Super Leagueâ€™s common stock, par value $0.001 per share (â€œCommon Stockâ€), calculated at the time of the consummation of the Asset Acquisition; Â Â Â Â Â Â Â Â Â (ii) issue to Infinite Reality 2,499,090 shares of the Companyâ€™s Common Stock, in exchange for 139,592 shares of Infinite Realityâ€™s common stock (the â€œShare Exchangeâ€), pursuant to an Equity Exchange Agreement, and to appoint a designee of Infinite Reality to the Companyâ€™s Board of Directors (the â€œBoardâ€) upon the consummation of the Share Exchange (the â€œClosingâ€); and Â (iii) Â receive a credit facility in the amount of $30,000,000 from Infinite Reality, to be established in January 2025 (the â€œCredit Facilityâ€, and the Asset Acquisition, Share Exchange, and Credit Facility are collectively, the â€œiR Transactionâ€). Â The Term Sheet contemplates that, subject to the satisfaction of the conditions contained therein (including approval of the iR Transaction by the Companyâ€™s stockholders), upon the consummation of the iR Transaction, Infinite Reality will beneficially own 84.9% of the issued and outstanding shares of the Company as of the Closing. Â -5- Table of Contents Â Equity Exchange Agreement. On September 30, 2024, in connection with the Term Sheet and the Share Exchange, the Company entered into an Equity Exchange Agreement with Infinite Reality (the â€œExchange Agreementâ€), pursuant to which the Company agreed, subject to the receipt of the approval of the Companyâ€™s stockholders and other customary closing conditions, to issue 2,499,090 shares of Common Stock (the â€œExchange Sharesâ€) in exchange for 139,592 shares of Infinite Reality common stock of equal value, based on the Companyâ€™s Common Stock being valued at $1.30 per share. The Exchange Agreement contains representations, warranties, and covenants of the Company and Infinite Reality that are customary for a transaction of this nature.Â Refer to Note 8 for information on the Amended and Restated Equity Exchange Agreement. Â Sale of Minehut Â On February 29, 2024, the Company sold its Minehut related assets (â€œMinehut Assetsâ€) to GamerSafer, Inc. (â€œGamerSaferâ€), in a transaction approved by the Board of Directors of the Company. Pursuant to the Asset Purchase Agreement entered into by and between GamerSafer and the Company on February 26, 2024 (the â€œGS Agreementâ€), the Company will receive $1.0 million of purchase consideration (â€œPurchase Considerationâ€) for the Minehut Assets, which amount will be paid by GamerSafer in revenue and royalty sharing over a multiple year period, as described in the GS Agreement (the â€œMinehut Saleâ€). Other than with respect to the GS Agreement, there is no relationship between the Company or its affiliates with GamerSafer or its affiliates. Â The transaction allows Super League to streamline its position in partnering with major brands to build, market, and operate 3D experiences across multiple immersive platforms, including open gaming powerhouses like Minecraft, and aligns with the Companyâ€™s cost improvement initiatives. Super League and GamerSafer will maintain a commercial relationship which ensures that Minehut can remain an ongoing destination available to Super Leagueâ€™s partners.Â Â Bylaw Amendment Â On June 4, 2024, the Board of Directors (the â€œBoardâ€) of the Company approved an amendment (the â€œAmendmentâ€) to the Companyâ€™s Second Amended and Restated Bylaws, effective June 4, 2024, to reduce the number of shares that are required to be present at a meeting of the Companyâ€™s stockholders (a â€œMeetingâ€) for purposes of establishing a quorum. Prior to the Amendment, the presence, in person or by proxy duly authorized, of the holders of a majority of the outstanding shares of stock was required to establish a quorum for the transaction of business at a Meeting. As approved in the Amendment, the presence, in person or by proxy duly authorized, of the holders of not less than one-third (1/3)Â of the outstanding shares of stock entitled to vote will constitute a quorum for the transaction of business at a Meeting. Â The Board adopted the Amendment to more practically obtain a quorum and conduct business at a Meeting. The Board based its decision on the increasing prevalence of brokerage firms opting to forgo discretionary or proportionate voting of the shares held by them in street name, which is making it increasingly difficult for companies with a large retail stockholder base to obtain a quorum of the majority. The change to the quorum requirement was made to improve the Companyâ€™s ability to hold Meetings when called.Â Â Â 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES Â Basis of Presentation Â The accompanying condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (â€œU.S. GAAPâ€) for interim financial information and with the instructions to Form 10-Q and Rule 8-03 of Regulation S-X. Accordingly, certain information and footnotes required by U.S. GAAP in annual financial statements have been omitted or condensed in accordance with quarterly reporting requirements of the Securities and Exchange Commission (â€œSECâ€). These interim condensed consolidated financial statements should be read in conjunction with our audited financial statements for the year ended December 31, 2023 included in our Annual Report on Form 10-K for the year ended December 31, 2023, filed with the SEC on April 15, 2024. Â The December 31, 2023 condensed consolidated balance sheet data was derived from audited financial statements, but does not include all disclosures required by U.S. GAAP. The condensed consolidated interim financial statements of Super League include all adjustments of a normal recurring nature which, in the opinion of management, are necessary for a fair statement of Super Leagueâ€™s financial position as of September 30, 2024, and results of its operations and its cash flows for the interim periods presented. The results of operations for the three and nine months ended September 30, 2024 are not necessarily indicative of the results to be expected for the entire fiscal year, or any future period. Â Principles of Consolidation Â The condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation. Â -6- Table of Contents Â Reclassifications Â Certain reclassifications to operating expense line items and revenue detail line items have been made to prior year amounts for consistency and comparability with the current yearâ€™s condensed consolidated financial statement presentation. These reclassifications had no effect on the reported total revenue, operating expense, total assets, total liabilities, total stockholders' equity, or net loss for the prior periods presented. Â Use of Estimates Â The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expense during the reporting period. Actual results could differ from these estimates. The Company believes that, of the significant accounting policies described herein, the accounting policies associated with revenue recognition, impairment of intangibles, stock-based compensation expense, capitalized internal-use-software costs, accounting for business combinations and related contingent consideration, derecognition of assets, accounting for convertible debt, including estimates and assumptions used to calculate the fair value of debt instruments, accounting for convertible preferred stock, including modifications and exchanges of equity and equity-linked instruments, accounting for warrant liabilities and accounting for income taxes and valuation allowances against net deferred tax assets, require its most difficult, subjective, or complex judgments. Â Going Concern Â The accompanying condensed consolidated financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The Company incurred net losses for the periods presented herein as reflected in the accompanying condensed consolidated statement of operations, and had an accumulated deficit of $263.7 million as of September 30, 2024. For the nine months ended September 30, 2024 and 2023, net cash used in operating activities totaled $8.2 million and $14.1 million, respectively. Â The Company had cash and cash equivalents of $0.3 million and $7.6 million as of September 30, 2024 and December 31, 2023, respectively. To date, our principal sources of capital used to fund our operations and growth have been the net proceeds received from equity and debt financings. We have and will continue to use significant capital for the growth and development of our business, and, as such, we expect to seek additional capital either from operations, or that may be available from future issuance(s) of common stock, preferred stock and / or debt financings, to fund our planned operations. Accordingly, our results of operations and the implementation of our long-term business strategies have been and could continue to be adversely affected by general conditions in the global economy, including conditions that are outside of our control. The most recent global financial crisis caused by severe geopolitical conditions, including conflicts abroad, and the threat of other outbreaks or pandemics, have resulted in extreme volatility, disruptions and downward pressure on stock prices and trading volumes across the capital and credit markets in which we traditionally operate. A severe or prolonged economic downturn could result in a variety of risks to our business and could have a material adverse effect on us, including limiting our ability to obtain additional funding from the capital and credit markets. In managementâ€™s judgement, these conditions raise substantial doubt about the ability of the Company to continue as a going concern as contemplated by the

Financial Accounting Standards Board (â€œFASBâ€) Accounting Standards Codification (â€œASCâ€), Topic 205-40, â€œGoing Concern,â€ (â€œASC 205â€). Â Managementâ€™s Plans Â During the prior fiscal year and the nine months ended September 30, 2024, we continued our focus on the expansion of our service offerings and revenue growth opportunities through internal development, collaborations, and through opportunistic strategic acquisitions, as well as management and reduction of operating costs.Â Management continues to explore alternatives for raising capital to facilitate our growth and execute our business strategy, including strategic partnerships and or other forms of equity or debt financings.Â Â In September 2024, the Company announced the iR Transaction as described above. Â On October 24, 2024, the Company entered into a securities purchase agreement with a certain accredited investor for theÂ registered directÂ offering of an aggregate of 1,136,364 shares of the Companyâ€™s common stock, par value $0.001 per share (the â€œSharesâ€), at a purchase price of $0.88 per Share (the â€œRegistered DirectÂ Offeringâ€).Â The Registered Direct Offering closed on October 25, 2024, and resulted in gross proceeds to the Company of approximately $1.0 million. Â On November 8, 2024 (the â€œEffective Dateâ€), the Company and its subsidiary, InPVP, LLC (â€œSubsidiaryâ€), entered into a Business Loan and Security Agreement (the â€œAgile Loan Agreementâ€), with Agile Capital Funding, LLC as collateral agent (â€œCollateral Agentâ€), and Agile Lending, LLC (â€œAgileâ€), pursuant to which the Company issued to Agile a Confessed Judgment Secured Promissory Note for an aggregate value of $1.85 million (the â€œAgile Noteâ€).Â Pursuant to the Agile Loan Agreement: (i) the Agile Note matures 28 weeks from the Effective Date; (ii) carries an aggregate total interest payment of approximately $0.78Â million (the â€œApplicable Rateâ€), and (iii) immediately upon the occurrence and during the continuance of an Event of Default (as defined in the Agile Loan Agreement), interest shall accrue at a fixed per annum rate equal to the Applicable Rate plus five percent..Â The Company is required to repay all the obligations due under the Agile Loan Agreement and the Agile Note in 28 equal payments of $93,821.43, with the first payment being made to Agile on November 14, 2024, and every seven days thereafter until the Maturity Date.Â The proceeds received from the Agile Note will be used to fund general working capital needs. For more information on the Agile Loan Agreement and the Agile Note, refer to Note 8. Â The Company considers historical operating results, costs, capital resources and financial position, in combination with current projections and estimates, as part of its plan to fund operations over a reasonable period. Managementâ€™s considerations assume, among other things, that the Company will continue to be successful implementing its business strategy, that there will be no material adverse developments in the business, liquidity or capital requirements, and the Company will be able to raise additional equity and / or debt financing on acceptable terms. If one or more of these factors do not occur as expected, it could cause a reduction or delay of the Companyâ€™s business activities, sales of material assets, default on its obligations, or forced insolvency. The accompanying consolidated financial statements do not contain any adjustments which might be necessary if the Company were unable to continue as a going concern. No assurance can be given that any future financing will be available or, if available, that it will be on terms that are satisfactory to the Company. Â -7- Table of Contents Â We may continue to evaluate potential strategic acquisitions. To finance such strategic acquisitions, we may find it necessary to raise additional equity capital, incur debt, or both. Any efforts to seek additional funding could be made through issuances of equity or debt, or other external financing. However, additional funding may not be available on favorable terms, or at all. The capital and credit markets have experienced extreme volatility and disruption periodically and such volatility and disruption may occur in the future. If we fail to obtain additional financing when needed, we may not be able to execute our business plans which, in turn, would have a material adverse impact on our financial condition, our ability to meet our obligations, and our ability to pursue our business strategies. Â Revenue Recognition Â Revenue is recognized when the Company transfers promised goods or services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods and services and when the customer obtains control of the good or service. In this regard, revenue is recognized when: (i) the parties to the contract have approved the contract (in writing, orally, or in accordance with other customary business practices) and are committed to perform their respective obligations; (ii) the entity can identify each partyâ€™s rights regarding the goods or services to be transferred; (iii) the entity can identify the payment terms for the goods or services to be transferred; (iv) the contract has commercial substance (that is, the risk, timing, or amount of the entityâ€™s future cash flows is expected to change as a result of the contract); and (v) it is probable that the entity will collect substantially all of the consideration to which it will be entitled in exchange for the goods or services that will be transferred to the customer. Â Transaction prices are based on the amount of consideration to which we expect to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties, if any. We consider the explicit terms of the revenue contract, which are typically written and executed by the parties, our customary business practices, the nature, timing, and the amount of consideration promised by a customer in connection with determining the transaction price for our revenue arrangements. Refunds and sales returns historically have not been material. Â The Company generates revenue from (i) innovative advertising including immersive game world and experience publishing and in-game media products, (ii) content and technology through the production and distribution of our own, advertiser and third-party content, and (iii) direct to consumer offers, including in-game items, e-commerce and digital collectibles. Â The Company reports revenue on a gross or net basis based on managementâ€™s assessment of whether the Company acts as a principal or agent in the transaction and is evaluated on a transaction-by-transaction basis. To the extent the Company acts as the principal, revenue is reported on a gross basis net of any sales tax from customers, when applicable. The determination of whether the Company acts as a principal or an agent in a transaction is based on an evaluation of whether the Company controls the goods or services prior to transfer to the customer. Where applicable, the Company has determined that it acts as the principal in all of its media and advertising, publishing and content studio and direct to consumer revenue streams, except in situations where we utilize a reseller partner with respect to media and advertising sales arrangements. Â In the event a customer pays us consideration, or we have a right to an amount of consideration that is unconditional, prior to our transfer of a good or service to the customer, we reflect the contract as a contract liability when the payment is made or the payment is due, whichever is earlier. In the event we perform by transferring goods or services to a customer before the customer pays consideration or before payment is due, we reflect the contract as a contract asset, excluding any amounts reflected as a receivable. Â Media and Advertising Â Media and advertising revenue primarily consists of direct and reseller sales of our on-platform media and analytics products, and influencer marketing campaign sales to third-party brands and agencies (hereinafter, â€œBrandsâ€). Â On Platform Media Â On platform media revenue is generated from third party Brands advertising in-game on Roblox or other digital platforms, and prior to the Minehut Sale, on our Minehut Minecraft platform. Media assets include static billboards, video billboards, portals, 3D characters, Pop Ups and other media products. We work with Brands to determine the specific campaign media to deploy, target ad units and target demographics. We customize the media advertising campaign and media products with applicable branding, images and design and place the media on the various digital platforms. Media is delivered via our Super Biz Roblox platform, the Roblox Immersive Ads platform, other platforms, and prior to the Minehut Sale, on our owned and operated Minehut platform. Media placement can be based on a cost per thousand, other cost per measure, or a flat fee. Media and advertising arrangements typically include contract terms for time periods ranging from one week to two or three months in length. Â For on-platform media campaigns, we typically insert media products on-platform (in-game) to deliver to the Brand a predetermined number of impressions identified in the underlying contract. The benefit accrues to the Brand at the time that we deliver the impression on the platform, and the media product is viewed or interacted with by the on-platform user. The performance obligation for on-platform media campaigns is each impression that is guaranteed or required to be delivered per the underlying contract. Â -8- Table of Contents Â Each impression is considered a good or service that is distinct under the revenue standard, and the performance obligation under our on-platform media contracts is the delivery of a series of impressions. Each impression required to be delivered in the series that we promise to transfer to the Brand meets the criteria to be a performance obligation satisfied over time, due to the fact that (1) our performance does not create an asset with an alternative use to the Company, and (2) we have an enforceable right to payment for performance completed to date per the terms of the contract. Further, the same method is used to measure our progress toward complete satisfaction of the performance obligation to transfer each distinct impression, as in the transfer of the series of impressions to the customer, which is based on actual delivery of impressions. As such, we account for the specified series of impressions as a single performance obligation. Â The delivery of the impression on platform represents the change in control of the good or service, and therefore, the Company satisfies its performance obligations and recognizes revenue based on the delivery of impressions under the contract. Â Influencer Marketing Â Influencer marketing revenue is generated in connection with the development, management and execution of influencer marketing campaigns on behalf of Brands, primarily on YouTube, Instagram and TikTok. Influencer marketing campaigns are collaborations between Super League, popular social-media influencers, and Brands, to promote a Brandsâ€™ products or services. Influencers are paid a flat rate per post to feature a Brandâ€™s product or service on their respective social media outlets. Â For influencer marketing campaigns that include multiple influencers, the customer can benefit from the influencer posts either on its own or together with other resources that are readily available to the customer. Our influencer marketing campaigns for Brands (1) incorporate a significant service of integrating the goods or services with other goods or services promised in the contract (typically additional influencer posts) into a bundle of goods or services that represent the combined output that the customer has contracted for, and (2) the goods or services are interdependent in that each of the goods or services is affected by one or more of the other goods or services in the contract which combined, create an influencer marketing campaign to satisfy the Brandâ€™s specific campaign objectives. The interdependency of the performance obligations is supported by an understanding of what a customer expects to receive as a final product with respect to an influencer marketing campaign, which is an integrated influencer marketing advertising campaign that the influencer posts create when they are combined into an overall integrated campaign. Â Our customers receive and consume the benefits of each influencerâ€™s post as the content is posted on the influencers respective social media outlet. In addition, the influencer marketing campaigns and videos created by influencers are highly customized advertising engagements, where Brand specific assets and collateral are created for the customer based on specific and customized specifications, and therefore, does not create an asset with an alternative use. Further, based on contract terms, we typically have an enforceable right to payment for performance to date during the term of the arrangement. Â We recognize revenues for influencer marketing campaigns based on input methods which recognize revenue on the basis of the entityâ€™s efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation. As such, revenues are recognized over the term of the campaign, as the influencer videos are posted, based on costs incurred to date relative to total costs for the influencer marketing campaign. Â Publishing and Content Studio Â Publishing and content studio revenue consists of revenue generated from immersive game development and custom game experiences within our owned and affiliate game worlds, and revenue generated in connection with our production, curation and distribution of entertainment content for our own network of digital channels and media and entertainment partner channels. Â Publishing Â Custom builds are highly customized branded game experiences created and built by Super League for customers on existing digital platforms such as Roblox, Fortnite, Decentraland and others. Custom builds often include the creation of highly customized and branded gaming experiences and other campaign specific media or products to create an overall customized immersive world campaign. Â Custom integrations are highly customized advertising campaigns that are integrated into and run on existing affiliate Roblox gaming experiences. Custom integrations will often include the creation of highly customized and branded game integration elements to be integrated into the existing Roblox gaming experience to the customers specifications and other campaign specific media or products. Prior to the Minehut Sale, we also created custom integrations on the digital property â€œMinehutâ€ for Brands. Â -9- Table of Contents Â Our custom builds and custom integration (hereinafter, â€œCustom Programsâ€) campaign revenue arrangements typically include multiple promises and performance obligations, including requirements to design, create and launch a platform game, customize and enhance an existing game, deploy media products, and related performance measurement. Custom Programs offer a strategically integrated advertising campaign with multiple integrated components, and we provide a significant service of integrating the goods or services with other goods or services promised in the contract into a bundle of goods or services that represent the combined output or outputs that the customer has contracted for. As such, Custom Program revenue arrangements are combined into a single performance unit, as our performance does not create an asset with an alternative use to the entity and we typically have an enforceable right to payment for performance to date during the term of the arrangement. Â We recognize revenues for Custom Programs based on input methods, that recognize revenue based upon estimates of progress toward complete satisfaction of the contract performance obligations, utilizing primarily costs or direct labor hours incurred to date to estimate progress towards completion. Â Content Production Â Content production revenue is generated in connection with our production, curation and distribution of entertainment content for our own network of digital channels and media and entertainment partner channels. We distribute three primary types of content for syndication and licensing, including: (1) our own original programming content, (2) user generated content (â€œUGCâ€), including online gameplay and gameplay highlights, and (3) the creation of content for third parties utilizing our remote production and broadcast technology. Â Content production arrangements typically involve promises to provide a distinct set of videos, creative, content creation and or other live or remote production services. These services can be one-off in nature (relatively short services periods of one day to one week) or can be specified as monthly services over a multi-month period. Â One-off and monthly content production services are distinct in that the customer can benefit from the service either on its own or together with other resources that are readily available to the customer. Further, promises to provide one-off or monthly content production services are typically separately identifiable as the nature of the promises, within the context of the contract, is to transfer each of those goods or services individually. Each monthâ€™s content production services are separate and not integrated with a prior monthâ€™s or subsequent months services and do not represent a combined output; each months content production services do not modify any other prior period content production services, and the monthly services are not interdependent or highly interrelated. Â As a result, each one-off or monthly promise to provide content production services is a distinct good or service that we promise to transfer and are therefore performance obligations. In general, content production contracts do not meet the criteria for recognition of revenues over time as the customer typically does not simultaneously receive and consume the benefits provided by our performance as we perform, our performance does not typically create or enhance an asset that the customer controls, and while our performance does not create an asset with an alternative use, we typically have a right to payment upon completion of each distinct performance obligation. Â A performance obligation is satisfied at a point in time if none of the criteria for satisfying a performance obligation over time are met. For content production arrangements, we have a right to payment and the customer has control of the good or service at the time of completion and delivery of the one-off or monthly content production services in accordance with the terms of the underlying contract. As such, revenue is recognized at the time of completion of the one-off or monthly content production services. Â Direct to Consumer Â Direct to consumer revenue primarily consists of monthly digital subscription fees, and sales of in-game digital goods. Subscription revenue is recognized in the period the services are rendered. Payments are typically due from customers at the point of sale. Â InPvP Platform Generated Sales Transactions Â Through a relationship with Microsoft, the owner of Minecraft, we operate a Minecraft server world for players playing the game on consoles and tablets. We are one of seven partner servers with Microsoft that, while â€œfree to play,â€ monetize the players through in-game micro transactions. We generate in-game platform sales revenue from the sale of digital goods, including cosmetic items, durable goods, player ranks and game modes, leveraging the flexibility of the Microsoft Minecraft Bedrock platform, and powered by the InPvP cloud architecture technology platform. Revenue is generated when transactions are facilitated between Microsoft and the end user, either via in-game currency or cash. Â InPvP revenues are generated from single transactions for various distinct digital goods sold to users in-game. Microsoft processes sales transactions and remits the applicable revenue share to us pursuant to the terms of the Microsoft agreement. Â Revenue for digital goods sold on the platform is recognized when Microsoft (our partner) collects the revenue and facilitates the transaction, including delivery of digital goods, on the platform. Revenue for such arrangements includes all revenue generated, make goods, and refunds of all transactions managed via the platform by Microsoft. Payments are made to the Company monthly based on the sales revenue generated on the platform. Â -10- Table of Contents Â Revenue was comprised of the following for the three and nine months ended September 30: Â Â Â Three Months Ended September 30, Â Â Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Media and advertising Â $ 1,538,000 Â Â $ 2,886,000 Â Â $ 4,637,000 Â Â $ 6,904,000 Â Publishing and content studio Â Â 2,646,000 Â Â Â 3,960,000 Â Â Â 7,388,000 Â Â Â 7,547,000 Â Direct to consumer Â Â 247,000 Â Â Â 349,000 Â Â Â 731,000 Â Â Â 1,118,000 Â Â Â $ 4,431,000 Â Â $ 7,195,000 Â Â $ 12,756,000 Â Â $ 15,569,000 Â Revenue Recognition: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Single point in time Â 52 % Â Â 16 % Â 43 % Â Â 25 % Over time Â 48 % Â Â 84 % Â 57 % Â Â 75 % Total Â Â 100 % Â Â 100 % Â Â 100 % Â Â 100 % Â Contract assets totaled $642,000 at September 30, 2024, $546,000 at December 31, 2023, and $1,013,000 at December 31, 2022. Contract liabilities totaled $154,000 at September 30, 2024, $339,000 at December 31, 2023, and $111,000 at December 31, 2022. Â Â Â Three Months Ended September 30, Â Â Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Revenue recognized related to contract liabilities as of the beginning of the respective period Â $ - Â Â $ - Â Â $ 234,000 Â Â $ 82,000 Â Â In accordance with ASC 606-10-50-13, the Company is required to include disclosure on its remaining performance obligations as of the end of the current

reporting period. Due to the nature of the Companyâ€™s contracts with customers, these reporting requirements are not applicable pursuant to ASC 606-10-50-14, as the performance obligation is part of a contract that has an original duration of one year or less. Â Seasonality. Our revenue fluctuates quarterly and is generally higher in the second half of our fiscal year, with the fourth quarter typically representing our highest revenue quarter each year. Advertising spending is traditionally seasonally strong in the second half of each year, reflecting the impact of seasonal back to school, game release and holiday season advertising spending by brands and advertisers. We believe that this seasonality in advertising spending affects our quarterly results, which generally reflect relatively higher advertising revenue in the second half of each year, compared to the first half of the year. Â Cost of Revenue Â Cost of revenue includes direct costs incurred in connection with the satisfaction of performance obligations under our revenue arrangements, including internal and third-party engineering, creative, content, broadcast and other personnel, talent and influencers, internal and third-party game developers, content capture and production services, direct marketing, cloud services, software, prizing, and revenue sharing fees. Â Advertising Â Advertising costs include the cost of ad production, social media, print media, marketing, promotions, and merchandising. The Company expenses advertising costs as incurred. Advertising costs are included in selling, marketing and advertising expense in the condensed consolidated statements of operations. Advertising expense for the three and nine months ended September 30, 2024 were $0 and $56,000, respectively. Advertising expense for the three and nine months ended September 30, 2023 were $28,000 and $50,000, respectively. Â Engineering, Technology and Development Costs Â Components of our platform are available on a â€œfree to use,â€ â€œalways on basis,â€ and are utilized and offered as an audience acquisition tool, as a means of growing our audience, engagement, viewership, players and community. Engineering, technology and development related operating expense includes the costs described below, incurred in connection with our audience acquisition and viewership expansion activities. Engineering, technology and development related operating expense includes (i) allocated internal engineering personnel expense, including salaries, noncash stock compensation, taxes and benefits, (ii) third-party contract software development and engineering expense, (iii) internal use software cost amortization expense, and (iv) technology platform related cloud services, broadband and other platform expense, incurred in connection with our audience acquisition and viewership expansion activities, including tools and product offering development, testing, minor upgrades and features, free to use services, corporate information technology and general platform maintenance and support. Â -11- Table of Contents Â Accounts Receivable Â Accounts receivable are recorded at the invoice amount, less allowances for credit losses, if any, and do not bear interest. The Company provides an allowance for potential credit losses based on its evaluation of the collectability and the customersâ€™ creditworthiness. Accounts receivable are written off when they are determined to be uncollectible. As of September 30, 2024 and December 31, 2023, the allowance for expected credit losses was $200,000 and $0, respectively. Â Fair Value Measurements Â Fair value is defined as the exchange price that would be received from selling an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The Company measures financial assets and liabilities at fair value at each reporting period using a fair value hierarchy which requires the Company to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrumentâ€™s classification within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. Three levels of inputs may be used to measure fair value: Â Level 1. Quoted prices in active markets for identical assets or liabilities. Â Level 2. Quoted prices for similar assets and liabilities in active markets or inputs other than quoted prices which are observable for the assets or liabilities, either directly or indirectly through market corroboration, for substantially the full term of the financial instruments. Â Level 3. Unobservable inputs which are supported by little or no market activity and which are significant to the fair value of the assets or liabilities. Â Certain assets and liabilities are required to be recorded at fair value on a recurring basis, including derivative financial instruments, contingent consideration and warrant liabilities recorded in accordance with FASB ASC Topic 480, â€œDistinguishing liabilities from equity,â€ (â€œASC 480â€). As described in the notes below, contingent consideration, warrant liabilities and contingent interest derivatives outstanding during the periods presented are recorded at fair value. Transfers to/from Levels 1, 2, and 3 are recognized at the beginning of the reporting period. There were no transfers to/from Levels 1, 2, and 3 during the periods presented. Â Certain long-lived assets may be periodically required to be measured at fair value on a nonrecurring basis, including long-lived assets that are impaired. The fair value for other assets and liabilities such as cash, restricted cash, accounts receivable, other receivables, prepaid expense and other current assets, accounts payable and accrued expense, and liabilities to customers have been determined to approximate carrying amounts due to the short maturities of these instruments. 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 reassessed at the end of each reporting period. Equity instruments that are initially classified as equity that become subject to reclassification are reclassified to a liability at the fair value of the instrument on the reclassification date. 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. In circumstances where the embedded conversion option in a convertible instrument is required to be bifurcated and there are also other embedded derivative instruments in the convertible instrument that are required to be bifurcated, the bifurcated derivative instruments are accounted for as a single, compound derivative instrument. Â Equity-linked instruments that are deemed to be freestanding instruments issued in conjunction with preferred stock are accounted for separately. For equity linked instruments classified as equity, the proceeds are allocated based on the relative fair values of the preferred stock and the equity-linked instrument following the guidance in FASB ASC Topic 470, â€œDebt,â€ (â€œASC 470â€). Â Acquisitions Â Acquisition Method. Acquisitions that meet the definition of a business under FASB ASC Topic 805, â€œBusiness Combinations,â€ (â€œASC 805â€) are accounted for using the acquisition method of accounting. Under the acquisition method of accounting, assets acquired, liabilities assumed, contractual contingencies, and contingent consideration, when applicable, are recorded at fair value at the acquisition date. Any excess of the purchase price over the fair value of the net assets acquired is recorded as goodwill. The application of the acquisition method of accounting requires management to make significant estimates and assumptions in the determination of the fair value of assets acquired and liabilities assumed in connection with the allocation of the purchase price consideration to the assets acquired and liabilities assumed. Transaction costs associated with business combinations are expensed as incurred and are included in general and administrative expense in the consolidated statements of operations. Â Contingent consideration, representing an obligation of the acquirer to transfer additional assets or equity interests to the seller if future events occur or conditions are met, is recognized when probable and reasonably estimable. Contingent consideration recognized is included in the initial cost of the assets acquired, with subsequent changes in the recorded amount of contingent consideration recognized as an adjustment to the cost basis of the acquired assets. Subsequent changes are allocated to the acquired assets based on their relative fair value. Depreciation and/or amortization of adjusted assets are recognized as a cumulative catch-up adjustment, as if the additional amount of consideration that is no longer contingent had been accrued from the outset of the arrangement. Â Contingent consideration that is paid to sellers that remain employed by the acquirer and linked to future services is generally considered compensation cost and recorded in the statement of operations in the post-combination period. Â -12- Table of Contents Â Intangible Assets Â Intangible assets primarily consist of (i) internal-use software development costs, (ii) domain name, copyright and patent registration costs, (iii) commercial licenses, (iv) developed technology acquired, (v) partner, customer, creator and influencer related intangible assets acquired and (vi) other intangible assets, which are recorded at cost (or in accordance with the acquisition method or cost accumulation methods described above) and amortized using the straight-line method over the estimated useful lives of the assets, ranging from 3 to 10 years. Â Software development costs incurred to develop internal-use software during the application development stage are capitalized and amortized on a straight-line basis over the softwareâ€™s estimated useful life, which is generally three years. Software development costs incurred during the preliminary stages of development are charged to expense as incurred. Maintenance and training costs are charged to expense as incurred. Upgrades or enhancements to existing internal-use software that result in additional functionality are capitalized and amortized on a straight-line basis over the applicable estimated useful life. Â Transfer or Sale of Intangible Assets Â Upon the sale of an intangible asset, or group of intangible assets (hereinafter, â€œnonfinancial assetsâ€), the Company initially evaluates whether the Company has a controlling financial interest in theÂ legal entityÂ that holds the nonfinancial assets by applying the guidance on consolidation. Any nonfinancial assets transferred that are held in a legal entity in which the Company does not have (or ceases to have) a controlling financial interest is further evaluated to determine whether the underlying transaction contractÂ meets all of the criteria for accounting for contract under the revenue standard. Once a contract meets all of the criteria, the Company identifies each distinct nonfinancial asset promised to a counterparty and derecognizes each distinct nonfinancial asset when the Company transfers control of the nonfinancial asset to the counterparty. The Company evaluates the point in time at which a counterparty obtains control of the nonfinancial assets, including whether or not the counterparty can direct the use of, and obtain substantially all of the benefits from, each distinct nonfinancial asset. Â If the consideration promised in a contract is variable or includes a variable amount, the Company estimates the amount of consideration to which the Company will be entitled in exchange for transferring the promised assets to a counterparty. Purchase consideration is variable if the amount the Company will receive is contingent on future events occurring or not occurring, even though the amount itself is fixed. The Company determines the total transaction price, including an estimate of any variable consideration, at contract inception and reassesses this estimate at each reporting date. The Company estimates the transaction price utilizing the expected value method. The expected value is the sum of probability-weighted amounts in a range of possible consideration amounts. Â The accounting for an arrangement with a put option depends on the amount theÂ Company must pay to the counterparty in the event the counterparty exercises the put option, and whether the counterparty has a significant economic incentive to exercise its right. The accounting for put options requires the Company to assess at contract inception, whether the counterparty has a significant economic incentive to exercise its right, including how the repurchase price compares to the expected market value of the nonfinancial assets at the date of repurchase and the amount of time until the right expires. A customer has a significant economic incentive to exercise a put option when the repurchase price is expected to significantly exceed the market value of the good at the time of repurchase. The Company accounts for a put option as a sale of an asset or group of assets with a right of return, if the repurchase price is less than the original sales price and the customer does not have a significant economic incentive to exercise its right. Â Impairment of Long-Lived Assets Â The Company assesses the recoverability of long-lived assets whenever events or changes in circumstances indicate that their carrying value may not be recoverable. Factors we consider important, which could trigger an impairment review, include the following: significant underperformance relative to expected historical or projected future operating results; significant changes in the manner of our use of the acquired assets or the strategy for our overall business; significant negative industry or economic trends; significant adverse changes in legal factors or in the business climate, including adverse regulatory actions or assessments; and significant decline in our stock price for a sustained period. In the event the sum of the expected undiscounted future cash flows resulting from the use of the asset is less than the carrying amount of the asset, an impairment loss equal to the excess of the assetâ€™s carrying value over its fair value is recorded. Â Other assets of a reporting unit that are held and used may be required to be tested for impairment when certain events trigger interim goodwill impairment tests. In such situations, other assets, or asset groups, are tested for impairment under their respective standards and the other assetsâ€™ or asset groupsâ€™ carrying amounts are adjusted for impairment before testing goodwill for impairment as described below. For the periods presented herein, management believes that there was no impairment of long-lived assets. There can be no assurance, however, that market conditions or demand for the Companyâ€™s products or services will not change, which could result in long-lived asset impairment charges in the future. Â -13- Table of Contents Â Goodwill Â Goodwill represents the excess of the purchase price of the acquired business over the acquisition date fair value of the net assets acquired. Goodwill is tested for impairment at the reporting unit level (operating segment or one level below an operating segment) on an annual basis (December 31) and between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value. We consider our market capitalization and the carrying value of our assets and liabilities, including goodwill, when performing our goodwill impairment tests. We operate in one reporting segment. Â If a potential impairment exists, a calculation is performed to determine the fair value of existing goodwill. This calculation can be based on quoted market prices and / or valuation models, which consider the estimated future undiscounted cash flows resulting from the reporting unit, and a discount rate commensurate with the risks involved. Third-party appraised values may also be used in determining whether impairment potentially exists. In assessing goodwill impairment, significant judgment is required in connection with estimates of market values, estimates of the amount and timing of future cash flows, and estimates of other factors that are used to determine the fair value of our reporting unit. If these estimates or related projections change in future periods, future goodwill impairment tests may result in charges to earnings. Â When conducting the Companyâ€™s annual or interim goodwill impairment assessment, we have the option to initially perform a qualitative evaluation of whether it is more likely than not that goodwill is impaired. The Company is also permitted to bypass the qualitative assessment and proceed directly to the quantitative test. In evaluating whether it is more likely than not that the fair value of our reporting unit is less than its carrying amount, we consider the guidance set forth in ASC 350, which requires an entity to assess relevant events and circumstances, including macroeconomic conditions, industry and market considerations, cost factors, financial performance and other relevant events or circumstances. Â Stock-Based Compensation Â Compensation expense for stock-based awards is measured at the grant date, based on the estimated fair value of the award, and is recognized as an expense, typically on a straight-line basis over the employeeâ€™s requisite service period (generally the vesting period of the equity award) which is generally two to four years. Compensation expense for awards with performance conditions that affect vesting is recorded only for those awards expected to vest or when the performance criteria are met. The fair value of restricted stock and restricted stock unit awards is determined by the product of the number of shares or units granted and the grant date market price of the underlying common stock. The fair value of stock option and common stock purchase warrant awards is estimated on the date of grant utilizing the Black-Scholes-Merton option pricing model. The Company utilizes the simplified method for estimating the expected term for options granted to employees due to the lack of available or sufficient historical exercise data for the Company for the applicable options terms. The Company accounts for forfeitures of awards as they occur. Estimates of expected volatility of the underlying common stock for the expected term of the stock option used in the Black-Scholes-Merton option pricing model are determined by reference to historical volatilities of the Companyâ€™s common stock and historical volatilities of similar companies. Â Grants of equity-based awards (including warrants) to non-employees in exchange for consulting or other services are accounted for using the grant date fair value of the equity instruments issued. Â A condition affecting the exercisability or other pertinent factors used in determining the fair value of an award that is based on an entity achieving a specified share price constitutes a market condition pursuant to FASB ASC Topic 718, â€œStock based Compensation,â€ (â€œASC 718â€). A market condition is reflected in the grant-date fair value of an award, and therefore, a Monte Carlo simulation model is utilized to determine the estimated fair value of the equity-based award. Compensation cost is recognized for awards with a market condition, provided the requisite service period is satisfied, regardless of whether the market condition is ever satisfied. Â Cancellation of an existing equity-classified award along with a concurrent grant of a replacement award is accounted for as a modification under ASC 718. Total compensation cost to be recognized in connection with a modification and concurrent grant of a replacement award is equal to the original grant date fair value plus any incremental fair value, calculated as the excess of the fair value of the replacement award over the fair value of the original awards on the cancellation date. Any incremental compensation cost related to vested awards is recognized immediately on the modification date. Any incremental compensation cost related to unvested awards is recognized prospectively over the remaining service period, in addition to the remaining unrecognized grant date fair value. Â On March 19, 2024, the Board approvedÂ that an equity pool consisting of (i) 1,692,606 shares of common stock, collectively, which amount is equivalent to ten percent of the then existing and outstanding common stock of the Company on an as-converted basis, be issued to executives of the Company in the following form, amounts and vesting conditions: (a) stock options to purchase 846,303 shares of common stock, with vesting at the rate of 1/36th per month in arrears, and exercisable at a price per share of $1.85 (collectively, the â€œ2024 Optionsâ€); and (b) restricted stock units consisting of 846,303 shares of common stock with vesting of (i) fifty percent in equal one-third increments on the first, second and third anniversaries of the restricted stock unit grant issuances, and (ii) fifty percent to be allocated equally between (a) achievement of a profitable fiscal quarter, on a net income basis, in accordance with U.S. GAAP, (b) achievement of 85% of earnings before interest, taxes, depreciation and amortization (â€œEBITDAâ€) target for fiscal year 2024, and (c) achievement of 85% of EBITDA target for fiscal year 2025 (with such fiscal year 2025 target to be approved by the Board as part of the fiscal year 2025 financial plan)(collectively, the â€œ2024 RSUsâ€). The issuance of the 2024 Options and 2024 RSUs, as described above, is contingent upon the Company receiving approval from its stockholders to increase the number of shares available under the 2014 Plan at

the Companyâ€™s 2024 annual meeting of stockholders, and will be subject to cancellation in the event stockholder approval is not obtained. Â -14- Table of Contents Â Modifications to Equity-Based Awards Â On January 1, 2022, the Company issued 67,500 performance stock units (â€œOriginal PSUsâ€) under the Companyâ€™s 2014 Amended and Restated Stock Option and Incentive Plan, which vest in five equal increments of 13,500 PSUs, based on satisfaction of the following vesting conditions during the three-year period commencing on January 1, 2022: (i) the Companyâ€™s stock price equaling $95.00 per share based on 60-day volume weighted average price (â€œVWAPâ€); (ii) the Companyâ€™s stock price equaling $120.00 per share based on 60-day VWAP; (iii) the Companyâ€™s stock price equaling $140.00 per share based on 60-day VWAP; (iv) the Companyâ€™s stock price equaling $160.00 per share based on 60-day VWAP; and (v) the Companyâ€™s stock price equaling $180.00 per share based on 60-day VWAP. The Original PSUs were fully expensed as of June 30, 2023. Noncash stock compensation expense related to the Original PSUs totaled $0Â and $298,000Â for the three and nine months ended September 30, 2023, respectively. Â On April 30, 2023, the Board approved the cancellation of the 67,500 Original PSUs previously granted to certain executives (four plan participants in total) under the 2014 Plan (as described above). In exchange for the cancelled Original PSUs, the executives were granted an aggregate of 67,500 PSUs, which vest, over a five-year term, upon the Companyâ€™s common stock achieving certain VWAP goals as follows: (i) 20% upon achieving a 60-day VWAP of $16.00 per share, (ii) 20% upon achieving a 60-day VWAP of $20.00 per share; (iii) 20% upon achieving a 60-day VWAP of $24.00 per share; (iv) 20% upon achieving a 60-day VWAP of $28.00 per share; and (v) 20% upon achieving a 60-day VWAP of $32.00 per share, in each case, as quoted on the Nasdaq Capital Market (â€œModified PSUsâ€). Total incremental compensation cost related to the Modified PSUs totaled $540,000 which is recognized prospectively over the implied service period, ranging from .69 years to 1.5 years, calculated in connection with the Monte Carlo simulation model used to determine the fair value of the equity awards immediately before and after the modifications. Â Noncash stock compensation expense related to the Modified PSUs totaled $28,000 and $125,000 for the three and nine months ended September 30, 2024, respectively. Noncash stock compensation expense related to the Modified PSUs totaled $131,000 and $220,000 for the three and nine months ended September 30, 2023, respectively. Â On April 30, 2023, the Board approved the cancellation of certain stock options to purchase an aggregate of 58,951 shares of the Companyâ€™s common stock previously granted to certain executives and employees (six plan participants in total) under the Companyâ€™s 2014 Amended and Restated Employee Stock Option and Incentive Plan (the â€œ2014 Planâ€), with an average exercise price of approximately $56.40. In addition, the Board approved the cancellation of certain warrants to purchase an aggregate of 26,100 shares of the Companyâ€™s common stock previously granted to certain executives and employees, with an average exercise price of approximately $199.80. In exchange for the cancelled options and warrants, certain executives and employees were granted options to purchase an aggregate of 305,000 shares of common stock under the 2014 Plan, at an exercise price of $9.80 (the closing price of the Companyâ€™s common stock as listed on the Nasdaq Capital Market on April 28, 2023, the last trading day before the approval of the awards), with one-third of the options vesting on the April 30, 2023, the grant date, with the remainder vesting monthly over the thirty-six month period thereafter, subject to continued service (â€œExecutive Grant Modificationsâ€) (collectively, â€œModified Executive Grantsâ€). The grant and exercise of the Modified Executive Grants was contingent upon the Company receiving approval from its stockholders to increase the number of shares available under the 2014 Plan, which was obtained in connection with the Companyâ€™s 2023 annual shareholder meeting in September 2023. As such, the grant date and the commencement of noncash stock compensation amortization for the Modified Executive Grants was September 7, 2023. Total incremental compensation cost related to the Modified Executive Grants totaled $347,000, $112,000 of which related to vested awards as of the modification date and was recognized as expense immediately, and $235,000 related to unvested awards which is recognized prospectively over the remaining service period of 3 years. Noncash stock compensation expense related to the Modified Executive Grants totaled $54,000 and $162,000 for the three and nine months ended September 30, 2024, respectively. Noncash stock compensation expense related to the Modified Executive Grants totaled $132,000 for the three and nine months ended September 30, 2023. Â On May 1, 2023, the Board approved the cancellation of options to purchase an aggregate of 29,224 shares of the Companyâ€™s common stock previously granted to its employees (68 plan participants in total) under the 2014 Plan, in exchange for newly issued options to purchase an aggregate of 63,900 shares of the Companyâ€™s common stock under the 2014 Plan, at an exercise price equal to the closing trading price on May 1, 2023, or $9.81, with a range of zero to one-third of the options vesting on the May 1, 2023, the grant date, dependent upon the tenure of the employee, and the remainder vesting monthly over the forty-eight month period thereafter, subject to continued service (â€œEmployee Grant Modificationsâ€)(collectively, â€œModified Employee Grantsâ€). Unrecognized compensation expense related to the original award as of the date of the Employee Grant Modifications totaled $960,000 which is recognized prospectively over the remaining service period of 4 years. Total incremental compensation cost related to the Modified Employee Grants totaled $449,000, $101,000 of which related to vested awards as of the modification date and was recognized as expense immediately, and $348,000 related to unvested awards which is recognized prospectively over the remaining service period of 4 years. Noncash stock compensation expense related to the Modified Employee Grants totaledÂ $39,000 and $135,000 for the three and nine months ended September 30, 2024, respectively. Noncash stock compensation expense related to the Modified Employee Grants totaled $56,000 and $224,000 for the three and nine months ended September 30, 2023, respectively. Â -15- Table of Contents Â Total noncash stock-based compensation expense for the periods presented was included in the following financial statement line items:Â Â Â Â Three Months Â Â Â Nine Months Â Â Â Ended September 30, Â Â Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Sales, marketing and advertising Â $ 124,000 Â Â $ 231,000 Â Â $ 378,000 Â Â $ 631,000 Â Engineering, technology and development Â Â 6,000 Â Â Â 14,000 Â Â Â 23,000 Â Â Â 205,000 Â General and administrative Â Â 226,000 Â Â Â 398,000 Â Â Â 585,000 Â Â Â 1,339,000 Â Total noncash stock compensation expense Â $ 356,000 Â Â $ 643,000 Â Â $ 986,000 Â Â $ 2,175,000 Â Â Financing Costs Â Specific incremental costs directly attributable to a proposed or actual offering of securities are deferred and charged against the gross proceeds of the equity financing. In the event that the proposed or actual equity financing is not completed, or is deemed not likely to be completed, such costs are expensed in the period that such determination is made. Deferred equity financing costs, if any, are included in other current assets in the accompanying condensed consolidated balance sheet. Deferred financing costs totaled $184,000 and $282,000 as of September 30, 2024 and December 31, 2023, respectively. Â Debt Modifications Â Modifications to debt obligations are initially analyzed to determine whether the modification qualifies as a troubled debt restricting (TDR). A modification is a troubled debt restructuring if both (1) the borrower is experiencing financial difficulty, and (2) the lender grants the borrower a concession. In determining if a company is experiencing financial difficulties for a TDR, as contemplated by the applicable standard, several factors are considered including whether the company is currently in payment default on any debt, if there is a high probability of future default without modification, bankruptcy considerations, or if there is substantial doubt about the companyâ€™s ability to continue as a going concern. A lender is granting a concession when the effective borrowing rate on the restructured debt is less than the effective borrowing rate on the original debt. The recognition and measurement of the impact of a TDR on the financial statements depends on whether the future undiscounted cash flows specified by the new terms are greater (gain is recorded in the statement of operations for the difference) or less (no gain is recorded in the statement of operations for the difference) than the carrying value of the debt. Â For an exchange of debt instruments or a modification of a debt instrument by a debtor and a creditor in a nontroubled debt situation, the Company initially evaluates whether the modified debt terms are "substantially different" from the original debt. An exchange of debt instruments or a modification of a debt instrument by a debtor and a creditor is deemed to have been accomplished with debt instruments that are substantially different if the present value of the cash flows under the terms of the new debt instrument is at least 10 percent different from the present value of the remaining cash flows under the terms of the original instrument. If the terms of a debt instrument are changed or modified and the cash flow effect on a present value basis is less than 10 percent, the debt instruments are not considered to be substantially different. Â If the modification is not deemed to be substantially different, the modification is accounted for as an adjustment to the carrying amount of the debt, with a recalculated effective interest rate. If the modification is deemed to be substantially different, then the modification is accounted for as an extinguishment of the original debt and issuance of new debt, requiring the recognition of a gain or loss on the extinguishment in the statement of operations. Â Transfers of Financial Assets Â The Company accounts for transfers of financial assets as sales when it has surrendered control over the related assets. Whether control has been relinquished requires, among other things, an evaluation of relevant legal considerations and an assessment of the nature and extent of the Companyâ€™s continuing involvement with the assets transferred. Gains and losses stemming from transfers reported as sales, if any, are included in the statements of income. Assets obtained and liabilities incurred in connection with transfers reported as sales are initially recognized in the balance sheet at fair value. Â Transfers of financial assets that do not qualify for sale accounting are reported as collateralized borrowings. Accordingly, the related assets remain on the Companyâ€™s balance sheet and continue to be reported and accounted for as if the transfer had not occurred. Cash proceeds from these transfers are reported as liabilities, with attributable interest expense recognized over the life of the related transactions. Commitment fees charged irrespective of drawdown activity are recognized as expense on a straight line basis over the commitment period and included in other income (expense) in the consolidated statements of operations. Refer to Note 3Â for additional information. Â Reportable Segments Â The Company utilizes the management approach to identify the Companyâ€™s operating segments and measure the financial information disclosed, based on information reported internally to the Chief Operating Decision Maker (â€œCODMâ€) to make resource allocation and performance assessment decisions. An operating segment of a public entity has all the following characteristics: (1) it engages in business activities from which it may earn revenue and incur expense; (2) its operating results are regularly reviewed by the public entityâ€™s CODM to make decisions about resources to be allocated to the segment and assess its performance: and (3) its discrete financial information is available. Based on the applicable criteria under the standard, the components of the Companyâ€™s operations are its: (1) media and advertising component, including its publishing and content studio component; and (2) the Companyâ€™s direct-to-consumer component. Â -16- Table of Contents Â A reportable segment is an identified operating segment that also exceeds the quantitative thresholds described in the applicable standard. Based on the applicable criteria under the standard, including quantitative thresholds, management has determined that the Company has one reportable segment that operated primarily in domestic markets during the periods presented herein. Â Concentration of Credit Risks Â Financial instruments that potentially subject the Company to concentrations of credit risk are cash equivalents and accounts receivable.Â Cash and cash equivalents are also invested in deposits with certain financial institutions and may, at times, exceed federally insured limits. Any loss incurred or a lack of access to such funds could have a significant adverse impact on the Company's financial condition, results of operations, and cash flows. Â Risks and Uncertainties Â Concentrations. The Company had certain customers whose revenue individually represented 10% or more of the Companyâ€™s total revenue, or whose accounts receivable balances individually represented 10% or more of the Companyâ€™s total accounts receivable, and vendors whose accounts payable balances individually represented 10% or more of the Companyâ€™s total accounts payable, as follows: Â Â Â Three Months Ended September 30, Â Â Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Number of customers > 10% of revenue / percent of revenue Â Â Two / 25% Â Â Â Â Two / 36% Â Â Â Â Two / 23% Â Â Â Â - / -% Â Â Â Revenue concentrations were comprised of the following revenue categories: Â Â Â Three Months Â Â Nine Months Â Â Â Ended September 30, Â Â Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Media and advertising Â Â - % Â Â 17 % Â Â 11 % Â Â - % Publishing and content studio Â Â 25 % Â Â 19 % Â Â 12 % Â Â - % Â Â Â 25 % Â Â 36 % Â Â 23 % Â Â - % Â Â Â Â September 30, 2024 Â December 31, 2023 Â Â Â Â Â Â Â Â Â Â Â Â Number of customers > 10% of accounts receivable / percent of accounts receivable Â Â Three / 45% Â Three / 55% Â Number of vendors > 10% of accounts payable / percent of accounts payable Â Â One / 22% Â Two / 37% Â Â Earnings (Loss) Per Share Â Basic earnings (loss) per share is computed by dividing the income or loss by the weighted-average number of outstanding shares of common stock for the applicable period. Diluted earnings per share is computed by dividing the income or loss by the weighted-average number of outstanding shares of common stock for the applicable period, including the dilutive effect of common stock equivalents. Potentially dilutive common stock equivalents primarily consist of common stock potentially issuable in connection with the conversion of outstanding preferred stock, convertible notes payable, employee stock options, warrants issued to employees and non-employees in exchange for services and warrants issued in connection with financings. Â Common stock underlying all outstanding stock options, restricted stock units and warrants, totaling 3,782,000 and 1,044,000 at September 30, 2024 and 2023, respectively, have been excluded from the computation of diluted loss per share because the effect of inclusion would have been anti-dilutive. Common stock potentially issuable in connection with the conversion of outstanding preferred stock totaling 11,346,000 and 4,077,000 at September 30, 2024 and 2023, respectively, have been excluded from the computation of diluted loss per share because the effect of inclusion would have been anti-dilutive. Common stock potentially issuable in connection with the exercise of outstanding additional investment rights, as described below, totaling 8,414,000 and 1,682,000 at September 30, 2024 and 2023, respectively, have been excluded from the computation of diluted loss per share because the effect of inclusion would have been anti-dilutive. Â -17- Table of Contents Â A reconciliation of net loss to net loss attributable to common stockholders is as follows for the three and nine months ended September 30: Â Â Â Three Months Â Â Nine Months Â Â Â Ended September 30, Â Â Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Net loss Â $ (3,632,000) Â $ (2,984,000) Â $ (11,347,000) Â $ (17,056,000) Preferred Dividends paid in shares of common stock Â Â (1,694,000) Â Â - Â Â Â (3,290,000) Â Â - Â Deemed dividend on Series AA Preferred Stock â€“ down round feature Â Â - Â Â Â (6,446,000) Â Â - Â Â Â (6,446,000) Net loss attributable to common stockholders Â $ (5,326,000) Â $ (9,430,000) Â $ (14,637,000) Â $ (23,502,000) Â Modifications of Preferred Stock Instruments Â The financial statement impact of a modification or an exchange of a freestanding equity- classified written call options is recognized in the same manner as if cash had been paid as consideration. The Company considers the circumstances of modifications or exchanges of the instrument to determine whether the modification or exchange is related to a financing or other arrangement. The effect of a modification or an exchange is measured as the excess, if any, of the fair value of the modified or exchanged instrument over the fair value of that instrument immediately before it is modified or exchanged. The effect of a modificationÂ or an exchange that is directly attributable to a proposed or actual equity offering is recognized as an equity issuance cost. Â For preferred stock instruments classified as liabilities under ASC 480 (see placement agent warrants described below), the Company follows the accounting models for the modification or extinguishment of debt, which require that modifications or exchanges of preferred stock instruments classified as liabilities are considered extinguishments, with gains or losses recognized in current earnings if the terms of the new instrument and original instrument are substantially different. Â Preferred Stock Dividends Â Dividends on preferred stock paid in another class of stock are recorded at the fair value of the shares issued as a charge to retained earnings. Dividends declared on preferred stock that are payable in the Companyâ€™s common shares are deducted from earnings available to common shareholders when computing earnings per share. Dividends on preferred stock that are due, but unpaid, are reflected in accrued liabilities in the condensed consolidated balance sheet until paid. Â Certain of the Companyâ€™s outstanding preferred stock contain a conversion price down round feature subject to a contractual floor pursuant to the underlying rights in the applicable certificate of designation. Upon the occurrence of a triggering event that results in a reduction of the conversion price for an equity-classified convertible preferred stock, the Company measures the value of the effect of the feature as the difference between the fair value of the financial instrument without the down round feature, with a conversion price corresponding to the currently stated conversion price of the issued instrument, and the fair value of the financial instrument without the down round feature with a conversion price corresponding to the reduced conversion price upon the down round feature being triggered. The value of the effect of a down round feature that is triggered is recognized as a charge to retained earnings and a reduction to income available to common stockholders in the computation of earnings per share. For the three and nine months ended September 30, 2023, total charges to retained earnings as a result of the triggering of down round features related to Series AA Preferred stock totaled $6,446,000. Refer to Note 6 for additional information. Â Income Taxes Â Income taxes are accounted for using an asset and liability approach that requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been recognized in the Companyâ€™s consolidated financial statements or income tax returns. A valuation allowance is established to reduce deferred tax assets if all, or some portion, of such assets will more than likely not be realized, or if it is determined that there is uncertainty regarding future realization of such assets. Â Under U.S. GAAP, a tax position is a position in a previously filed tax return, or a position expected to be taken in a future tax filing that is reflected in measuring current or deferred income tax assets and liabilities. Tax positions are recognized only when it is more likely than not, based on technical merits, that the position will be sustained upon examination. Tax positions that meet the more likely than not thresholds are measured using a probability weighted approach as the largest amount of tax benefit being realized upon settlement. The Company considers many factors when evaluating and estimating its tax positions and tax benefits, which may require periodic adjustments, and which may not accurately forecast actual outcomes. Management believes the Company has no uncertain tax positions for the periods presented. Â -18- Table of Contents Â Contingencies Â Certain conditions may exist as of the date the consolidated financial statements are issued, which may result in a loss to the Company, but which will only be resolved when one or more future events occur or fail to occur.

The Companyâ€™s management, in consultation with its legal counsel as appropriate, assesses such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company, in consultation with legal counsel, evaluates the perceived merits of any legal proceedings or unasserted claims, as well as the perceived merits of the amount of relief sought or expected to be sought therein. If the assessment of a contingency indicates it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Companyâ€™s consolidated financial statements. If the assessment indicates a potentially material loss contingency is not probable, but is reasonably possible, or is probable, but cannot be estimated, then the nature of the contingent liability, together with an estimate of the range of possible loss, if determinable and material, would be disclosed. Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed. Â Recent Accounting Guidance Â Recent Accounting Pronouncements â€“ Not Yet Adopted Â In November 2023, the FASB issued Accounting Standards Update (â€œASUâ€) No. 2023-07,Â Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosuresâ€Â (â€œASU 2023-07â€) which updates required disclosures of significant reportable segment expenses that are regularly provided to the CODM and included within each reported measure of a segment's profit or loss. This standard also requires disclosure of the title and position of the individual identified as the CODM and an explanation of how the CODM uses the reported measures of a segmentâ€™s profit or loss in assessing segment performance and deciding how to allocate resources. The standard is effective for annual periods beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, though early adoption is permitted. Adoption of ASU 2023-07 should be applied retrospectively to all prior periods presented in the financial statements. The Company is currently evaluating the presentational impact of ASU 2023-07 and expects to adopt in the year ended December 31, 2024. Â In December 2023, the FASB issued ASU No. 2023-09,Â â€œIncome Taxes (Topic 740): Improvements to Income Tax Disclosuresâ€ (â€œASU 2023-09â€) whichÂ enhances the transparency and usefulness of income tax disclosures. The updates are effective for annual periods beginning after December 15, 2024 on a prospective or retrospective basis, though early adoption is permitted. The Company is currently evaluating the presentational impact of ASU 2023-09 and expects to adopt the standard in the year ended December 31, 2025. Â Â 3. INTANGIBLE ASSETS Â Intangible assets consisted of the following: Â Â Â September 30, 2024 Â Â December 31, 2023 Â Â Weighted Average Amortization Period (Years) Â Partner and customer relationships Â $ 7,645,000 Â Â $ 7,645,000 Â Â Â 6.5 Â Capitalized software development costs Â Â 4,755,000 Â Â Â 5,912,000 Â Â Â 3.0 Â Capitalized third-party game property costs Â Â 500,000 Â Â Â 500,000 Â Â Â 5.0 Â Developed technology Â Â 3,931,000 Â Â Â 3,931,000 Â Â Â 5.0 Â Influencers/content creators Â Â 2,559,000 Â Â Â 2,559,000 Â Â Â 4.5 Â Trade name Â Â 209,000 Â Â Â 209,000 Â Â Â 5.0 Â Domain Â Â 68,000 Â Â Â 68,000 Â Â Â 10.0 Â Copyrights and other Â Â 745,000 Â Â Â 825,000 Â Â Â 5.5 Â Â Â Â 20,412,000 Â Â Â 21,649,000 Â Â Â 5.0 Â Less: accumulated amortization Â Â (15,714,000) Â Â (15,013,000) Â Â Â Â Intangible assets, net Â $ 4,698,000 Â Â $ 6,636,000 Â Â Â Â Â Â Amortization expense included in operating expense for the three and nine months ended September 30, 2024 totaled $610,000 and $1,896,000, respectively. Amortization expense included in operating expense for the three and nine months ended September 30, 2023 totaled $1,228,000 and $3,832,000, respectively. Amortization expense included in cost of revenue for the three and nine months ended September 30, 2023 totaled $0 and $31,000, respectively. Â -19- Table of Contents Â The Company expects to record amortization of intangible assets for the year ending December 31, 2024 and future fiscal years as follows: Â For the years ending December 31, Â Â Â Â 2024 remaining Â $ 553,000 Â 2025 Â Â 2,129,000 Â 2026 Â Â 1,246,000 Â 2027 Â Â 520,000 Â 2028 Â Â 237,000 Â Thereafter Â Â 13,000 Â Â Â $ 4,698,000 Â Â Sale of Minehut Â On February 29, 2024, the Company sold its Minehut Assets to GamerSafer in a transaction approved by the board of directors of the Company. Pursuant to the GS Agreement entered into by and between GamerSafer, the Company will receive $1.0 million of purchase consideration for the Minehut Assets, which amount will be paid by GamerSafer in revenue and royalty sharing over a multiple-year period, as described in the GS Agreement. Other than with respect to the GS Agreement, there is no relationship between the Company or its affiliates with GamerSafer or its affiliates. The transaction allows Super League to streamline its position in partnering with major brands to build, market, and operate 3D experiences across multiple immersive platforms, including open gaming powerhouses like Minecraft, and aligns with the Companyâ€™s cost improvement initiatives. Super League and GamerSafer will maintain a commercial relationship which ensures that Minehut can remain an ongoing destination available to Super Leagueâ€™s partners. The carrying value of Minehut related assets totaled $475,000 as of February 26, 2024, comprised of total carrying costs of $1,671,000, net of accumulated amortization of $1,196,000, and historically were included in intangible assets, net in the condensed consolidated balance sheet. Â The Company recorded a receivable for the total estimated purchase consideration totaling $619,000, of which $224,000 was initially included in prepaid expense and other current assets and $395,000 is included in other receivables in noncurrent assets, and recognized a gain on sale of the Minehut Assets totaling $144,000, which is included in other income in the condensed consolidated statement of operations. The Purchase Consideration in the GS Agreement is variable pursuant to the guidance set forth in ASC 606. Under ASC 606, purchase consideration is variable if the amount the Company will receive is contingent on future events occurring or not occurring, even though the amount itself is fixed. As such, the Company estimated the amount of consideration to which the Company will be entitled, in exchange for transferring the Minehut Assets to GamerSafer, utilizing the expected value method which is the sum of probability-weighted amounts in a range of possible consideration outcomes over the applicable contractual payment period, resulting in an estimated receivable of $619,000. Amounts collected over and above the estimated purchase consideration recorded at contract inception, if any, will be recognized as additional gains on the sale of Minehut Assets when realized in future periods, up to the $1.0 million stated contractual amount of purchase consideration. During the three and nine months ended September 30, 2024, the Company calculated royalties due from GamerSafer pursuant to the GS Agreement totaling $46,000 and $209,000, respectively. Â In the event GamerSafer does not make royalty or shortfall payments in the amount of $1.0 million by December 31, 2028 (â€œPayment Deadlineâ€), GamerSafer shall assign and transfer all of the purchased assets back to the Company. In the event that GamerSafer determines in good faith that the acquisition of the assets and the operation of GamerSaferâ€™s related Minehut business becomes operationally unsustainable for any reason, GamerSafer reserves the right, at its sole discretion, to terminate operations (the â€œTerminationâ€). In the event a Termination occurs prior to the Purchase Consideration being paid in full, then in such event GamerSafer shall promptly assign all Minehut Assets and back to the Company. Â Disposal of intangible assets Â During the three months ended June 30, 2023,Â the Company assigned the intangible assets originally acquired in connection with the Companyâ€™s acquisition of Bannerfy in fiscal year 2021, to the original sellers. The assets were disposed of in connection with managementâ€™s review of operations and decision to allocate resources elsewhere. As a result, the Company recorded a write-off of net developed technology related intangible assets acquired in connection with the acquisition of Bannerfy totaling $2,284,000, which is included in â€œLoss on intangible asset disposalâ€ in the accompanying condensed consolidated statement of operations for the three and six months ended June 30, 2023. Developed technology related intangibles asset acquisition costs were reduced $3,069,000, and related accumulated depreciation was reduced $785,000, in connection with the disposal of the intangible asset. Â Â 4. ACQUISITIONS Â Acquisition of Melon, Inc. Â On May 4, 2023 (â€œMelon Acquisition Dateâ€), Super League entered into an Asset Purchase Agreement (the â€œMelon Purchase Agreementâ€) with Melon, Inc., a Delaware corporation (â€œMelonâ€), pursuant to which the Company acquired substantially all of the assets of Melon (the â€œMelon Assetsâ€) (the â€œMelon Acquisitionâ€). The consummation of the Acquisition (the â€œMelon Closingâ€) occurred simultaneously with the execution of the Purchase Agreement. Melon is a development studio building innovative virtual worlds in partnership with powerful consumer brands across music, film, TV, sports, fashion and youth culture. The acquisition of Melon further strengthens the Companyâ€™s position as a one-stop solutions provider and strategic operating partner for brands and businesses seeking to expand and activate communities throughout the gaming metaverse. Â At the Melon Closing, the Company paid an aggregate total of $900,000 to Melon (the â€œMelon Closing Considerationâ€), of which $150,000 was paid in cash, and the remaining $750,000 was paid in the form of shares of the Companyâ€™s common stock (with a closing date fair value of $722,000), valued at $9.64 (the â€œClosing Share Priceâ€), the VWAP, as quoted on the Nasdaq Capital Market, for the five (5) trading days immediately preceding May 4, 2023. Refer to the table below for calculation of the fair value of consideration paid. Â -20- Table of Contents Â Pursuant to the terms and subject to the conditions of the Purchase Agreement, up to an aggregate of $2,350,000 (the â€œMelon Contingent Considerationâ€) will be payable to Melon in connection with the achievement of certain revenue milestones for the period from the Melon Closing until December 31, 2023 (the â€œMelon First Earnout Periodâ€) in the amount of $1,000,000, and for the year ending December 31, 2024 (the â€œMelon Second Earnout Periodâ€) in the amount of $1,350,000 (the â€œMelon Second Earnout Periodâ€ and the â€œMelon First Earnout Periodâ€ are collectively referred to as the â€œMelon Earnout Periodsâ€). The Melon Contingent Consideration is payable in the form of cash and common stock, with $600,000 of the aggregate Melon Contingent Consideration being payable in the form of cash, and $1,750,000 payable in the form of common stock, valued at the greater of (a) the Closing Share Price, and (b) the VWAP for the five trading days immediately preceding the end of each respective Melon Earnout Period. Â Additionally, pursuant to the Melon Purchase Agreement, the Company entered into employment agreements with two former key Melon employees (â€œKey Melon Employeesâ€), pursuant to which the Key Melon Employees were granted inducement awards consisting of restricted stock unit awards (â€œRSUsâ€) to acquire an aggregate of 103,780 shares of the Companyâ€™s common stock. The awards were granted pursuant to terms and conditions fixed by the Compensation Committee of the Board and as an inducement material to each new employee entering employment with Super League in accordance with Nasdaq Listing Rule 5635I(4). Of the 103,780 RSUs: (A) 41,512 of the RSUs will vest in 25 equal monthly installments beginning on May 4, 2023, and on the first of each calendar month, subject to the applicable employeeâ€™s continued service with Super League on each such vesting date; and (B) 62,268 of the RSUs will vest as follows: (i) 25% will vest upon the achievement of certain net revenue targets for the fiscal year ending December 31, 2024, to be determined by the Board in its discretion; (ii) 25% upon the achievement of certain net revenue targets for the fiscal year ending December 31, 2025, to be determined by the Board in its sole discretion; (iii) 25% upon Super Leagueâ€™s common stock maintaining a minimum closing price of at least $30.00 over a rolling 30 consecutive trading day period, as quoted on the Nasdaq Capital Market; and (iv) 25% upon Super Leagueâ€™s common stock maintaining a minimum closing price of at least $50.00 over a rolling 30 consecutive trading day period, as quoted on the Nasdaq Capital Market. The vesting of the RSUs will accelerate upon a change of control of the Company. In addition, upon (Y) the Companyâ€™s termination of the employment of the respective employee without cause, or (Z) the respective employees resignation for good reason, the RSUs will continue to vest as if (Y) or (Z) had not occurred. The RSUs are subject to the terms and conditions of the RSU agreement covering each grant. Â The Acquisition was approved by the board of directors of each of the Company and Melon and was approved by the sole stockholder of Melon. Â In accordance with the acquisition method of accounting, the financial results of Super League presented herein include the financial results of Melon subsequent to the Melon Closing Date. Disclosure of revenue and net loss for Melon on a stand-alone basis for the applicable periods presented is not practical due to the integration of Melon activities, including sales, products, advertising inventory, resource allocation and related operating expense, with those of the consolidated Company upon acquisition, consistent with Super League operating in one reporting segment. Â The Company determined that the Melon Acquisition constitutes a business acquisition as defined by ASC 805. Accordingly, the assets acquired, and liabilities assumed in the transaction were recorded at their estimated acquisition date fair values, while transaction costs associated with the acquisition, totaling approximately $47,000, were expensed as incurred pursuant to the acquisition method of accounting in accordance with ASC 805. Super Leagueâ€™s preliminary purchase price allocation was based on an evaluation of the appropriate fair values of the assets acquired and liabilities assumed and represents managementâ€™s best estimate based on available data. Fair values are determined based on the requirements of ASC 820. Â -21- Table of Contents Â The following table summarizes the determination of the fair value of the purchase price consideration paid in connection with the Melon Acquisition, as of the Melon Closing Date: Â Cash consideration Â Â Â Â Â $ 150,000 Â Equity considerationâ€“ shares of common stock Â Â 77,833 Â Â Â Â Â Super League closing stock price per share on the Melon Closing Date Â $ 9.28 Â Â Â Â Â Fair value of equity consideration issued Â $ 722,000 Â Â Â 722,000 Â Fair value of contingent consideration Â Â Â Â Â Â 1,350,000 Â Fair value of total consideration paid Â Â Â Â Â $ 2,222,000 Â Â The purchase price allocation was based upon an estimate of the fair value of the assets acquired and the liabilities assumed by the Company in connection with the Melon Acquisition, as of the Melon Closing Date, as follows: Â Â Â Amount Â Assets Acquired and Liabilities Assumed: Â Â Â Â Accounts receivable and other assets Â $ 36,000 Â Liabilities assumed Â Â (188,000) Identifiable intangible assets Â Â 510,000 Â Identifiable net assets acquired Â Â 358,000 Â Goodwill Â Â 1,864,000 Â Total purchase price Â $ 2,222,000 Â Â The following table presents details of the fair values of the acquired intangible assets of Melon: Â Â Â Â Estimated Useful Life (in years) Â Â Amount Â Developed technology Â Â 5 Â Â $ 250,000 Â Developer relationships Â Â 2 Â Â Â 50,000 Â Customer relationships Â Â 6 Â Â Â 190,000 Â Trade names / trademarks Â Â 0.5 Â Â Â 20,000 Â Total intangible assets acquired Â Â Â Â Â $ 510,000 Â Â Contingent consideration is recorded as a liability in the accompanying consolidated balance sheets in accordance with ASC 480, which requires freestanding financial instruments where the Company must or could settle the obligation by issuing a variable number of its shares, and the obligationâ€™s monetary value is based solely or predominantly on variations in something other than the fair value of the Companyâ€™s shares, to be recorded as a liability at fair value and re-valued at each reporting date, with changes in the fair value reported in the consolidated statements of operations. The estimated fair value of the Melon Contingent Consideration was $538,000 at December 31, 2023. The fair value of the Melon Contingent Consideration on the respective valuation dates was determined utilizing a Monte Carlo simulation model and measured using Level 3 inputs, as described at Note 2. Assumptions utilized in connection with utilization of the Monte Carlo simulation model for the periods presented included risk free interest rates ranging from 4.04 % to 5.35%, volatility rates ranging from 70% to 85%, and discount rate of 30%. Â The change in fair value, which is included in contingent consideration expense in the condensed consolidated statement of operations for the applicable periods present was comprised of the following:Â Â Â Â Â Three Months Â Â Nine Months Â Â Â Ended September 30, Â Â Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Beginning balance Â $ 336,000 Â Â $ 1,432,000 Â Â $ 538,000 Â Â $ - Â Contingent Consideration â€“ Initial accrual â€“ May 2023 Â Â Â - Â Â Â - Â Â Â - Â Â Â 1,350,000 Â Change in fair value(3) Â Â (68,000) Â Â (750,000) Â Â (148,000) Â Â (668,000) Contingent consideration payments (2) Â Â Â - Â Â Â - Â Â Â (122,000) Â Â Â - Â Accrued contingent consideration(1) Â $ 268,000 Â Â $ 682,000 Â Â $ 268,000 Â Â $ 682,000 Â Â (1) As of September 30, 2024, the accrual for the Second Earn Out Period includedÂ 84,211Â shares of common stock valued at $0.62, the closing price of our common stock as of September 30, 2024, Â -22- Table of Contents Â (2) In May 2024, the Company paid Melon Accrued Contingent consideration related to the Melon First Earn Out Period, comprised of $32,000 of cash payments and payment of 72,118 shares of our common stock valued at $90,000. Â (3) Reflected in the condensed consolidated statement of operations for the applicable period. Â Aggregated amortization expense related to intangible assets acquired in connection with the Melon Acquisition for the three and nine months ended September 30, 2024 totaled $27,000 and $80,000, respectively. Aggregated amortization expense related to intangible assets acquired in connection with the Melon Acquisition for the three and nine months ended September 30, 2023 totaled $37,000 and $60,000, respectively. Â Goodwill represents the excess of the purchase price of the acquired business over the acquisition date fair value of the net assets acquired. Goodwill recorded in connection with the Melon Acquisition is primarily attributable to expected synergies from combining the operations and assets of Super League and Melon, and also includes residual value attributable to the assembled and trained workforce acquired in the acquisition. Â Management is primarily responsible for determining the fair value of the tangible and identifiable intangible assets acquired and liabilities assumed as of the Melon Closing Date. Management considered a number of factors, including reference to a preliminary independent analysis of estimated fair values solely for the purpose of allocating the purchase price to the assets acquired and liabilities assumed. The analysis included a preliminary discounted cash flow analysis which estimated the future net cash flows expected to result from the respective assets acquired as of the Melon Closing Date. A discount rate consistent with the risks associated with achieving the estimated net cash flows was used to estimate the present value of future estimated net cash flows. The Company is in the process of finalizing the estimates and assumptions developed in connection with the independent analysis of estimated fair values of intangible assets acquired solely for the purpose of allocating the purchase price to the assets acquired and liabilities assumed. Any adjustments to the fair values of intangible assets acquired, or estimates of economic useful lives of the intangible assets acquired, could impact the carrying value of those assets and related goodwill, as well as the estimates of periodic amortization of intangible assets acquired to be reflected in the statement of operations. Â The fair values of the acquired intangible assets, as described above, was determined using the following methods: Â Description Â Valuation Method Applied Valuation Method Description Â Assumptions Â Â Â Â Â Â Â Customer relationships Â Multi-Period Excess Earnings Method â€œMPEEâ€) under the Income Approach Â MPEEM is an application of the DCF Method, whereby revenue derived from the intangible asset is estimated using the overall business revenue, adjusted for attrition, obsolescence, cost of goods sold, operating expense, and taxes. Required returns attributable to other assets employed in the business are subtracted. The â€œexcessâ€Â earnings are attributable to the intangible asset and are discounted to present value

at a rate of return to estimate the fair value of the intangible asset. Â Discount rate: 30.0%; Forecast period: 6.7 years; Attrition Rate: 30.0%. Â Â Â Â Â Â Â Trade names / trademarks Â Relief-from-Royalty Method under the Income Approach Â Under the Relief-from-Royalty method, the royalty savings is calculated by estimating a reasonable royalty rate that a third-party would negotiate in a licensing agreement. Such royalties are most commonly expressed as a percentage of total revenue involving the technology. Â Forecast period: 8.0 months; Royalty Rate: 1.0%; Discount Rate: 30.0%. Â Â Â Â Â Â Â Non-Compete agreements Â Differential Cash Flows Â The Differential Cash Flows Approach is a version of the income approach that values an intangible asset as the present value of the cash flows that a company would lose if they did not have the asset in place. The differential cash flow is calculated as the difference between the cash flow assuming competition and the cash flow without competition. Â Competition Probability: 30.0%; Revenue impact: 20.0%; Discount Rate: 30.0%; Term 2.16 years. Â Â Â Â Â Â Â Developed technology Â Replacement Cost Method Â In the Replacement Cost Method, value is estimated by determining the current cost of replacing an asset with one of equivalent economic utility. The premise of the approach is that a prudent investor would pay no more for an asset than the amount for which the utility of the asset could be replaced. Â Rate of Return: 30.0%; Discount rate: 30.0%; Replacement period: 3.0 months. Â -23- Table of Contents Â For tax purposes, consistent with the accounting for book purposes, the Melon Closing Consideration was allocated to the assets acquired and liabilities assumed based on their estimated fair values as of the acquisition date, with the excess purchase price allocated to goodwill. As a result, no deferred tax assets or liabilities were recorded with the acquisition and all of the goodwill is expected to be deductible for tax purposes. Â The following unaudited pro forma combined results of operations for the periods presented are provided for illustrative purposes only. The unaudited pro forma combined statements of operations for the three and nine months ended September 30, 2023 and 2022, assume the acquisition occurred as of January 1, 2022. The unaudited pro forma combined financial results do not purport to be indicative of the results of operations for future periods or the results that actually would have been realized had the entities been a single entity during these periods. Â Â Â Three Months Ended Â Â Nine Months Ended Â Â Â September 30, Â Â September 30, Â Â Â 2023 Â Â 2022 Â Â 2023 Â Â 2022 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Revenue Â $ 7,195,000 Â Â $ 5,234,000 Â Â $ 16,284,000 Â Â $ 14,592,000 Â Net Loss Â Â (3,011,000) Â Â (53,591,000) Â Â (17,877,000) Â Â (71,516,000) Â Pro forma adjustments primarily relate to the amortization of identifiable intangible assets acquired over the estimated economic useful life as described above, the exclusion of nonrecurring transaction costs, the exclusion of depreciation related to tangible and intangible assets of Melon existing immediately prior to the Melon Acquisition Date, and adjustments related to administrative redundancies. Â Acquisition of Super Biz â€“ Contingent Consideration Â On October 4, 2021 (â€œSuper Biz Closing Dateâ€), the Company entered into an Asset Purchase Agreement (the â€œSuper Biz Purchase Agreementâ€) with Super Biz Co. and the founders of Super Biz (the â€œFoundersâ€), pursuant to which the Company acquired (i) substantially all of the assets of Super Biz (the â€œSuper Biz Assetsâ€), and (ii) the personal goodwill of the Founders regarding Super Bizâ€™s business, (the â€œSuper Biz Acquisitionâ€). The consummation of the Super Biz Acquisition (the â€œSuper Biz Closingâ€) occurred simultaneously with the execution of the Super Biz Purchase Agreement on the Super Biz Closing Date. Â Pursuant to the terms and subject to the conditions of the Super Biz Purchase Agreement, up to an aggregate amount $11.5 million will be payable to Super Biz and the Founders in connection with the achievement of certain revenue milestones for the period from the Super Biz Closing Date until December 31, 2022 (â€œInitial Earn Out Periodâ€) and for the fiscal year ending December 31, 2023 (the â€œSuper Biz Second Earn Out Periodâ€) (â€œSuper Biz Earn Out Periodsâ€). The Super Biz Contingent Consideration is payable in the form of both cash and shares of the Companyâ€™s common stock, in equal amounts, as more specifically set forth in the Super Biz Purchase Agreement. Â The Company hired the Founders of Super Biz in connection with the Super Biz Acquisition. Pursuant to the provisions of the Super Biz Purchase Agreement, in the event that a Founder ceases to be an employee during any of the Super Biz Earn Out Periods, as a consequence of his resignation without good cause, or termination for cause, the Super Biz Contingent Consideration will be reduced by one-half (50%) for the respective Super Biz Earn Out Periods, if and when earned. Under ASC 805, a contingent consideration arrangement in which the payments are automatically forfeited if employment terminates is considered to be compensation for post-combination services, and not acquisition consideration. As such, the Super Biz Contingent Consideration, is accounted for as post-combination services and expensed in the period that payment of any amounts of contingent consideration is determined to be probable and reasonably estimable. Contingent consideration is recorded as a liability in the accompanying condensed consolidated balance sheets in accordance with ASC 480, which requires freestanding financial instruments where the company must or could settle the obligation by issuing a variable number of its shares, and the obligation's monetary value is based solely or predominantly on variations in something other than the fair value of the company's shares, to be recorded as a liability at fair value and re-valued at each reporting date, with changes in the fair value reported in the condensed consolidated statements of operations. Â -24- Table of Contents Â The change in accrued Super Biz Contingent Consideration and the related income statement impact for the periods presented was comprised of the following: Â Â Â Three Months Â Â Nine Months Â Â Â Ended September 30, Â Â Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Beginning balance Â $ 1,765,000 Â Â $ 709,000 Â Â $ 1,670,000 Â Â $ 3,206,000 Â Accrued contingent consideration(3) Â Â - Â Â Â 351,000 Â Â Â 142,000 Â Â Â 1,073,000 Â Change in fair value(3) Â Â - Â Â Â (63,000) Â Â (9,000) Â Â 141,000 Â Contingent consideration Payments(2) Â Â - Â Â Â - Â Â Â (38,000) Â Â (3,423,000) Issuance of Super Biz Note (as described below) Â Â (1,765,000) Â Â - Â Â Â (1,765,000) Â Â - Â Accrued contingent consideration(1) Â $ - Â Â $ 997,000 Â Â $ - Â Â $ 997,000 Â Â (1) As of September 30, 2024, reflects the cash portion of the Super Biz Second Earn Out Period related contingent consideration payable. As of September 30, 2023, the accrual included 16,636 shares of common stock valued at $1.74, the closing price of our common stock as of the applicable period end date. (2) In May 2024, the Company paid accrued contingent consideration related to the Super Biz Second Earn Out Period, comprised of 30,330 shares of our common stock valued at $38,000. In April 2023, the Company paid accrued contingent consideration related to the Initial Earn Out Period, comprised of $2.9Â million of cash payments and payment ofÂ 987,973Â shares of our common stock valued at $548,000. (3) Reflected in the condensed consolidated statement of operations for the applicable period Â Issuance of Promissory Note. In August 2024, the Company issued an unsecured promissory note to the Founders in connection with the remaining Super Biz Second Earn Out Period accrued contingent consideration outstanding, with a principal amount totaling approximately $1.8 million, whereby the Company is obligated to pay the outstanding contingent consideration on the following repayment terms (â€œSuper Biz Noteâ€): Â Â (i) upon receipt of new equity funding in the aggregate amount of $3.0 million or more subsequent to the date of the Super Biz Note, in one transaction or series of transactions, the Super Biz Note shall be repaid with interest in four (4) equal monthly installments commencing on the initial closing date of such equity funding; Â (ii) upon receipt of new equity funding in the aggregate amount of $5.0 million or more subsequent to the date of the Super Biz Note, in one transaction or series of transactions, the Super Biz Note shall be repaid with interest in three (3) equal monthly installments commencing on the initial closing date of such equity funding; Â (iii) upon new equity funding received by the Company in the aggregate amount of $7.0 million or more subsequent to the date of the Super Biz Note, in one transaction or series of transactions, the Super Biz Note shall be repaid with interest in two (2) equal monthly installments commencing on the initial closing date of such equity funding; or Â (iv) in the event none of subsections 2(i)-(iii) occur, then the Super Biz Note shall be repaid in full on June 1, 2025 (the â€œMaturity Dateâ€). Â Interest accrues on the outstanding principal at the rate of 8.5% per annum, and accrues until the earlier of (i) repayment of the Super Biz Note in full, or (ii) the Maturity Date; provided, however, during the existence of an event of default, as defined in the Super Biz Note, interest shall accrue on all outstanding principal at the contractual default rate, as defined in the Super Biz Note. Super Biz Note related interest expense for the three and nine months ended September 30, 2024 totaled $25,000 and $25,000, respectively. Â All outstanding principal and accrued interest may be prepaid by the Company prior to the Maturity Date at the election of the Company. Upon the occurrence of any event of default, as defined in the Super Biz Note, the Founders may at any time declare all unpaid obligations to be immediately due and payable. Â Restricted Common Stock Issuance. In addition, in connection with the issuance of the Super Biz Note, during the period commencing January 2, 2025 and concluding on January 6, 2025, the Company will issue 98,438 shares of the Companyâ€™s common stock to the Founders. Â The issuance of the Super Biz Note in exchange for the related accrued contingent consideration balance was accounted for as an extinguishment of the original liability due to the fact that the present value of the cash flows under the terms of Super Biz Note was determined to be at least 10 percent different from the present value of the remaining cash flows under the terms of the original obligation. As a result, a gain on extinguishment totaling $336,000 was recorded in the statement of operations, and credited to additional paid in capital (included in â€œOtherâ€ in the consolidated statement of stockholderâ€™s equity), for the three and nine months ended September 30, 2024, primarily comprised of the fair value of the 98,438 shares of restricted stock (based on closing price of our common stock on the date of issuance of the Super Biz Note) to be issued, as described above. Â The default interest provision included in the Super Biz Note represents an embedded derivative with a fair value of $171,000 as of August 1, 2024, the date of issuance of the Super Biz Note. The fair value of the derivative liability is included in the September 30, 2024 balance sheet under the caption â€œPromissory note â€“ contingent consideration,â€ and is required to be marked to market at each balance sheet. The change in fair value of the derivative liability was not material for the three and nine months ended September 30, 2024. Â Â 5. DEBT Â Accounts Receivable Financing Facility Â Super League Enterprise, Inc. and certain of its subsidiaries (collectively with the Company, the â€œBorrowersâ€), entered into a Financing and Security Agreement (the â€œSLR Agreementâ€) with SLR Digital Finance, LLC (â€œLenderâ€), effective December 17, 2023 (the â€œFacility Effective Dateâ€). Pursuant to the SLR Agreement, Lender may, from time to time and in its sole discretion, make certain cash advances to the Company (each an â€œAdvanceâ€, and collectively, â€œAdvancesâ€), against the face amounts of certain uncollected accounts receivable of the Borrowers on an account-by-account basis (each, a â€œFinanced Accountâ€, and collectively, the â€œAccountsâ€), at a rate of 85% multiplied by the face value of such Account (the â€œAdvance Rateâ€), less any reserved funds and any other amounts due to Lender from Borrowers, up to a maximum aggregate Advance amount of $4,000,000 (the â€œMaximum Amountâ€)(collectively, the â€œAR Facilityâ€). Upon receipt of any Advance, Borrowers will have assigned all of its rights in such receivables and all proceeds thereof. The proceeds received from the Facility will be used to fund general working capital needs. Â -25- Table of Contents Â The SLR Agreement is effective for 24 months from the Facility Effective Date (the â€œTermâ€), automatically extends for successive Terms (each, a â€œRenewal Termâ€), and the Borrowersâ€™ are obligated to pay the Lender an early termination fee in the event the SLR Agreement is terminated under certain circumstances prior to the end of any Term or Renewal Term, as more specifically set forth in the SLR Agreement. Â In connection with the AR Facility, the Company agreed to, among other things, (i) pay a finance fee equal to 2% of the Maximum Amount, payable in 24 equal monthly installments on the last day of each month of the Term until paid in full, (ii) pay a servicing fee equal to 0.30% multiplied by the actual average daily amount of Advances outstanding at the time of determination (the â€œOutstanding Amountâ€) for the applicable month, on the last day of each calendar month during the Term (or so long as any obligations arising under the SLR Agreement are outstanding); (iii) be charged a monthly financing fee (the â€œFinancing Feeâ€), due upon receipt of full payment of a Financed Account by Lender, equal to 1/12 of (a) the prime rate plus 2% (the â€œFacility Rateâ€), multiplied by (b) the amount of the Outstanding Amount; and (iv) utilize the facility such that the monthly average aggregate Advances outstanding is at $400,000 (the â€œMinimum Utilizationâ€). In the event that Borrowerâ€™s monthly utilization is less than the applicable Minimum Utilization for any month, the Financing Fee for such month shall be calculated as if the applicable Minimum Utilization has been satisfied. Â The SLR Agreement imposes various restrictions on the activities of the Borrowers, including a prohibition on fundamental changes to the Company or its subsidiaries (including certain consolidations, mergers and sales and transfers of assets, and limitations on the ability of the Borrowers to grant liens upon their property or assets). The SLR Agreement includes standard Events of Default (as defined in the SLR Agreement), and provide that, upon the occurrence of certain events of default, Lender may, among other things, immediately collect any obligation owing to Lender under the SLR Agreement, cease advancing money to the Borrowers, take possession of any collateral, and/or charge interest at a rate equal to the lesser of (i) 6% above the Facility Rate, and (ii) the highest default rate permitted by applicable law. Â As security for the full and prompt payment and performance of any obligations arising under the SLR Agreement, the Borrowers granted to Lender a continuing first priority security interest in all the assets of the Borrowers. The SLR Agreement also provides for customary provisions, including representations, warranties and covenants, indemnification, waiver of jury trial, arbitration, and the exercise of remedies upon a breach or default. Â Transfers of financial assets that do not qualify for sale accounting are reported as collateralized borrowings. Financing and servicing fees calculated with reference to amounts advanced under the AR Facility are included in interest expense. The commitment fee, based on the maximum facility amount and payable irrespective of drawdowns, is expensed on a straight line basis over the term of the AR Facility and included in other income (expense) in the consolidated statement of operations. Â Total amounts advanced under the AR Facility for the nine months ended September 30, 2024 totaled $1,033,000. Total repayments of advances under the AR Facility for the nine months ended September 30, 2024 totaled $1,833,000. Interest expense for the three and nine months ended September 30, 2024 totaled $19,000 and $52,000, respectively. Commitment fee expense for the three and nine months ended September 30, 2024 totaled $10,000 and $30,000, respectively. Â Convertible Notes Payable at Fair Value Â On May 16, 2022, the Company entered into a Securities Purchase Agreement (the â€œSPAâ€) with three institutional investors (collectively, the â€œNote Holdersâ€) providing for the sale and issuance of a series of senior convertible notes in the aggregate original principal amount of $4,320,000, of which 8% is an original issue discount (â€œOIDâ€) (each, a â€œNote,â€ and, collectively, the â€œNotes,â€ and such financing, the â€œNote Offeringâ€). The Notes accrued interest at a guaranteed annual rate of 9% per annum, were set to mature 12 months from the date of issuance, and were convertible at the option of the Note Holders into that number of shares of the Companyâ€™s common stock, equal to the sum of the outstanding principal balance, accrued and unpaid interest, and accrued and unpaid late charges (the â€œConversion Amountâ€), divided by $80.00 (the â€œConversion Priceâ€), subject to adjustment upon the occurrence of certain events as more specifically set forth in the Note, as amended. In the event of the occurrence of an event of default, the Note Holders may, at the Note Holderâ€™s option, convert all, or any part of, the Conversion Amount into shares of common stock at 90% of the lowest volume weighted average price of the ten trading days preceding the date for which the price is being calculated. Â In addition, the Company was required to redeem all or a portion of the Notes under certain circumstances, and, in the event the Company consummated a subsequent equity financing, then the Note Holders had the right, but not the obligation, to require the Company to use 50% of the gross proceeds raised from such sale to redeem all or any portion of the Conversion Amount then remaining under the Notes, in cash, at a price equal to the Conversion Amount being redeemed. Â The Notes were issued with an original issue discount of $320,000, or 8%, which was recorded as an adjustment to the carrying amount of the Notes. The original issue discount was amortized using the interest method over the contractual term of the Notes and reflected as interest expense in the statement of operations. At December 31, 2022, the balance of the original issue discount was $40,000. Amortization of original issue discount for the three and nine months ended September 30, 2023 totaled $0 and $40,000, respectively. Â -26- Table of Contents Â Interest paid during the three months ended March 31, 2023 totaled $180,000. At December 31, 2022, the remaining principal balance of the Notes totaled $539,000, and accrued interest totaled $180,000, both of which were paid in full during the three months ended March 31, 2023. As of March 31, 2023, all amounts of principal and interest under the Notes were fully paid, resulting in a Convertible note payable and accrued interest balance of $0. Â Â 6. STOCKHOLDERSâ€™ EQUITY AND EQUITY-LINKED INSTRUMENTS Â Reverse Stock Split Â On September 7, 2023, the Company filed the 2023 Second Amendment to the Companyâ€™s Charter, to effect a reverse stock split of the Companyâ€™s issued and outstanding shares of common stock at a ratio of 1-for-20 (the â€œReverse Splitâ€). The Reverse Split was approved by the Companyâ€™s Board of Directors on July 5, 2023, and approved by the stockholders of the Company on September 7, 2023. The 2023 Second Amendment became effective on September 11, 2023. The Companyâ€™s shares began trading on a Reverse Split-adjusted basis on the Nasdaq Capital Market on September 11, 2023. Â As a result of the Reverse Split, every 20 shares of the Companyâ€™s issued and outstanding common stock was automatically combined and converted into one issued and outstanding share of common stock. No fractional shares of common stock were issued as a result of the Reverse Split. Instead, in lieu of any fractional shares to which a stockholder of record would otherwise be entitled as a result of the Reverse Split, the Company paid cash (without interest) equal to the value of such fractional share. The Reverse Split did not modify the rights or preferences of the common stock. Â All references to common stock, warrants to purchase common stock, options to purchase common stock, restricted stock, share data, per share data and related information contained in the financial statements have been retroactively adjusted to reflect the effect of the Reverse Split for all periods presented. Â Preferred Stock Â The Companyâ€™s initial certificate of incorporation authorized 5,000,000 shares of preferred stock, par value $0.001 per share. In October 2016, the Companyâ€™s Board of Directors and a majority of the holders of the Companyâ€™s common stock approved an amendment and restatement of the certificate of incorporation which, in part, eliminated the authorized preferred stock. In August 2018, the Board of Directors approved a second amendment and restatement of the Companyâ€™s amended and restated certificate of incorporation (the â€œAmended and Restated Charterâ€) to, in part, increase the Companyâ€™s authorized capital to a total of 110.0 million shares, including 10.0 million shares of newly created preferred stock, par value $0.001 per share (â€œPreferred Stockâ€), authorize the Board of Directors to fix the designation and number of each series of

Preferred Stock, and to determine or change the designation, relative rights, preferences, and limitations of any series of Preferred Stock. The Amended and Restated Charter was approved by a majority of the Companyâ€™s stockholders in September 2018, and was filed with the State of Delaware in November 2018. All references in the accompanying consolidated financial statements to Preferred Stock have been restated to reflect the Amended and Restated Charter. Â Common Stock Â The Amended and Restated Charter also increased the Companyâ€™s authorized capital to include 100.0 million shares of common stock, par value $0.001, and removed the deemed liquidation provision, as such term is defined in the Amended and Restated Charter. Each holder of common stock is entitled to one vote for each share of common stock held at all meetings of stockholders. Â On May 30, 2023, the Company filed the 2023 First Amendment to its Charter, increasing the number of authorized shares of common stock from 100,000,000 to 400,000,000. The Companyâ€™s Board of Directors approved the 2023 First Amendment on March 17, 2023, and the Company obtained the approval of the 2023 First Amendment by written consent of its stockholders holding greater than 50% of the voting securities of the Company on April 5, 2023. Â -27- Table of Contents Â Equity Financings Â Convertible Preferred Stock Â On the dates set forth in the table below, we entered into subscription agreements with accredited investors in connection with the sale of newly designated Series of Convertible Preferred Stock, each series having a $0.001 par value and a $1,000 purchase price (â€œStated Valueâ€), hereinafter collectively referred to as â€œConvertible Preferred Stock, and the individual offerings of preferred stock referred to by the combination of â€œSeriesâ€ and the specific letter designation of each series (i.e. â€œSeries A Preferred Stock Offeringâ€ refers to the Series A preferred stock offering, and â€œSeries A Preferred Stockâ€ refers to Series A convertible preferred stock), and each series of Convertible Preferred Stock issued, collectively referred to as â€œPreferred Stock Offerings,â€ as follows (rounded to the nearest thousands, except preferred share and conversion price data): Â Â Â Â Â Preferred Stock Â Â Â Â Â Â Proceeds Â Â Conversion Shares - Common Stock Â Â Other Â Series Designation Â Closing Date Â Conversion Prices(2)(3)(4) Â Â Shares Purchased/ Issued in Exchange(6) Â Â Conversions / Exchanges Â Â Outstanding - September 30, 2024 Â Â Gross Proceeds Â Â Fees Â Â Net Proceeds Â Â Original Â Â Conversions / Exchanges(5) Â Â September 30, 2024 Â Â Placement Agent Warrants(1) Â A Â November 22, 2022 Â $ 12.40 Â Â Â 5,359 Â Â Â (4,919) Â Â 440 Â Â $ 5,359,000 Â Â $ 697,000 Â Â $ 4,662,000 Â Â Â 432,000 Â Â Â (397,000) Â Â 35,000 Â Â Â 62,000 Â A-2 Â November 28, 2022 Â $ 13.29 Â Â Â 1,297 Â Â Â (834) Â Â 463 Â Â Â 1,297,000 Â Â Â 169,000 Â Â Â 1,128,000 Â Â Â 98,000 Â Â Â (63,000) Â Â 35,000 Â Â Â 14,000 Â A-3 Â November 30, 2022 Â $ 13.41 Â Â Â 1,733 Â Â Â (1,418) Â Â 315 Â Â Â 1,733,000 Â Â Â 225,000 Â Â Â 1,508,000 Â Â Â 129,000 Â Â Â (106,000) Â Â 23,000 Â Â Â 18,000 Â A-4 Â December 22, 2022 Â $ 7.60 Â Â Â 1,934 Â Â Â (1,554) Â Â 380 Â Â Â 1,934,000 Â Â Â 251,000 Â Â Â 1,683,000 Â Â Â 254,000 Â Â Â (204,000) Â Â 50,000 Â Â Â 36,000 Â A-5 Â January 31, 2023 Â $ 11.09 Â Â Â 2,299 Â Â Â (1,519) Â Â 780 Â Â Â 2,299,000 Â Â Â 299,000 Â Â Â 2,000,000 Â Â Â 207,000 Â Â Â (137,000) Â Â 70,000 Â Â Â 30,000 Â AA Â April 19, 2023 Â $9.43/$1.89 Â Â Â 7,680 Â Â Â (3,981) Â Â 3,699 Â Â Â 7,680,000 Â Â Â 966,000 Â Â Â 6,714,000 Â Â Â 4,072,000 Â Â Â (2,111,000) Â Â 1,961,000 Â Â Â 114,000 Â AA-2 Â April 20, 2023 Â $10.43/$2.09 Â Â Â 1,500 Â Â Â (1,500) Â Â - Â Â Â 1,500,000 Â Â Â 130,000 Â Â Â 1,370,000 Â Â Â 719,000 Â Â Â (719,000) Â Â - Â Â Â 13,000 Â AA-3 Â April 28, 2023 Â $9.50/$1.90 Â Â Â 1,025 Â Â Â (1,000) Â Â 25 Â Â Â 1,025,000 Â Â Â 133,000 Â Â Â 892,000 Â Â Â 539,000 Â Â Â (526,000) Â Â 13,000 Â Â Â 15,000 Â AA-4 Â May 5, 2023 Â $9.28/$1.86 Â Â Â 1,026 Â Â Â (526) Â Â 500 Â Â Â 1,026,000 Â Â Â 133,000 Â Â Â 893,000 Â Â Â 553,000 Â Â Â (283,000) Â Â 270,000 Â Â Â 16,000 Â AA-5 Â May 26, 2023 Â $10.60/$2.12 Â Â Â 550 Â Â Â (500) Â Â 50 Â Â Â 550,000 Â Â Â 72,000 Â Â Â 478,000 Â Â Â 259,000 Â Â Â (236,000) Â Â 23,000 Â Â Â 7,000 Â AAA Â November 30, 2023 Â $ 1.67 Â Â Â 9,388 Â Â Â (1,513) Â Â 7,875 Â Â Â 9,388,000 Â Â Â 645,000 Â Â Â 8,743,000 Â Â Â 5,608,000 Â Â Â (904,000) Â Â 4,704,000 Â Â Â 466,000 Â AAA-2 Â December 22, 2023 Â $ 1.71 Â Â Â 5,334 Â Â Â (2,126) Â Â 3,208 Â Â Â 5,334,000 Â Â Â 357,000 Â Â Â 4,977,000 Â Â Â 3,119,000 Â Â Â (1,243,000) Â Â 1,876,000 Â Â Â 452,000 Â AAA-Junior Â June 26, 2024 Â $ 1.25 Â Â Â 1,210 Â Â Â - Â Â Â 1,210 Â Â Â 1,210,000 Â Â Â 145,000 Â Â Â 1,065,000 Â Â Â 968,000 Â Â Â - Â Â Â 968,000 Â Â Â 140,000 Â AAA-Junior - 2 Â July 10, 2024 Â $ 1.25 Â Â Â 551 Â Â Â - Â Â Â 551 Â Â Â 551,000 Â Â Â 66,000 Â Â Â 485,000 Â Â Â 441,000 Â Â Â - Â Â Â 441,000 Â Â Â 64,000 Â AAA-Junior - 3 Â September 20, 2024 Â $ 1.25 Â Â Â 697 Â Â Â - Â Â Â 697 Â Â Â 697,000 Â Â Â 84,000 Â Â Â 613,000 Â Â Â 558,000 Â Â Â - Â Â Â 558,000 Â Â Â 81,000 Â AAA-Junior†4(7) Â September 30, 2024 Â $ 1.25 Â Â Â 399 Â Â Â - Â Â Â 399 Â Â Â 399,000 Â Â Â 48,000 Â Â Â 351,000 Â Â Â 319,000 Â Â Â - Â Â Â 319,000 Â Â Â 46,000 Â Â Â Â Â Â Â Â Â 41,982 Â Â Â (21,390) Â Â 20,592 Â Â $ 41,982,000 Â Â $ 4,420,000 Â Â $ 37,562,000 Â Â Â 18,275,000 Â Â Â (6,929,000) Â Â 11,346,000 Â Â Â 1,574,000 Â Â (1) Pursuant to the terms of the Placement Agent Agreements, we agreed to issue to the Placement Agent, following the final closing under the individual Preferred Stock Offerings (effective as of the respective individual series closing dates), five-year warrants to purchaseÂ 14.5% of the shares of common stock issuable upon conversion of the respective series of Convertible Preferred Stock sold in the respective Preferred Stock Offering, at an exercise price equal to the applicable Preferred Stock Offering conversion price. (2) The Conversion price for Series AA Preferred Stock outstanding as of August 23, 2023, totaling 10,706 shares of Series AA Preferred Stock, was adjusted to $2.60 as a result of the Series AA Down Round Feature described below. (3) The Conversion prices for the Series AA Preferred Stock outstanding as of November 30, 2023, totaling 7,322 shares of Series AA Preferred Stock, were adjusted to the conversion prices shown in the table above, as a result of the Series AA Down Round Feature described below. (4) The triggering of the Down Round Feature for the Series AA Preferred Stock, occurring in August 2023, resulted in a deemed dividend totaling $6,446,000, which was charged to retained earnings in the September 30, 2023 consolidated balance sheet. (5) As adjusted to reflect reduction in conversion prices as a result of the Series AA Down Round Feature, described below. (6) Series AAA and Series AAA-2 totals include 4,011 and 2,356 preferred shares, respectively, issued in connection with the Exchange Agreements described below. (7) A portion of the proceeds received subsequent to September 30, 2024. Receivable totaling $300,000 included in additional paid in capital as of September 30, 2024. Â Convertible Preferred Stock Preferences, Rights and Limitations â€“ General Â Certificates of Designation. In connection with each of the Preferred Stock Offerings, the Company filed Certificates of Designation of Preferences, Rights and Limitations of each series with the State of Delaware. Use of net proceeds included working capital, general corporate purposes, and certain indebtedness (Series A Preferred only), including sales and marketing activities and product development. Â Conversion Feature. Each share of preferred stock is convertible into such number of shares of the Companyâ€™s common stock equal to the number of preferred shares to be converted, multiplied by the Stated Value, divided by the conversion price in effect at the time of the conversion, subject to adjustment in the event of stock splits, stock dividends, certain fundamental transactions and future issuances of equity securities, as described herein. In addition, on the one-year anniversary of the respective filing date, the Company may, in its discretion, convert (y) 50% of the outstanding shares of Preferred into the Companyâ€™s common stock if the VWAP of such common stock over the previous 10 days as reported on the NASDAQ Capital Market equals at least 250% of the conversion price, or (z) 100% of the outstanding shares of Series AAA Preferred into the Companyâ€™s common stock if the VWAP equals at least 300% of the conversion price. The conversion price is equal to the â€œMinimum Price,â€ as defined in NASDAQ Rule 5635(d)(1), on the Preferred Stock Offering closing date. In addition, Series A Preferred Stock outstanding will automatically convert into shares of common stock at the Conversion Price upon the earlier of (a) the 24-month anniversary of the effective date or (b) the consent to conversion by holders of at least 51% of the outstanding shares of Series A Preferred. Â -28- Table of Contents Â Voting Rights. Each individual series of preferred stock shall vote together with the common stock on an as-converted basis, and not as a separate class, subject to the primary market limitations, except that holders of each individual series of preferred stock shall vote as a separate class with respect to (a) amending, altering, or repealing any provision of the respective seriesâ€™ Certificate of Designation in a manner that adversely affects the powers, preferences or rights of the series, (b) increasing the number of authorized shares of the series, (c) authorizing or issuing an additional class or series of capital stock that ranks senior to or pari passu with the existing series with respect to the distribution of assets on liquidation, or (d) entering into any agreement with respect to the foregoing. In addition, no holder of a series of preferred stock shall be entitled to vote on any matter presented to the Companyâ€™s stockholders relating to approving the conversion of such holderâ€™s series of preferred stock into an amount in excess of the primary market limitations. Â Dividends.Â Holders of preferred stock, excluding holders of the Series AAA, AAA-2, AAA-3 and AAA-4 Junior preferred stock (collectively, â€œSeries AAA Junior Preferred Stockâ€), will be entitled to receive dividends, subject to the beneficial ownership and primary market limitations, payable in the form of that number of shares of common stock equal to 20% of the shares of common stock underlying the preferred stock then held by such holder on the 12 and 24 month anniversaries of the respective filing date. Holders of the Series AAA Junior Preferred Stock will be entitled to receive dividends, subject to the beneficial ownership and primary market limitations, payable in the form of that number of shares of Common Stock equal to 20% of the shares of Common Stock underlying the Series AAA Junior Preferred Stock then held by such holder on the 30-day, 60-day, and 90-day anniversaries of the filing Date. Â In addition, subject to the beneficial ownership and primary market limitations, holders of preferred stock will be entitled to receive dividends equal, on an as-if-converted to shares of common stock basis, and in the same form as dividends actually paid on shares of the common stock when, as, and if such dividends are paid on shares of the common stock. Notwithstanding the foregoing, to the extent that a holderâ€™s right to participate in any dividend in shares of common stock to which such holder is entitled would result in such holder exceeding the beneficial ownership and primary market limitations, then such holder shall not be entitled to participate in any such dividend to such extent and the portion of such shares that would cause such holder to exceed the beneficial ownership and primary market limitations shall be held in abeyance for the benefit of such holder until such time, if ever, as such holderâ€™s beneficial ownership thereof would not result in such holder exceeding the beneficial ownership and primary market limitations. Â Liquidation Preferences. Upon any dissolution, liquidation or winding up, whether voluntary or involuntary, holders of preferred stock (together with any Parity Securities (as defined in the respective Certificates of Designations) will be entitled to first receive distributions out of the Companyâ€™s assets in an amount per share equal to the preferred stock Stated Value plus all accrued and unpaid dividends, whether capital or surplus before any distributions shall be made on any shares of common stock (after the payment to any senior security, if any). Â Registration Rights. The Company and the investors in the Preferred Stock Offerings (including the Exchange) also executed separate registration rights agreements, pursuant to which the Company filed registration statements on Form S-3 as follows: 1) File No. 333-281936 with respect to Series AAA Junior Preferred and Series AAA-2 Junior Preferred, effective September 18, 2024;2) File No. 333-277974 with respect to Series AAA Preferred, effective May 8, 2024; 3) File No. 333-273282 with respect to Series AA Preferred, effective August 1, 2023; and 4) File No. 333-271424 with respect to Series A Preferred effective, June 5, 2023. Â Placement Agent Fees. The Company sold and/or exchanged the shares of preferred stock pursuant to placement agency agreements (the â€œPlacement Agency Agreementsâ€) with Aegis Capital Corporation, a registered broker dealer, which acted as the Companyâ€™s exclusive placement agent (the â€œPlacement Agentâ€) for each series of the Preferred Stock Offerings and the Exchange (as described below). Pursuant to the terms of the Placement Agency Agreements, in connection with the Preferred Stock Offerings and the Exchange, the Company paid the Placement Agent an aggregate cash fee and non-accountable expense allowance as described in the table above by series, and have or will issue to the Placement Agent or its designees warrants (the â€œPlacement Agent Warrantsâ€) to purchase common stock at the amounts and conversion prices disclosed in the table above. With respect to shares of Series AAA Preferred Stock issued in connection with the Exchange, the Placement Agent exchanged previously issued placement agent warrants to purchase 88,403 shares of common stock of the Company that were issued in connection with the Series A and Series AA Preferred Stock offerings, at exercise prices ranging from $7.60 to $13.41 per share, for new placement agent warrants to purchase a total of 347,428 shares of common stock at an exercise price of $1.674 per share and 199,778 shares of common stock at an exercise price of $1.71 per share. Â The Company also granted the Placement Agent the right of first refusal, in connection with the Series AA and Series AAA offerings, to serve as the Companyâ€™s lead or co-placement agent for any private placement of the Companyâ€™s securities (equity or debt) that is proposed to be consummated with the assistance of a registered broker dealer, which expired in July 2024. Â The Placement Agent shall also earn fees and be issued additional Placement Agent Warrants with respect to any securities issued pursuant to the Additional Investment Rights described herein. No further additional investment rights shall be granted to investors that exercise the Additional Investment Rights. Â -29- Table of Contents Â The following additional terms vary across the applicable series of Convertible Preferred Stock as follows: Â Term Series AAA and AAA Junior Preferred Series AA Preferred Series A Preferred Voting Rights â€“ Certain Indebtedness Holders shall vote as a separate class with respect to authorizing, creating, incurring, assuming, guaranteeing or suffering to exist any indebtedness for borrowed money of any kind outside of certain loans not to exceed $5,000,000 and accounts payable in the ordinary course of business, or entering into any agreement with respect to the foregoing. Holders shall vote as a separate class with respect to authorizing, creating, incurring, assuming, guaranteeing or suffering to exist any indebtedness for borrowed money of any kind outside of accounts payable in the ordinary course of business, or entering into any agreement with respect to the foregoing. Holders shall vote as a separate class with respect to authorizing, creating, incurring, assuming, guaranteeing or suffering to exist any indebtedness for borrowed money of any kind in excess of $5 million, or entering into any agreement with respect to the foregoing. Additional Investment Rights (â€œAIRsâ€) Subject to the approval by a majority of the voting securities of the Company (the â€œStockholder Approvalâ€), pursuant to the Subscription Agreements, Series AAA and AAA Junior Preferred Stock holders shall have the right to purchase shares of a newly designated series of preferred stock of the Company containing comparable terms (except for adjustments to the Conversion Price based on future equity issuances) as the applicable series of preferred stock (the â€œSeries AAA Additional Investment Rightâ€) from the date the SEC declares the related registration statement to be filed with the SEC pursuant to the applicable Registration Rights Agreement (as defined below) effective, to the date that is 18 months thereafter, for an additional dollar amount equal to the applicable initial investment amount at $1,000 per share (the â€œOriginal Issue Priceâ€), with a conversion price equal to the original conversion price of the applicable series of preferred stock. No further additional investment rights shall be granted to investors that exercise the Series AAA Additional Investment Rights. Pursuant to the Subscription Agreements, purchasers that (a) previously held shares of the Companyâ€™s Series A Preferred Stock, par value $0.001 per share, or (b) purchased at least $3.5 million in shares of Series AA Preferred Stock (subject to the acceptance of such lesser amounts in the Companyâ€™s sole discretion), shall have the right to purchase shares of a newly designated series of preferred stock of the Company containing comparable terms as the Series AA Preferred Stock (the â€œSeries AA Additional Investment Rightâ€) from the date of each respective closing through the date that is 18 months thereafter as follows: (i) such investor may purchase an additional dollar amount equal to its initial investment amount at $1,000 per share (the â€œAA Original Issue Priceâ€), with a conversion price equal to the conversion price in effect on the date of original purchase; and (ii) such investor may purchase an additional dollar amount equal to its initial investment amount at the AA Original Issue Price, with a conversion price equal to 125% of the respective conversion price in effect on the date of original purchase. Not applicable Down Round Feature Subject to the effectiveness of the Stockholder Approval, for twenty-four (24) months after the Filing Date, and subject to certain carveouts as described in the Series AAA Certificates of Designation, if the Company conducts an offering at a price per share less than the then effective conversion price (the â€œFuture Offering Priceâ€) consisting of common stock, convertible or derivative instruments, then in such event the conversion price of the Series AAA Preferred Stock shall be adjusted to the Future Offering Price, but not less than the Conversion Price Floor (as defined in the Series AAA Certificate of Designations). For as long as Series AA Preferred Stock remains outstanding and subject to certain carveouts as described in the Series AA Certificates of Designations, if the Company conducts an offering at a price per share less than the then current conversion price (the â€œFuture Offering Priceâ€) consisting of common stock, convertible or derivative instruments, and undertaken in an arms-length third party transaction, then in such event the conversion price of the Series AA Preferred Stock shall be adjusted to the greater of: (a) the Future Offering Price and (b) the Conversion Price Floor (â€œA Series AA Down Round Featureâ€); and (ii) if as of the 24-month anniversary date of April 19, 2023, the VWAP for the five trading days immediately prior to such 24-month anniversary date is below the then current conversion price, the holder will receive a corresponding adjustment to the then conversion price, such adjustment not to exceed the Conversion Price Floor. Not applicable Â Exchange Agreements Â In connection with the closing of the Series AAA Preferred rounds described above, the Company entered into certain Series A Exchange Agreements (the â€œSeries A Agreementsâ€) and Series AA Exchange Agreements (the â€œSeries AA Agreementsâ€, and collectively with the Series A Agreements, the â€œSeries Exchange Agreementsâ€), with certain holders (the â€œHoldersâ€) of the Companyâ€™s Series A Preferred Stock, and Series AA Preferred Stock, pursuant to which the Holders exchanged an aggregate of 6,367 shares of Series A Preferred and/or Series AA Preferred, for an aggregate of 6,367 shares of Series AAA Preferred (the â€œExchangeâ€). The Exchange closed concurrently with the closing of the Series AAA Preferred Stock Offerings. Â Common Stock Purchase Warrants Â Series AAA Junior-3 and Series AAA Junior-4 Warrants. The Series AAA Junior-3 and Series AAA Junior-4 subscription agreements entered into in September 2024, included the sale of an aggregate of 1,096 units (the â€œUnitsâ€), each Unit consisting of (i) one share of newly designated Series AAA-3 Junior Convertible Preferred Stock or Series AAA-4 Junior Convertible Preferred Stock, as reflected in the table above, and (ii) a warrant to purchase 1,000 shares of the Companyâ€™s common stock (the â€œSeptember 2024 Series AAA Junior InvestorÂ Warrantsâ€), at a purchase price of $1,000 per Unit, for aggregate gross proceeds to the Company of

approximately $1,096,000. Â The Investor Warrants are exercisable at $1.00 per share at the option of the holder, subject to adjustment, are exercisable immediately upon issuance and expire three years from the respective issue dates of the Units, subject to certain beneficial ownership limitations. The Investor Warrants contain customary adjustments in the event of stock splits, stock dividends and other corporate events, and contain price-based anti-dilution protections. Any price-based anti-dilution adjustments are conditioned on, and subject to, stockholder approval. Â -30- Table of Contents Â The September 2024 Series AAA Junior Investor Warrant agreements also contain a provision that states that, upon exercise of the warrant by an investor, if for any reason the company fails to deliver the shares by the settlement date, the investor can require the company to make a cash payment (â€œBuy-In Provisionâ€). The cash payment would be based on the amount (if any) that the investor lost by having to purchase shares in the open market because of the companyâ€™s failure to deliver the shares. Â As a result of the Buy-In Provision, the ability to deliver shares upon exercise of the Investor Warrants in every circumstance is generally not within the control of the Company as contemplated by the accounting standards, and thus, a partial cash settlement may be required outside of the Companyâ€™s control. As such, the September 2024 Series AAA Junior InvestorÂ Warrants do not meet the requirements for equity classification, and therefore, the fair value of the September 2024 Series AAA Junior InvestorÂ Warrants are recorded as a liability on the consolidated balance sheet and re-valued at each reporting date, with changes in the fair value reported in the consolidated statements of operations. Refer to the table below. Â Placement Agent Warrants. The Placement Agent Warrants issued in connection with the Series A Preferred Stock, Series AA Preferred Stock and Series AAA Preferred Stock (including the Exchange), described above, include provisions that are triggered in the event of the occurrence of a Fundamental Transaction, as defined in the underlying warrant agreement, which contemplates the potential for certain transactions that result in a third-party acquiring more than 50% of the outstanding shares of common stock of the Company for cash or other assets. Given the existence of multiple classes of voting stock for the Company, as described above, the Fundamental Transaction provisions in the warrant agreements could result in a 50% or more change in ownership of outstanding common stock, without a 50% change in voting interests. As such, the Placement Agent Warrants are not eligible for the scope exception under ASC 815, and therefore, the fair value of the Placement Agent Warrants are recorded as a liability on the consolidated balance sheet and re-valued at each reporting date, with changes in the fair value reported in the consolidated statements of operations. Refer to the table below. Â The fair value and change in the fair value of the warrant liability, measured using Level 3 inputs, and the related income statement impact was comprised of the following for the applicable periods presented: Â Â Â Three Months Â Â Nine Months Â Â Â Ended September 30, Â Â Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Series AAA Junior-3 and Series AAA Junior-4 Warrants: Â Beginning balance Â $ - Â Â $ - Â Â $ - Â Â $ - Â Initial fair value of warrant liability â€“ grant date(1) Â Â 346,000 Â Â Â - Â Â Â 346,000 Â Â Â - Â Change in fair value Â Â 14,000 Â Â Â - Â Â Â 14,000 Â Â Â - Â Subtotal - Fair value of warrant liability - Series AAA Junior -3 and Series AAA Junior â€“ 4 Warrants Â Â 360,000 Â Â Â - Â Â Â 360,000 Â Â Â - Â Placement Agent Warrants: Â Beginning balance Â $ 665,000 Â Â $ 1,764,000 Â Â $ 1,571,000 Â Â $ - Â Initial fair value of warrant liability â€“ grant date(1) Â Â 134,000 Â Â Â - Â Â Â 134,000 Â Â Â 2,804,000 Â Change in fair value Â Â (212,000) Â Â (1,512,000) Â Â (1,118,000) Â Â (2,552,000) Subtotal - Fair value of warrant liability â€“ Placement Agent Warrants Â Â 587,000 Â Â Â 252,000 Â Â Â 587,000 Â Â Â 252,000 Â Total fair value of warrant liability Â $ 947,000 Â Â $ 252,000 Â Â $ 947,000 Â Â $ 252,000 Â Â (1) Estimated fair value on the date of issuance. Â The fair value of the warrants described above was estimated using the Black-Scholes-Merton option pricing model and the following weighted-average assumptions for the applicable dates:Â Â Â Â May 26, Â Â December 22, Â Â December 31, Â Â September 30, Â Â Â 2023 Â Â 2023 Â Â 2023 Â Â 2024 Â Expected Volatility Â Â 95 % Â Â 98 % Â Â 98 % Â Â 98 % Riskâ€“free interest rate Â Â 3.88 % Â Â 3.87 % Â Â 3.84 % Â Â 3.58 % Dividend yield Â Â - % Â Â - % Â Â - % Â Â - % Expected life of options (in years) Â Â 5.0-5.19 Â Â Â Â 5.0 Â Â Â Â 4.5-5.0 Â Â Â Â 3.0-5.0 Â Â -31- Table of Contents Â Preferred Stock Dividends Â During the three and nine months ended September 30, 2024, the Company paid common stock dividends on outstanding preferred stock, as follows: Â Series Designation Â Date Â Dividend Shares Â Â Fair Value Shares Issued (1) Â Series A-5 Â January 31, 2024 Â Â 2,166 Â Â $ 4,000 Â Series AA Â April 19, 2024 Â Â 476,271 Â Â Â 661,000 Â Â Â July 23, 2024 Â Â 158,860 Â Â Â 216,000 Â Series AA-3 Â April 29, 2024 Â Â 41,159 Â Â Â 60,000 Â Â Â July 23, 2024 Â Â Â 38,527 Â Â Â 52,000 Â Series AA-4 Â May 6, 2024 Â Â Â 55,497 Â Â Â 77,000 Â Â Â July 23, 2024 Â Â 1,616 Â Â Â Â 2,000 Â Series AA-5 Â May 30, 2024 Â Â 51,887 Â Â Â 65,000 Â Â Â July 23, 2024 Â Â 47,170 Â Â Â 64,000 Â Series AAA Â July 23, 2024 Â Â Â 432,025 Â Â Â 587,000 Â Series AAA-2 Â July 23, 2024 Â Â 490,295 Â Â Â 666,000 Â Series AAA-Junior Â July 26, 2024 Â Â Â 193,600 Â Â Â 273,000 Â Â Â August 26, 2024 Â Â Â 193,600 Â Â Â 240,000 Â Â Â September 24, 2024 Â Â 193,600 Â Â Â 126,000 Â Series AAA-Junior - 2 Â August 9, 2024 Â Â 88,160 Â Â Â 97,000 Â Â Â September 9, 2024 Â Â Â 88,160 Â Â Â 100,000 Â Â Â Â Â Â 2,552,593 Â Â $ 3,290,000 Â Â Â (1) Fair valued based on the closing price of the Companyâ€™s common stock on the respective common stock dividend payment date. Â Dividend Acceleration. In June and July 2024, certain existing holders of Series A, AA and AAA Preferred Stock executed Series AAA Junior Preferred Stock Offering related dividend acceleration agreements (â€œ2024 Dividend Acceleration Agreementsâ€) pursuant to which, in exchange for participation in the Series AAA Junior Preferred Stock Offering at or above a predefined threshold, all applicable remaining common stock dividends related to their existing Series A, AA and / or AAA Preferred Stock holdings were accelerated. A total ofÂ 1,168,493Â shares of common stock dividends (included in the table above)Â were paid in July 2024 pursuant to the 2024 Dividend Acceleration Agreements, with a fair value of $1,589,000, based on the closing price of the Companyâ€™s common stock on the date of issuance, which is reflected as a charge to accumulated deficit for the nine months ended September 30, 2024. Â Modifications to Series AA Additional Investment Rights Â In June 2024, certain holders of Series AA Preferred Stock with outstanding Additional Investment Rights arising from the Series AA Preferred Stock Offering (â€œSeries AA AIRsâ€), in exchange for certain Series AAA Junior Preferred Stock Offering related approvals, received (i) a six (6) month extension of the exercise period of such Series AA AIRs; and (ii) an adjustment to the conversion prices for such Series AA AIRs, to the existing conversion price floors for each respective subseries of Series AA Preferred Stock, as described in the table above. In addition, a three-month extension to the term of the Additional Investment Rights issued to holders of Series AAA Preferred Stock (â€œSeries AAA AIRsâ€)(the issuance of such Series AAA AIRs being subject to approval of stockholders), such that the Series AAA AIRs shall expire 21-months from the final closing of Series AAA Preferred Stock Offering. Â In connection with the modifications to the Series AA AIRs described above, Series AA AIRs with initial underlying common shares totaling 642,962, were modified as described above, resulting in an incremental increase in fair value totaling $294,000 which was charged to additional paid in capital as a Series AAA Junior Preferred Stock Offering financing costs in June 2024. As a result of the reduction of the Series AA AIRs conversion price, total common shares underlying the modified Series AA AIRs increased to 3,215,232 shares. Â In September 2024, remaining holders of Series AA Preferred Stock with outstanding Additional Investment Rights arising from the Series AA Preferred Stock Offering (â€œRemaining Series AA AIRsâ€), received (i) a six (6) month extension of the exercise period of such Remaining Series AA AIRs; and (ii) an adjustment to the conversion prices for such Series AA AIRs, to the existing conversion price floors for each respective subseries of Series AA Preferred Stock, as described in the table above. In addition, a three-month extension to the term of the Additional Investment Rights issued to holders of Series AAA Preferred Stock (â€œRemaining Series AAA AIRsâ€)(the issuance of such Series AAA AIRs being subject to approval of stockholders), such that the Remaining Series AAA AIRs shall expire 21-months from the final closing of Series AAA Preferred Stock Offering. Â -32- Table of Contents Â In connection with the modifications to the Remaining Series AA AIRs described above, Remaining Series AA AIRs with initial underlying common shares totaling 667,289, were modified as described above, resulting in an incremental increase in fair value totaling $70,000 which was charged to other expense in the statement of operations for the three and nine months ended September 30, 2024. As a result of the reduction of the Remaining Series AA AIRs conversion price, total common shares underlying the modified Remaining Series AA AIRs increased to 3,336,293 shares. Â As of each of the applicable AIR modification dates the Company utilized an option pricing model, employing the back solve method for purposes of determining the implied common stock value of the Company for input into a Black Scholes option pricing model to determine the fair value of the AIRs immediately before and after the modifications described above, using Level 3 inputs. Weighted average assumptions utilized in the Black Scholes option pricing model included implied (derived) common stock prices from $0.72 to $0.86, conversion prices ranging from $1.856 to $13.25 (based on the applicable original and modified preferred stock conversion prices), risk free interest rates ranging from 4.64% to 5.36%, terms ranging from .24 years to .92 years and volatility assumptions ranging from 68% to 91%. Â Â 7. COMMITMENTS AND CONTINGENCIES Â Settlement of Pending or Threatened Claims Â Pioneer Capital Anstalt Â Â In May 2024, the Company settled a dispute concerning the interpretation of certain financial terms contained within the Series AA and Series AA-2 Preferred Stock certificates of designation filed in connection with the Series AA and Series AA-2 Preferred Stock Offerings (â€œPioneer Settlementâ€). Pioneer Capital Anstalt (â€œPioneerâ€) filed a complaint in the United States District Court for the Southern District of New York seeking monetary damages and specific performance concerning the interpretation and calculation of certain financial terms applicable to Pioneerâ€™s additional investment rights agreements acquired in connection with Pioneerâ€™s participation in the Series AA and Series AA-2 Preferred Stock Offerings (â€œPioneer AA AIRsâ€)(â€œPioneer Actionâ€). In order to avoid further expense, costs, and time to litigate the action, the Parties resolved the dispute, resulting in the modification of the conversion price and conversion floor price applicable to the Pioneer AA AIRs from prices ranging from $9.43 to $13.04, down to prices ranging from $1.886 to $2.608, and the extension of the exercise term for the Pioneer AA AIRs for a period of six (6) months. The modifications to the Pioneer AIRs resulted in an incremental increase in fair value totaling $213,000 which was included as a noncash legal settlement charge in general and administrative expense in the statement of operations for the nine months ended September 30, 2024. As a result of the reduction of the Pioneer AA AIRs conversion price, total common shares underlying the modified Pioneer AA AIRs increased from 372,610 to 1,863,049 shares. Â In addition, the Company issued to Pioneer 275,000 shares of restricted common stock valued at $346,000 on the date of issuance, which was included as a noncash legal settlement charge in general and administrative expense in the statement of operations for the nine months ended September 30, 2024. In connection with the Pioneer Settlement, Pioneer filed a notice of dismissal regarding the Action. Â The Company utilized an option pricing model, employing the back solve method for purposes of determining the implied common stock value of the Company for input into a Black Scholes option pricing model to determine the fair value of the Pioneer AA AIRs immediately before and after the modifications described above, using Level 3 inputs. Weighted average assumptions utilized in the Black Scholes option pricing model included a $0.86 implied common stock price, conversion prices ranging from $1.886 to $13.04 (based on the applicable original and modified preferred stock conversion prices), risk free interest rates ranging from 5.13% to 5.36%, terms ranging from .52 years to 1.02 years and volatility assumptions ranging from 80% to 93%. Â Other Â As described above, the Note Holders made a series of investments in the Company during the period commencing January 2021 and culminating in the issuance of the Notes, which were paid in full in the first quarter of 2023. During the fourth quarter of 2023, the Note Holders made certain claims arising from an interpretation of certain rights that the Note Holders had pursuant to the terms of SPA. On March 12, 2024, the Company and the Note Holders (the â€œPartiesâ€) executed a Mutual General Release and Settlement Agreement (the â€œNote Holder Settlement Agreementâ€) settling all claims between the Parties with respect to the SPA. In consideration for the Note Holder Settlement Agreement, the Company agreed to issue the Parties an aggregate amount of 500,000 shares of common stock (the â€œSettlement Paymentâ€). The Company accrued the fair value of the Settlement Payment as of December 31, 2023 (based on the closing price of the Companyâ€™s common stock on December 31, 2023) resulting in a settlement expense of $760,000 which was included in general and administrative expense in the consolidated statement of operations for the year ended December 31, 2023. The Company issued the 500,000 shares of common stock on March 19, 2024, which were valued at $1.85 per share (the closing price of the Companyâ€™s common stock on March 19, 2024), or $924,000, resulting in additional noncash settlement expense of $164,000, which was included in general and administrative expense in the condensed consolidated statement of operations for the nine months ended September 30, 2024. Â -33- Table of Contents Â Â 8. SUBSEQUENT EVENTS Â The Company evaluated subsequent events for their potential impact on the condensed consolidated financial statements and disclosures through the date the condensed consolidated financial statements were issued and determined that, except as set forth below, no subsequent events occurred that were reasonably expected to impact the condensed consolidated financial statements presented herein. Â Equity Financing Â On October 24, 2024, the Company entered into a Securities Purchase Agreement with an accredited investor for theÂ registered directÂ offering of an aggregate of 1,136,364 shares of the Companyâ€™s common stock, par value $0.001 per share (the â€œSharesâ€), at a purchase price of $0.88 per Share.Â The Registered Direct Offering closed on October 25, 2024 and resulted in gross proceeds to the Company of approximately $1.0 million. Â Entry into Amended and Restated Equity Exchange Agreement Â On October 29, 2024, the Company entered into an Amended and Restated Equity Exchange Agreement (the â€œAmended Exchange Agreementâ€) with Infinite Reality, which amended and restated that certain Equity Exchange Agreement, dated September 30, 2024 (the â€œExchange Agreementâ€). Pursuant to the Amended Exchange Agreement, the Company will be issuing an aggregate total of 2,499,090 shares of common stock, par value $0.001 per share (â€œCommon Stockâ€), in exchange for 216,831 shares of Infinite Reality common stock (â€œInfinite Reality Common Stockâ€ and collectively, the â€œExchangeâ€). The Exchange will be consummated across two closings: (i) an initial closing of 1,215,279 shares of Common Stock in exchange for 105,445 shares of Infinite Reality Common Stock (the â€œInitial Closingâ€); and (ii) a second closing, subject to the approval of the Companyâ€™s stockholders, of 1,283,811 shares of Common Stock for 111,386 shares of Infinite Reality Common Stock. All other terms of the Exchange Agreement were not modified. Â The Exchange Shares, once exchanged pursuant to the Amended Exchange Agreement, will be exempt from the registration requirements of the Securities Act of 1933, as amended (the â€œSecurities Actâ€), pursuant to Section 4(a)(2) of the Securities Act and/or Rule 506(b) of Regulation D promulgated thereunder. Â Debt Financing Â On November 8, 2024 (the â€œEffective Dateâ€), the Company and its subsidiary, InPVP, LLC (â€œSubsidiaryâ€), entered into the Agile Loan Agreement, with Agile Capital Funding, LLC as collateral agent, and Agile, pursuant to which the Company issued to Agile a Confessed Judgment Secured Promissory Note for an aggregate value of $1.85 million (the â€œAgile Noteâ€).Â Pursuant to the Agile Loan Agreement: (i) the Agile Note matures 28 weeks from the Effective Date; (ii) carries an aggregate total interest payment of approximately $0.78Â million (the â€œApplicable Rateâ€), and (iii) immediately upon the occurrence and during the continuance of an Event of Default (as defined in the Agile Loan Agreement), interest shall accrue at a fixed per annum rate equal to the Applicable Rate plus five percent.Â The Company is required to repay all the obligations due under the Agile Loan Agreement and the Agile Note in 28 equal payments of $93,821.43, with the first payment being made to Agile on November 14, 2024, and every seven days thereafter until the Maturity Date.Â The proceeds received from the Agile Note will be used to fund general working capital needs. Â Pursuant to the Agile Loan Agreement, upon the occurrence of certain events, including (a) a change in the Companyâ€™s business other than the business engaged in by the Company on the Effective Date, (b) cause or permit, voluntarily or involuntarily, any Key Person to cease being actively engagement in the management of the Company without prior notice to Agile, (c) a change in control of the Company (expressly excluding the pending transactions with Infinite Reality, Inc.) or otherwise approve the liquidation or dissolution of the Company or its Subsidiary (collectively, a â€œChange in Business, Management, or Ownershipâ€), or (d) the Term Loan is accelerated upon the occurrence of an Event of Default, the Company shall be required to immediately pay to Agile an amount equal to the sum of: (i) all outstanding principal of the Agile Note plus accrued and unpaid interest thereon through the prepayment date, (ii) a fee equal to the aggregate and actual amount of interest (at the contract rate of interest) that would be paid through the Maturity Date (the â€œPrepayment Feeâ€), plus (iii) all other obligations that are due and payable, including, without limitation, interest at the Default Rate with respect to any past due amounts.Â The Company is allowed to make a full prepayment or partial prepayment of any or all of the Obligations arising under the Agile Loan Agreement and the Agile Note, provided, the Company shall be obligated to pay the Prepayment Fee. Â The Agile Loan Agreement imposes various restrictions on the activities of the Company, including, subject to certain exceptions set forth in the Agile Loan Agreement (including, without limitation, the pending transactions with Infinite Reality, Inc.), a prohibition on: (i) creating, incurring, assuming, or being liable for any indebtedness, or allow the Subsidiary to do so (expressly excluding up to $3,000,000 of unsecured loans through one or more third parties); (ii) any Change in Business, Management, or Ownership; (iii) fundamental changes to the Company or its subsidiaries (including certain consolidations, mergers and sales/transfers of assets outside the ordinary course of business, and limitations on the ability of the Company and its Subsidiary to grant liens upon their property or assets); (iv) pay any dividends (other than dividends payable solely in capital stock) or make any distribution or payment in respect of or redeem, retire or purchase any capital stock; (v) enter into certain transactions with the Companyâ€™s affiliates; (vi) make or permit any payment on any debt that is subordinate to the obligations under the Agile Loan Agreement and the Agile Note (expressly excluding up to $3,000,000 of unsecured loans through one or more third parties); and (vi) other than in the ordinary course of business, entering into any material agreement, or terminating or materially amending a material agreement. Â As security for the full and prompt payment and performance of any obligations arising under the Agile Loan Agreement and the Agile Note, the Company and its Subsidiary granted to Agile a continuing first priority security interest in all the assets of the Company and its Subsidiary; provided, however, the filing of a financing statement

and/or the taking of any action required to perfect Agileâ€™s security interest in the collateral may only occur upon an event of default. The Agile Loan Agreement also provides for standard Events of Default, customary provisions, including representations, warranties and covenants, indemnification, waiver of jury trial, arbitration, and the exercise of remedies upon a breach or default. Â In connection with entering into the Agile Loan Agreement, the Company was required to pay an administrative fee of $92,500 to the Collateral Agent, which was paid at the closing out of proceeds of the issuance of the Agile Note.Â Â -34- Table of Contents Â Â ITEM 2. MANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS Â References in this Quarterly Report on Form 10-Q to â€œSuper League Enterprise, Inc.â€ â€œCompany,â€ â€œwe,â€ â€œus,â€ â€œour,â€ or similar references mean Super League Enterprise, Inc. References to the â€œSECâ€ refer to the U.S. Securities and Exchange Commission. All references to â€œNote,â€ followed by a number reference herein, refer to the applicable corresponding numbered footnotes to the condensed consolidated financial statements contained elsewhere herein. Â Forward-Looking Statements Â You should read the following discussion and analysis of our financial condition and results of operations in conjunction with our condensed consolidated financial statements and the related notes included elsewhere in this interim report. Our condensed consolidated financial statements have been prepared in accordance with U.S. GAAP. The following discussion and analysis contains forward-looking statements within the meaning of SectionÂ 27A of the Securities Act of 1933, as amended (the â€œSecurities Actâ€) and SectionÂ 21E of the Securities Exchange Act of 1934, as amended (the â€œExchange Actâ€), including, without limitation, statements regarding our expectations, beliefs, intentions or future strategies that are signified by the words â€œexpect,â€ â€œanticipate,â€ â€œintend,â€ â€œbelieve,â€ or similar language. All forward-looking statements included in this document are based on information available to us on the date hereof, and we assume no obligation to update any such forward-looking statements. Our business and financial performance are subject to substantial risks and uncertainties. Actual results could differ materially from those projected in the forward-looking statements. In evaluating our business, you should carefully consider the information set forth under the heading â€œRisk Factorsâ€ included Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2023, as amended, as well as in Item II, Part 1A of this Quarterly Report on Form 10-Q (this â€œReportâ€). Readers are cautioned not to place undue reliance on these forward-looking statements. Â Overview Â Super League Enterprise, Inc. is redefining the gaming industry as a media channel for global brands. As a leading end-to-end immersive content partner, Super League enables marketers, advertisers, and IP owners to reach massive audiences through creativity, innovation, and gameplay within the worldâ€™s largest immersive platforms. Boasting an award-winning development studio, a vast community of native creators, and a proprietary suite of tools that maximize user engagement, Super League is a one-of-a-kind holistic solutions provider. Whether a partner is focused on building a world-class creative experience, achieving lift in brand awareness, inspiring deeper customer loyalty, or finding new sources of revenue, Super League is at the forefront â€“ always pioneering within immersive worlds. Â We generate revenue from (i) innovative advertising including immersive game world and experience publishing and in-game media products, (ii) direct to consumer offers, including in-game items, e-commerce, and digital collectibles, and (iii) content and technology through the production and distribution of our own, advertiser and third-party content. We operate in one reportable segment to reflect the way management and our chief operating decision maker review and assess the performance of the business. Â Infinite Reality Transaction Â On September 30, 2024, the Company entered into a binding term sheet (the â€œiR Term Sheetâ€) with Infinite Reality, Inc. (â€œInfinite Realityâ€), whereby, subject to the satisfaction of certain conditions as more specifically set forth in the iR Term Sheet (including receipt of the approval of the Companyâ€™s stockholders), and the entry into definitive documentation, the Company will: Â (iv) acquire from Infinite Reality, (a) a perpetual, royalty free license to name and to create and host events for Drone Racing League, Inc., (b) to be determined esports assets and all related intellectual property, (c) cash in the amount of up to $20 million to come from divestiture of certain assets to be determined and/or other sources of capital, (d) TalentX and all related intellectual property, (e) Fearless Media and all related intellectual property, and (f) Thunder Studios and all related intellectual property (each an â€œAssetâ€Â and, collectively, the â€œPurchased Assetsâ€)(the â€œAsset Acquisitionâ€), in exchange for the Company issuing that number of shares of a to-be designated class of its preferred stock equal in priority to existing Series A, AA and AAA preferred shares (the â€œConsideration Sharesâ€), which Consideration Shares will be convertible into 75% of the then issued and outstanding shares of Super Leagueâ€™s common stock, par value $0.001 per share (â€œCommon Stockâ€), calculated at the time of the consummation of the Asset Acquisition; Â Â Â Â Â Â Â Â Â Â (v) issue to Infinite Reality 2,499,090 shares of the Companyâ€™s Common Stock, in exchange for 139,592 shares of Infinite Realityâ€™s common stock (the â€œShare Exchangeâ€), pursuant to an Equity Exchange Agreement, and to appoint a designee of Infinite Reality to the Companyâ€™s Board of Directors (the â€œBoardâ€) upon the consummation of the Share Exchange (the â€œClosingâ€); and Â (vi) Â receive a credit facility in the amount of $30,000,000 from Infinite Reality, to be established in January 2025 (the â€œCredit Facilityâ€, and the Asset Acquisition, Share Exchange, and Credit Facility are collectively, the â€œiR Transactionâ€). Â -35- Table of Contents Â The Term Sheet contemplates that, subject to the satisfaction of the conditions contained therein (including approval of the iR Transaction by the Companyâ€™s stockholders), upon the consummation of the iR Transaction, Infinite Reality will beneficially own 84.9% of the issued and outstanding shares of the Company as of the Closing. Â Equity Exchange Agreement. On September 30, 2024, in connection with the Term Sheet and the Share Exchange, the Company entered into an Equity Exchange Agreement with Infinite Reality (the â€œExchange Agreementâ€), pursuant to which the Company agreed, subject to the receipt of the approval of the Companyâ€™s stockholders and other customary closing conditions, to issue 2,499,090 shares of Common Stock (the â€œExchange Sharesâ€) in exchange for 139,592 shares of Infinite Reality common stock of equal value, based on the Companyâ€™s Common Stock being valued at $1.30 per share. The Exchange Agreement contains representations, warranties, and covenants of the Company and Infinite Reality that are customary for a transaction of this nature. Â The Exchange Shares, once exchanged pursuant to the Exchange Agreement, will be exempt from the registration requirements of the Securities Act of 1933, as amended (the â€œSecurities Actâ€), pursuant to Section 4(a)(2) of the Securities Act and/or Rule 506(b) of Regulation D promulgated. Â On October 29, 2024, the Company entered into an Amended and Restated Equity Exchange Agreement (the â€œAmended Exchange Agreementâ€) with Infinite Reality, which amended and restated the Exchange Agreement. Pursuant to the Amended Exchange Agreement, the Company will issue an aggregate total of 2,499,090 shares of common stock, par value $0.001 per share, in exchange for 216,831 shares of Infinite Reality common stock (â€œInfinite Reality Common Stockâ€ and collectively, the â€œExchangeâ€). The Exchange will be consummated across two closings: (i) an initial closing of 1,215,279 shares of Common Stock in exchange for 105,445 shares of Infinite Reality Common Stock (the â€œInitial Closingâ€); and (ii) a second closing, subject to the approval of the Companyâ€™s stockholders, of 1,283,811 shares of Common Stock for 111,386 shares of Infinite Reality Common Stock. All other terms of the Exchange Agreement were not modified. Â Bylaw Amendment Â On June 4, 2024, the Board of Directors (the â€œBoardâ€) of the Company approved an amendment (the â€œAmendmentâ€) to the Companyâ€™s Second Amended and Restated Bylaws, effective June 4, 2024, to reduce the number of shares that are required to be present at a meeting of the Companyâ€™s stockholders (a â€œMeetingâ€) for purposes of establishing a quorum. Prior to the Amendment, the presence, in person or by proxy duly authorized, of the holders of a majority of the outstanding shares of stock was required to establish a quorum for the transaction of business at a Meeting. As approved in the Amendment, the presence, in person or by proxy duly authorized, of the holders of not less than one-third (1/3)Â of the outstanding shares of stock entitled to vote will constitute a quorum for the transaction of business at a Meeting. Â The Board adopted the Amendment to more practically obtain a quorum and conduct business at a Meeting. The Board based its decision on the increasing prevalence of brokerage firms opting to forgo discretionary or proportionate voting of the shares held by them in street name, which is making it increasingly difficult for companies with a large retail stockholder base to obtain a quorum of the majority. The change to the quorum requirement was made to improve the Companyâ€™s ability to hold Meetings when called. Â Reverse Stock Split Â On September 7, 2023, the Company filed a Certificate of Amendment (the â€œAmendmentâ€) to the Companyâ€™s Second Amended and Restated Certificate of Incorporation, as Amended (the â€œCharterâ€), which became effective September 11, 2023, to effect a reverse stock split of the Companyâ€™s issued and outstanding shares of common stock, par value $0.001 per share, at a ratio of 1-for-20 (the â€œReverse Splitâ€). All references to common stock, warrants to purchase common stock and other rights, options to purchase common stock, restricted stock, share data, per share data and related information contained in the financial statements have been retroactively adjusted to reflect the effect of the Reverse Split for all periods presented. Â Acquisition of Melon, Inc. Â On May 4, 2023, we entered into an Asset Purchase Agreement (the â€œPurchase Agreementâ€) with Melon, Inc., a Delaware corporation (â€œMelonâ€), pursuant to which the Company acquired substantially all of the assets of Melon (the â€œMelon Assetsâ€) (the â€œAcquisitionâ€). The consummation of the Acquisition (the â€œClosingâ€) occurred simultaneously with the execution of the Purchase Agreement. Melon is a development studio building innovative virtual worlds in partnership with powerful consumer brands across music, film, TV, sports, fashion and youth culture.Â With this acquisition, Super League further strengthens its position as a one-stop solutions provider and strategic operating partner for marquee brands and businesses seeking to expand and activate communities throughout the gaming metaverse. Â At the Closing, the Company paid an aggregate total of $900,000 to Melon (the â€œClosing Considerationâ€), of which $150,000 was paid in the form of the forgiveness of certain working capital advances paid to Melon in the equivalent amount, and the remaining $750,000 was paid in the form of shares of the Companyâ€™s common stock, valued at $0.4818 (the â€œClosing Share Priceâ€), the VWAP, as quoted on the Nasdaq Capital Market, for the five (5) trading days immediately preceding May 4, 2023. Â Pursuant to the terms and subject to the conditions of the Purchase Agreement, up to an aggregate of $2,350,000 (the â€œContingent Considerationâ€) will be payable to Melon in connection with the achievement of certain revenue milestones for the period from the Closing until December 31, 2023 (the â€œFirst Earnout Periodâ€) in the amount of $1,000,000, and for the year ending December 31, 2024 (the â€œSecond Earnout Periodâ€) in the amount of $1,350,000 (the â€œSecond Earnout Periodâ€ and the â€œFirst Earnout Periodâ€ are collectively referred to as the â€œEarnout Periodsâ€). The Contingent Consideration is payable in the form of cash and common stock, with $600,000 of the aggregate Contingent Consideration being payable in the form of cash, and $1,750,000 payable in the form of common stock, valued at the greater of (a) the Closing Share Price, and (b) the volume weighted average price (â€œVWAPâ€) for the five trading days immediately preceding the end of each respective Earnout Period. Â -36- Table of Contents Â Executive Summary Â During the three and nine months ended September 30, 2024 we continued to demonstrate the effectiveness of our overall strategy, providing us with increasing opportunities to earn a greater share of advertisersâ€™ wallet, as demonstrated by larger average deal sizes and continued high repeat customer percentages, and our focus on cost reductions and optimization has positively impacted operating leverage. Â Three Months Ended September 30, 2024 Â Revenue for the three months ended September 30, 2024 totaled $4.4 million, a decrease of $2.8 million or 38%, compared to $7.2 million for the comparable prior year quarter. The decrease in revenue for the three months ended September 30, 2024 reflected a mix of industry softness in ad sales, stemming from macro environmental factors including consumer spending softness, continued market education and adoption of immersive platforms as a marketing channel, the shift of certain revenues and program start delays to future periods by advertisers, and a reduction in Minehut related media sales revenues in connection with the sale of our Minehut digital property in the first quarter of 2024. Â Cost of revenue for the three months ended September 30, 2024 decreased $1.9 million, or 42% to $2.7 million, compared to $4.7 million in the comparable prior year quarter, driven primarily by the 38% decrease in quarterly revenues for the same periods. Â As a percentage of revenue, gross profit for the three months ended September 30, 2024 was 39%, compared to 35% for the prior year comparable quarter. Results for the three months ended September 30, 2023 included the impact of partial delivery under a significant custom integration and platform media revenue contract with a customer that had a higher average direct cost profile, compared to the other programs that generated revenues during the prior year comparable quarter. Â Total operating expense for the three months ended September 30, 2024 decreased $1.9 million, or 26% to $5.2 million, compared to $7.0 million in the comparable prior year quarter. Excluding noncash stock compensation expense, intangible assetÂ amortization expense, mark to market related fair value adjustments, and other noncash charges (collectively, â€œnoncash charges and creditsâ€), totaling $968,000, operating expense for the three months ended September 30, 2024 and 2023 was $4.2Â million and $6.0 million, respectively, reflecting a $1.8 million, or 30% decrease compared to the prior year quarter, reflecting the impact of our ongoing focus on cost reductions and operating efficiencies. Net loss for the three months ended September 30, 2024, which includes the impact of noncash charges and credits totaling $968,000, was $3.6Â million or $(0.54) per share, compared to a net loss of $3.0 million, or $(3.19) per share, in the comparable prior year quarter. The numerator utilized in the calculation of net loss per share for the three months ended September 30, 2024 included noncash common stock dividends paid in connection with outstanding preferred stock, with a total fair value of $1.7 million, which is also included as a charge to accumulated deficit for the three months ended September 30, 2024. The numerator utilized in the calculation of net loss per share for the three months ended September 30, 2023 included a noncash deemed dividend in connection with outstanding preferred stock, with a total fair value of $6.4 million, which is also included as a charge to accumulated deficit for the three months ended September 30, 2023. Â Nine Months Ended September 30, 2024 Â Revenue for the nine months ended September 30, 2024 totaled $12.8 million compared to $15.6 million for the comparable prior year period. The decrease in revenue for the nine months ended September 30, 2024 reflected a mix of industry softness in ad sales, stemming from macro environmental factors including consumer spending softness, continued market education and adoption of immersive platforms as a marketing channel, the shift of certain revenues and program start delays to future periods by advertisers, and a reduction in Minehut related media sales revenues in connection with the sale of our Minehut digital property in the first quarter of 2024. Â Cost of revenue for the nine months ended September 30, 2024 decreased $1.9 million, or 20% to $7.7 million, compared to $9.5 million in the comparable prior year period, driven primarily by the 18% decrease in revenues for the same year to date periods. As a percentage of revenue, gross profit for the nine months ended September 30, 2024 was 40%, compared to 39% for the prior year comparable period. Â Total operating expense for the nine months ended September 30, 2024 decreased $8.7 million, or 34% to $17.3 million, compared to $26.0 million in the comparable prior year period. Excluding noncash charges and credits totaling $3.6 million and $7.8 million, respectively, operating expense for the nine months ended September 30, 2024 and 2023 was $13.7Â million and $18.2 million, respectively, reflecting a $4.5 million, or 25% decrease compared to the prior year period, reflecting the impact of our ongoing focus on cost reductions and operating efficiencies. Net loss for the nine months ended September 30, 2024, which includes the impact of noncash charges and credits totaling $3.6 million, was $11.3Â million or $(2.00) per share, compared to a net loss of $17.1 million, or $(10.25) per share, in the comparable prior year period. The numerator utilized in the calculation of net loss per share included common stock dividends paid in connection with outstanding preferred stock, with a total fair value of $3.3 million, which is also included as a charge to accumulated deficit for the nine months ended September 30, 2024. The numerator utilized in the calculation of net loss per share for the nine months ended September 30, 2023 included a noncash deemed dividend in connection with outstanding preferred stock, with a total fair value of $6.4 million, which is also included as a charge to accumulated deficit for the nine months ended September 30, 2023. Â Seasonality Â Our revenue fluctuates quarterly and is generally higher in the second half of our fiscal year, with the fourth quarter typically representing our highest revenue quarter each year. Advertising spending is traditionally seasonally strong in the second half of each year, reflecting the impact of seasonal back to school, game release and holiday season advertising spending by brands and advertisers. We believe that this seasonality in advertising spending affects our quarterly results, which generally reflect relatively higher advertising revenue in the second half of each year, compared to the first half of the year. Â -37- Table of Contents Â Meta Stadiums Collaboration Â In August 2024 , we announced a strategic partnership with Meta-Stadiums, a cutting-edge platform to build, customize, and manage virtual stadiums in the metaverse, to combine capabilities and offer cross-platform immersive experiences and events to music artists, sports teams, entertainment companies, and consumer brands. The alliance creates a world-class end-to-end provider of metaverse programs and strategies that reaches all corners of the virtual universe, from bespoke 3D spaces to the most popular immersive platforms such as Roblox, Fortnite Creative, The Sandbox, Decentraland, and Minecraft. Â Common Sense Networks Initiative Â In March 2024, we announced an initiative with Common Sense Networks, the award winning, singular leader in age appropriate content moderation standards and owner of Sensical, the groundbreaking streaming and FAST channel service for kids 2-12, that enables brands to connect with young audiences on a global scale in safe and suitable ways across major gaming and video platforms, including Roblox, Fortnite Creative, Minecraft, YouTube, TikTok, and beyond. Â GSTV Partnership Â In March 2024, we announced a partnership with GSTV, the national on-the-go video network engaging and entertaining targeted audiences at scale across tens of thousands of fuel retailers. The partnership will unite the physical journey of consumers with the expansive digital world of gaming. Initially, the partnership brings Super Leagueâ€™s popular Metaburst gaming news segment to GSTV, keeping millions of viewers at fuel and convenience retailers across the country updated on the latest trends and advancements in the 3D web, virtual worlds and platforms like Roblox and Fortnite. GSTV and Super League are also collaborating on other integration opportunities that unite physical and digital retail engagement to provide brands with innovative and exciting ways to reach a broad base of consumers. In addition to extending in-game content to GSTV screens, the Super League Loyalty & Reward platform will power custom omnichannel programs that reward Roblox users with seamless real world benefits from GTSV partners, and create opportunities for GSTV audience family members to enjoy special rewards within Roblox. Â Chartis

Partnership Â In March 2024, we announced new capabilities for our entertainment and consumer brand clients in Fortnite Creative via a partnership withÂ Chartis. Chartis is a platform focused on Unreal Editor for Fortnite (UEFN), offering a rapidly-growing suite of tools to make it easier and more intuitive for creators to build original games and experiences within Fortnite Creative, where an increasing segment of the blockbuster gameâ€™s 70 million monthly players spend their time. The partnership with Chartis enables Super League and its prominent global brand partners to tap into the Chartis Network, a coalition of independent Fortnite Creative developers with more than 157 million monthly plays and nearly one billion monthly impressions. Together, the companies will provide unparalleled opportunities for brands to launch new Fortnite Creative Islands and custom integrations. Â Condensed Consolidated Results of Operations Â The following table sets forth a summary of our results of operations for the three and nine months ended September 30, 2024 and 2023 (dollars in thousands) (Unaudited): Â Â Â Three Months Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Nine Months Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Ended September 30, Â Â Change Â Â Ended September 30, Â Â Change Â Â Â 2024 Â Â 2023 Â Â Â $ Â Â Â % Â Â Â 2024 Â Â Â 2023 Â Â Â $ Â Â Â % Â REVENUE Â $ 4,431 Â Â Â $ 7,195 Â Â Â $ (2,764) Â Â (38)% Â $ 12,756 Â Â Â $ 15,569 Â Â Â $ (2,813) Â Â (18)% COST OF REVENUE Â Â Â 2,706 Â Â Â 4,655 Â Â Â (1,949) Â Â (42)% Â Â Â 7,653 Â Â Â 9,512 Â Â Â (1,859) Â Â (20)% GROSS PROFIT Â Â Â 1,725 Â Â Â 2,540 Â Â Â (815) Â Â (32)% Â Â Â 5,103 Â Â Â 6,057 Â Â Â (954) Â Â (16)% OPERATING EXPENSE Â Selling, marketing and advertising Â Â 2,397 Â Â Â 3,161 Â Â Â (764) Â Â (24)% Â Â 7,306 Â Â Â 8,767 Â Â Â (1,461) Â Â (17)% Engineering, technology and development Â Â 914 Â Â Â 2,066 Â Â Â (1,152) Â Â (56)% Â Â 3,405 Â Â Â 7,268 Â Â Â (3,863) Â Â (53)% General and administrative Â Â 1,935 Â Â Â 2,271 Â Â Â (336) Â Â (15)% Â Â 6,558 Â Â Â 7,094 Â Â Â (536) Â Â (8)% Contingent consideration Â Â (68) Â Â (462) Â Â 394 Â Â Â 85 % Â Â (15) Â Â 546 Â Â Â (561) Â Â (103)% Loss on intangible asset disposal Â Â - Â Â Â - Â Â Â - Â Â Â - % Â Â - Â Â Â 2,284 Â Â Â (2,284) Â Â (100)% Total operating expense Â Â 5,178 Â Â Â 7,036 Â Â Â (1,858) Â Â (26)% Â Â 17,254 Â Â Â 25,959 Â Â Â (8,705) Â Â (34)% NET LOSS FROM OPERATIONS Â Â (3,453) Â Â (4,496) Â Â (1,043) Â Â (23)% Â Â (12,151) Â Â (19,902) Â Â (7,751) Â Â (39)% OTHER INCOME (EXPENSE), NET Â Â (179) Â Â 1,512 Â Â Â (1,691) Â Â (112)% Â Â 804 Â Â Â 2,533 Â Â Â (1,729) Â Â (68)% Loss before benefit from income taxes Â Â (3,632) Â Â (2,984) Â Â 648 Â Â Â 22 % Â Â (11,347) Â Â (17,369) Â Â (6,022) Â Â (35)% Benefit from income taxes Â Â - Â Â Â - Â Â Â - Â Â Â - % Â Â - Â Â Â 313 Â Â Â (313) Â Â (100)% NET LOSS Â $ (3,632) Â $ (2,984) Â $ 648 Â Â Â 22 % Â $ (11,347) Â $ (17,056) Â $ (5,709) Â Â (33)% Â -38- Table of Contents Â Comparison of the Results of Operations for the Three and Nine Months Ended September 30, 2024 and 2023 Â Revenue (dollars in thousands) (Unaudited) Â Â Â Three Months Ended September 30, Â Â Change Â Â Nine Months Ended September 30, Â Â Change Â Â Â 2024 Â Â 2023 Â Â Â $ Â Â Â % Â Â 2024 Â Â 2023 Â Â Â $ Â Â Â % Â Media and advertising Â $ 1,538 Â Â Â $ 2,886 Â Â Â $ (1,348) Â Â (47)% Â $ 4,637 Â Â Â $ 6,904 Â Â Â $ (2,267) Â Â (33)% Publishing and content studio Â Â 2,646 Â Â Â 3,960 Â Â Â (1,314) Â Â (33)% Â Â 7,388 Â Â Â 7,547 Â Â Â (159) Â Â (2)% Direct to consumer Â Â 247 Â Â Â 349 Â Â Â (102) Â Â (29)% Â Â 731 Â Â Â 1,118 Â Â Â (387) Â Â (35)% Â Â Â $ 4,431 Â Â Â $ 7,195 Â Â Â $ (2,764) Â Â (38)% Â $ 12,756 Â Â Â $ 15,569 Â Â Â $ (2,813) Â Â (18)% Â Â Â Three Months Ended September 30, Â Â Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Number of customers > 10% of revenue / percent of revenue Â Two / 25% Â Â Two / 36% Â Â Two / 23% Â Â - / -% Â By revenue category: Â Media and advertising Â - / -% Â Â One / 17% Â Â One / 11% Â Â - / -% Â Publishing and content studio Â Two / 25% Â Â One / 19% Â Â One / 12% Â Â - / -% Â Â Three Months Ended September 30, 2024, Compared to the Three Months Ended September 30, 2023: Â â— Total revenue decreased $2.8 million, or 38% to $4.4 million, compared to $7.2 million in the comparable prior year quarter. Â â— Media and advertising revenue decreased $1.3 million, or 47%, to $1.5 million, compared to $2.9 million in the comparable prior year quarter. The change reflected a $1.0 million decrease in influencer marketing revenue and a $522,000 decrease in on-platform related media sales revenue, partially offset by a $174,000 increase in off-platform related media sales revenue. The decrease in on-platform related media revenue reflects the impact of the sale of our Minehut Assets discussed above, and the treatment of 60% of Minehut related media direct net sales for the period as a reduction of the receivable established in connection with the GS Agreement, as described elsewhere herein. Gross Minehut related direct sales for the three months ended September 30, 2024 totaled $67,000, of which $40,000 was accounted for as a reduction of the initial receivable from GamerSafer established upon sale of the Minehut Assets. Minehut related media sales for the third quarter of 2023 totaled $269,000. Â â— Publishing and content studio revenue decreased $1.3 million, or 33%, to $2.6 million, compared to $4.0 million in the comparable prior year quarter, driven primarily by a net $0.9 million decrease in custom game development and immersive experience related revenues. Revenues for the three months ended September 30, 2023 included $1.3 million of revenues for the Kraft Lunchables custom game development experience. Revenues for the three months ended September 30, 2024 included revenues from immersive experiences for the International Olympic Committee (â€œIOCâ€), Google, Inc., DreamWorks: The Wild Robot, Hi-Chew, American Egg Board, Bandi Namco, Maybelline and Old Navy, among others. Â â— Direct to consumer revenue decreased $102,000, or 29%, to $247,000, compared to $349,000 in the comparable prior year quarter. The decrease primarily reflects the impact of the sale of our Minehut Assets in the first quarter of 2024, which prior to the sale, also generated direct to consumer Minecraft server related subscription revenues for the Company. Minehut direct to consumer related revenues for the three months ended September 30, 2023 totaled $127,000. Â Nine Months Ended September 30, 2024, Compared to the Nine Months Ended September 30, 2023: Â â— Total revenue decreased $2.8 million, or 18% to $12.8 million, compared to $15.6 million in the comparable prior year period. Â â— Media and advertising revenue decreased $2.3 million, or 33%, to $4.6 million, compared to $6.9 million in the comparable prior year period. The change reflected a $2.4 million decrease in on-platform related media sales revenue and a $730,000 decrease in influencer marketing revenue, partially offset by a $541,000 increase in off-platform related media sales revenue. The decrease in off-platform related media revenue reflects the impact of the sale of our Minehut Assets discussed above. Minehut related media sales for the nine months ended September 30, 2023 totaled $716,000. Â -39- Table of Contents Â â— Publishing and content studio revenue was relatively flat, totaling $7.4 million for the nine months ended September 30, 2024, compared to $7.5 million in the comparable prior year period. Publishing and content studio revenue for the nine months ended September 30, 2024 included custom game development and immersive experience related revenues for the International Olympic Committee (â€œIOCâ€), Google, Inc., Visa, Inc., Maybelline, Claireâ€™s, Kraft Lunchables, Skechers, Lego, DreamWorks: The Wild Robot, Avid Technology, Universal Pictures, American Heart Association and Westpac, among others. Â â— Direct to consumer revenue decreased $387,000, or 35%, to $731,000, compared to $1.1 million in the comparable prior year period. The decrease primarily reflects the impact of the sale of our Minehut Assets in the first quarter of 2024, which prior to the sale, also generated direct to consumer Minecraft server related subscription revenues for the Company. Minehut direct to consumer related revenues for the nine months ended September 30, 2023 totaled $401,000. Â Cost of Revenue Â Cost of revenue includes direct costs incurred in connection with the satisfaction of performance obligations under our revenue arrangements including internal and third-party engineering, creative, content, broadcast and other personnel, talent and influencers, internal and third-party game developers, content capture and production services, direct marketing, cloud services, software, prizing, and revenue sharing fees. Cost of revenueÂ fluctuates period to period based on the specific programs and revenue streams contributing to revenue each period and the related cost profile of our physical and digital experiences, media and advertising campaigns and publishing and content studio sales activities occurring each period. Â Three Months Ended September 30, 2024, Compared to the Three Months Ended September 30, 2023: Â Â â— Cost of revenue decreased $1.9 million, or 42%, relatively consistent with the 38% decrease in related revenues for the quarterly periods presented. The greater than proportional change in cost of revenue was due to the impact of partial delivery under a significant custom integration and platform media revenue contract with a customer that had a higher average direct cost profile, compared to the other programs that generated revenues during the prior year comparable quarter. Â Nine Months Ended September 30, 2024, Compared to the Nine Months Ended September 30, 2023: Â Â â— Cost of revenue decreased $1.9 million, or 20%, relatively consistent with the 18% decrease in related revenues for the year to date periods presented. The greater than proportional change in cost of revenue was due to the impact of partial delivery under a significant custom integration and platform media revenue contract with a customer that had a higher average direct cost profile, compared to the other programs that generated revenues during the prior year comparable period. Â Operating Expense Â Refer to the table summarizing our results of operations for the three and nine months ended September 30, 2024 and 2023Â above. Â Noncash stock-based compensation. Noncash stock-based compensation expense for the periods presented was included in the following operating expense line items (dollars in thousands) (Unaudited): Â Â Â Three Months Ended September 30, Â Â Change Â Â Nine Months Ended September 30, Â Â Change Â Â Â 2024 Â Â 2023 Â Â Â $ Â Â Â % Â Â 2024 Â Â 2023 Â Â Â $ Â Â Â % Â Â Sales, marketing and advertising Â $ 124 Â Â Â $ 231 Â Â Â $ (107) Â Â (46)% Â $ 378 Â Â Â $ 631 Â Â Â $ (253) Â Â (40)% Engineering, technology and development Â Â 6 Â Â Â 14 Â Â Â (8) Â Â (57)% Â Â 23 Â Â Â 205 Â Â Â (182) Â Â (89)% General and administrative Â Â 226 Â Â Â 398 Â Â Â (172) Â Â (43)% Â Â 585 Â Â Â 1,339 Â Â Â (754) Â Â (56)% Total noncash stock compensation expense Â $ 356 Â Â Â $ 643 Â Â Â $ (287) Â Â (44)% Â $ 986 Â Â Â $ 2,175 Â Â Â $ (1,189) Â Â (55)% Â Â Three and Nine Months Ended September 30, 2024 Compared to the Three and Nine Months Ended September 30, 2023 Â Â â— The net decrease in noncash stock compensation expense for the three and nine months ended September 30, 2024 was primarily due to a $162,000 and $302,000, respectively, reduction in noncash stock compensation expense due to the Executive Grant Modifications and Employee Grant Modifications described below, including accelerated vesting due to partial vesting of a portion of the replacement grants in the prior year periods, a $30,000 and $179,000, respectively, decrease due to net reductions in headcount since the end of the prior year period, and a $88,000 and $333,000, respectively, reduction in connection with the granting of the Modified PSUs, with accelerated amortization in the prior year periods, due to the market based vesting conditions and use of a Monte Carlo simulation model and lower grant date fair values reflecting lower stock prices on the applicable grant date, compared to the Original PSUs expensed in the prior year periods. Â -40- Table of Contents Â Modifications to Equity-Based Awards Â Â Â â— On January 1, 2022, the Company issued 67,500 performance stock units (â€œOriginal PSUsâ€) under the Companyâ€™s 2014 Amended and Restated Stock Option and Incentive Plan, which vest in five equal increments of 13,500 PSUs, based on satisfaction of certain market based vesting conditions. The Original PSUs were fully expensed as of June 30, 2023. Noncash stock compensation expense related to the Original PSUs totaled $0Â and $298,000Â for the three and nine months ended September 30, 2023, respectively. Â Â â— On April 30, 2023, the Board approved the cancellation of the 67,500 Original PSUs previously granted to certain executives (four plan participants in total) under the 2014 Plan (as described above). In exchange for the cancelled Original PSUs, the executives were granted an aggregate of 67,500 PSUs, which vest, over a five-year term, upon the Companyâ€™s common stock achieving certain VWAP goals as described at Note 2, elsewhere herein (â€œModified PSUsâ€). Total incremental compensation cost related to the Modified PSUs totaled $540,000 which is recognized prospectively over the implied service period, ranging from .69 years to 1.5 years, calculated in connection with the Monte Carlo simulation model used to determine the fair value of the equity awards immediately before and after the modifications. Noncash stock compensation expense related to the Modified PSUs totaled $28,000 and $125,000 for the three and nine months ended September 30, 2024, respectively. Noncash stock compensation expense related to the Modified PSUs totaled $131,000 and $220,000 for the three and nine months ended September 30, 2023, respectively. Â Â â— On April 30, 2023, the Board approved the cancellation of certain stock options to purchase an aggregate of 58,951 shares of the Companyâ€™s common stock previously granted to certain executives and employees (six plan participants in total) under the Companyâ€™s 2014 Amended and Restated Employee Stock Option and Incentive Plan (the â€œ2014 Planâ€), with an average exercise price of approximately $56.40. In addition, the Board approved the cancellation of certain warrants to purchase an aggregate of 26,100 shares of the Companyâ€™s common stock previously granted to certain executives and employees, with an average exercise price of approximately $199.80. In exchange for the cancelled options and warrants, certain executives and employees were granted options to purchase an aggregate of 305,000 shares of common stock under the 2014 Plan, at an exercise price of $9.80 (the closing price of the Companyâ€™s common stock as listed on the Nasdaq Capital Market on April 28, 2023, the last trading day before the approval of the awards), with one-third of the options vesting on the April 30, 2023, the grant date, with the remainder vesting monthly over the thirty-six month period thereafter, subject to continued service (â€œExecutive Grant Modificationsâ€) (collectively, â€œModified Executive Grantsâ€). The grant and exercise of the Modified Executive Grants was contingent upon the Company receiving approval from its stockholders to increase the number of shares available under the 2014 Plan, which was obtained in connection with the Companyâ€™s 2023 annual shareholder meeting in September 2023. As such, the grant date and the commencement of noncash stock compensation amortization for the Modified Executive Grants was September 7, 2023. Total incremental compensation cost related to the Modified Executive Grants totaled $347,000, $112,000 of which related to vested awards as of the modification date and was recognized as expense immediately, and $235,000 related to unvested awards which is recognized prospectively over the remaining service period of 3 years. Noncash stock compensation expense related to the Modified Executive Grants totaled $54,000 and $162,000 for the three and nine months ended September 30, 2024, respectively. Noncash stock compensation expense related to the Modified Executive Grants totaled $132,000 for the three and nine months ended September 30, 2023. Â Â â— On May 1, 2023, the Board approved the cancellation of options to purchase an aggregate of 29,224 shares of the Companyâ€™s common stock previously granted to its employees (68 plan participants in total) under the 2014 Plan, in exchange for newly issued options to purchase an aggregate of 63,900 shares of the Companyâ€™s common stock under the 2014 Plan, at an exercise price equal to the closing trading price on May 1, 2023, or $9.81, with a range of zero to one-third of the options vesting on the May 1, 2023, the grant date, dependent upon the tenure of the employee, and the remainder vesting monthly over the forty-eight month period thereafter, subject to continued service (â€œEmployee Grant Modificationsâ€) (collectively, â€œModified Employee Grantsâ€). Unrecognized compensation expense related to the original award as of the date of the Employee Grant Modifications totaled $960,000 which is recognized prospectively over the remaining service period of 4 years. Total incremental compensation cost related to the Modified Employee Grants totaled $449,000, $101,000 of which related to vested awards as of the modification date and was recognized as expense immediately, and $348,000 related to unvested awards which is recognized prospectively over the remaining service period of 4 years. Noncash stock compensation expense related to the Modified Employee Grants totaledÂ $39,000 and $135,000 for the three and nine months ended September 30, 2024, respectively. Noncash stock compensation expense related to the Modified Employee Grants totaled $56,000 and $224,000 for the three and nine months ended September 30, 2023, respectively. Â -41- Table of Contents Â Amortization of intangible assets. Amortization expense for the periods presented was included in the following operating expense line items (dollars in thousands) (Unaudited): Â Â Â Three Months Ended September 30, Â Â Change Â Â Nine Months Ended September 30, Â Â Change Â Â Â 2024 Â Â 2023 Â Â Â $ Â Â Â % Â Â 2024 Â Â 2023 Â Â Â $ Â Â Â % Â Â Sales, marketing and advertising Â $ 199 Â Â Â $ 534 Â Â Â $ (335) Â Â (63)% Â $ 596 Â Â Â $ 1,591 Â Â Â $ (995) Â Â (63)% Engineering, technology and development Â Â 229 Â Â Â 492 Â Â Â (263) Â Â (53)% Â Â 736 Â Â Â 1,656 Â Â Â (920) Â Â (56)% General and administrative Â Â 182 Â Â Â 202 Â Â Â (20) Â Â (10)% Â Â 564 Â Â Â 584 Â Â Â (20) Â Â (3)% Intangible asset disposal Â Â - Â Â Â - Â Â Â - Â Â Â - % Â Â - Â Â Â 2,284 Â Â Â (2,284) Â Â (100)% Total amortization expense Â $ 610 Â Â Â $ 1,228 Â Â Â $ (618) Â Â (50)% Â $ 1,896 Â Â Â $ 6,115 Â Â Â $ (4,219) Â Â (69)% Â Amortization expense for the three and nine months ended September 30, 2024 decreased primarily due to a $7.1 million write-down of our partner relationship related intangible assets in the fourth quarter of the year ended December 31, 2023, comprised of our Microsoft Minecraft server and InPvP developed technology intangible assets originally acquired in connection with the acquisition of Mobcrush, Inc. in June 2021. The write-down resulted in a $7.1 million decrease in the carrying value of the related intangible assets as of December 31, 2023, and a corresponding decrease in scheduled future quarterly and annual amortization expense for the remaining carrying value of the applicable intangible assets, commencing in the first quarter of 2024 (remaining carrying value totaled $860,000 as of December 31, 2023). Amortization expense related to our partner relationship related intangible assets, comprised of our Microsoft Minecraft server and InPvP developed technology intangible assets, for the three and nine months ended September 30, 2024 totaled $50,000 and $150,000, respectively. Amortization expense related to our partner relationship related intangible assets, comprised of our Microsoft Minecraft server and InPvP developed technology intangible assets, for the three and nine months ended September 30, 2023 totaled $502,000 and $1,506,000, respectively. Â In June 2023,Â the Company assigned the intangible assets originally acquired in connection with the Companyâ€™s acquisition of Bannerfy in fiscal year 2021, to the original sellers. The assets were disposed of in connection with managementâ€™s review of operations and decision to allocate resources elsewhere. As a result, in the second quarter of 2023, the Company recorded a write-off of net developed technology related intangible assets acquired in connection with the acquisition of Bannerfy totaling $2,284,000. Amortization expense for the disposed Bannerfy related intangible assets for the three and nine months ended September 30, 2023 totaled $0 and $201,000, respectively. Â Selling, Marketing and Advertising Â Three Months Ended September 30, 2024, Compared to the Three Months Ended September 30, 2023: Â Selling, marketing and advertising expense decreased $764,000, or 24% due primarily to a $335,000, or 63% reduction in amortization expense related to the write-down of our partner relationship related intangible assets as described above, and a $107,000 decrease in selling and marketing personnel related noncash stock compensation

expense, as described above. Â Nine Months Ended September 30, 2024, Compared to the Nine Months Ended September 30, 2023: Â Selling, marketing and advertising expense decreased $1.5 million, or 17% due primarily to a $1.0 million, or 63% reduction in amortization expense related to the write-down of our partner relationship related intangible assets as described above, and a $253,000 decrease in selling and marketing personnel related noncash stock compensation expense, as described above. Â Engineering, Technology and DevelopmentÂ Â Components of our platform are available on a â€œfree to use,â€ â€œalways on basis,â€ and are utilized and offered as an audience acquisition tool, as a means of growing our audience, engagement, viewership, players and community. Engineering, technology and development related operating expense include the costs described below, incurred in connection with our audience acquisition and viewership expansion activities. Engineering, technology and development related operating expense includes (i) allocated internal engineering personnel expense, including salaries, noncash stock compensation, taxes and benefits, (ii) third-party contract software development and engineering expense, (iii) internal use software cost amortization expense, and (iv) technology platform related cloud services, broadband and other platform expense, incurred in connection with our audience acquisition and viewership expansion activities, including tools and product offering development, testing, minor upgrades and features, free to use services, corporate information technology and general platform maintenance and support.Â Capitalized internal use software development costs are amortized on a straight-line basis over the softwareâ€™s estimated useful life.Â Â -42- Table of Contents Â Three Months Ended September 30, 2024, Compared to the Three Months Ended September 30, 2023: Â Engineering, technology and development costs decreased $1.2 million, or 56%, driven primarily by the following:Â Â â— Decrease in cloud services and other technology platform costs totaling $243,000, or 60%, and a decrease in product and engineering personnel expense totaling $662,000, or 61%, reflecting the impact of related personnel and other cost reduction activities, including the sale of our Minehut assets. Â â— Decrease in developed technology related intangible asset amortization expense totaling $263,000, or 53% resulting primarily from the write-down of our Microsoft Minecraft Server, and InPvP developed technology related intangible asset as of December 31, 2023. Â Nine Months Ended September 30, 2024, Compared to the Nine Months Ended September 30, 2023: Â Engineering, technology and development costs decreased $3.9 million, or 53%, driven primarily by the following:Â Â â— Decrease in cloud services and other technology platform costs totaling $1.2 million, or 64%, and a decrease in product and engineering personnel and noncash stock compensation expense totaling $1.5 million, or 48%, and $182,000, or 89%, respectively, reflecting the impact of related personnel and other cost reduction activities, including the sale of our Minehut assets. Â â— Decrease in developed technology related intangible asset amortization expense totaling $920,000, or 56% resulting primarily from the write-down of our Microsoft Minecraft Server, InPvP developed technology and Bannerfy technology related intangible assets, respectively, during the year ended December 31, 2023, as described above. Â General and Administrative Â General and administrative expense for the periods presented was comprised of the following (dollars in thousands) (Unaudited): Â Â Â Three Months Ended September 30, Â Â Change Â Â Nine Months Ended September 30, Â Â Change Â Â Â 2024 Â Â 2023 Â Â $ Â Â % Â Â 2024 Â Â 2023 Â Â $ Â Â % Â Personnel costs Â $ 378 Â Â $ 542 Â Â $ (164) Â Â (30)% Â $ 1,331 Â Â $ 1,729 Â Â $ (398) Â Â (23)% Office and facilities Â Â 49 Â Â Â 48 Â Â Â 1 Â Â Â 2 % Â Â 147 Â Â Â 153 Â Â Â (6) Â Â (4)% Professional fees Â Â 228 Â Â Â 183 Â Â Â 45 Â Â Â 25 % Â Â 799 Â Â Â 660 Â Â Â 139 Â Â Â 21 % Stock-based compensation Â Â 227 Â Â Â 398 Â Â Â (171) Â Â (43)% Â Â 585 Â Â Â 1,339 Â Â Â (754) Â Â (56)% Depreciation and amortization Â Â 205 Â Â Â 224 Â Â Â (19) Â Â (8)% Â Â 621 Â Â Â 651 Â Â Â (30) Â Â (5)% Other Â Â 848 Â Â Â 876 Â Â Â (28) Â Â (3)% Â Â 3,075 Â Â Â 2,562 Â Â Â 513 Â Â Â 20 % Total general and administrative expense Â $ 1,935 Â Â $ 2,271 Â Â $ (336) Â Â (15)% Â $ 6,558 Â Â $ 7,094 Â Â $ (536) Â Â (8)% Â A summary of the main drivers of the change in general and administrative expense for the periods presented is as follows: Â For the Three Months Ended September 30, 2024, Compared to the Three Months Ended September 30, 2023: Â â— Personnel costs decreased due to headcount reductions in various corporate, general and administrative functions in connection with ongoing cost reduction and optimization activities. Â â— Professional fees expense increased due to additional audit and third-party valuation fees incurred in connection with various fiscal year 2023 complex, nonstandard transactions, including the Melon Acquisition and various technical accounting related aspects associated with preferred stock outstanding, and related freestanding-equity instruments. Â â— Noncash stock compensation expense included in general and administrative expense decreased primarily due to a $111,000 net reduction in noncash stock compensation expense in connection with the Executive Grant Modification described above, and a $77,000 net reduction in noncash stock compensation expense in connection with the Original PSUs, with an estimated average grant date fair value of $36.16 and which were fully expensed as of September 30, 2023, and the Modified PSUs, with an average grant date fair value of $8.00 and are amortized on an accelerated basis over the implied service period due to the utilization of a Monte Carlo simulation model to determine the estimated fair value of the equity-based award. Â -43- Table of Contents Â For the Nine Months Ended September 30, 2024, Compared to the Nine Months Ended September 30, 2023: Â â— Personnel costs decreased due to headcount reductions in various corporate, general and administrative functions in connection with ongoing cost reduction and optimization activities. Â â— Professional fees expense increased in fiscal 2024 due to additional audit and third-party valuation fees incurred in connection with various fiscal year 2023 complex, nonstandard transactions, including the Melon Acquisition and various technical accounting related aspects associated with preferred stock outstanding, and related freestanding equity instruments. Â â— Noncash stock compensation expense included in general and administrative expense decreased primarily due to a $150,000 net reduction in noncash stock compensation expense related to restricted stock units issued to a third-party consultant that were fully vested as of December 31, 2023, a $202,000 net reduction in noncash stock compensation expense in connection with the Executive Grant Modification described above, and a $183,000 net reduction due to fully vested equity awards as of the end of the prior year quarter with higher average grant date fair values than equity awards included in expense subsequent to September 30, 2023. The decrease also reflects a $224,000 net reduction in noncash stock compensation expense in connection with the Original PSUs, with an estimated average grant date fair value of $36.16 and which were fully expensed as of September 30, 2023, and the Modified PSUs, with an average grant date fair value of $8.00 and are amortized on an accelerated basis over the implied service period due to the utilization of a Monte Carlo simulation model to determine the estimated fair value of the equity-based award. Â â— Other expense increased due to noncash legal settlement expense incurred in connection with the Pioneer Settlement, described above, comprised of $346,000 of noncash expense in connection with the issuance of 275,000 shares of common stock to Pioneer, and the noncash incremental fair value totaling $283,000, related to Pioneer and other AA AIRs, which were modified to include a reduction in exercise price and an extension of the exercise term, as described at Note 6. Other expense also included a $164,000 noncash legal settlement charge related to the adjustment of the estimated fair value (i.e. mark-to-market), as of the issuance date, for common stock issued pursuant to the Note Holder Settlement Agreement, as described above. The increase was partially offset by a reduction in information technology, insurance and other corporate costs in connection with ongoing cost reduction activities. Â Contingent Consideration Â Super Biz Acquisition Â The Company hired the Founders of Super Biz Co. (â€œSuper Bizâ€) in connection with the acquisition of (i) substantially all of the assets of Super Biz (the â€œSuper Biz Assetsâ€), and (ii) the personal goodwill of the founders of Super Biz (the â€œFoundersâ€) regarding Super Bizâ€™s business (collectively, the â€œSuper Biz Acquisitionâ€). Pursuant to the provisions of the Asset Purchase Agreement entered into for the Super Biz Acquisition (the â€œSuper Biz Purchase Agreementâ€), in the event that a Founder ceases to be an employee during the period from the October 4, 2021 (the â€œSuper Biz Closing Dateâ€) until December 31, 2022 and for the fiscal year ending December 31, 2023 (the â€œSuper Biz Earnout Periodsâ€), as a consequence of his resignation without good cause, or termination for cause, the Super Biz Contingent Consideration will be reduced by one-half (50%) for the respective Super Biz Earn Out Period, if and when earned. Under ASC 805, a contingent consideration arrangement in which the payments are automatically forfeited if employment terminates is considered to be compensation for post-combination services, and not acquisition consideration. As such, the Contingent Consideration, is accounted for as post-combination services and expensed in the period that payment of any amounts of Contingent Consideration is determined to be probable and reasonably estimable. Contingent Consideration is recorded as a liability in the accompanying condensed consolidated balance sheets in accordance with ASC 480, which requires freestanding financial instruments where the company must or could settle the obligation by issuing a variable number of its shares, and the obligationâ€™s monetary value is based solely or predominantly on variations in something other than the fair value of the companyâ€™s shares, to be recorded as a liability at fair value and re-valued at each reporting date, with changes in the fair value reported in the condensed consolidated statements of operations. Â The change in accrued Super Biz Contingent Consideration and the related income statement impact for the periods presented was comprised of the following (dollars in thousands) (Unaudited): Â Â Â Three Months Â Â Nine Months Â Â Â Ended September 30, Â Â Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Beginning balance Â $ 1,765 Â Â $ 709 Â Â $ 1,670 Â Â $ 3,206 Â Accrued contingent consideration(3) Â Â - Â Â Â 351 Â Â Â 142 Â Â Â 1,073 Â Change in fair value(3) Â Â - Â Â Â (63) Â Â (9) Â Â 141 Â Contingent consideration Payments(2) Â Â - Â Â Â - Â Â Â (38) Â Â (3,423) Issuance of Super Biz Note (as described below) Â Â (1,765) Â Â - Â Â Â (1,765) Â Â - Â Accrued contingent consideration(1) Â $ - Â Â $ 997 Â Â $ - Â Â $ 997 Â Â (1) As of September 30, 2024, reflects the cash portion of the Super Biz Second Earn Out Period related contingent consideration payable. As of September 30, 2023, the accrual included 16,636 shares of common stock valued at $1.74 the closing price of our common stock as of the applicable period end date. (2) In May 2024, the Company paid accrued contingent consideration related to the Super Biz Second Earn Out Period, comprised of 30,330 shares of our common stock valued at $38,000. In April 2023, the Company paid accrued contingent consideration related to the Initial Earn Out Period, comprised of $2.9Â million of cash payments and payment ofÂ 987,973Â shares of our common stock valued at $548,000. (3) Reflected in the condensed consolidated statement of operations for the applicable period. Â -44- Table of Contents Â Melon Acquisition Â On May 4, 2023 (â€œMelon Acquisition Dateâ€), Super League entered into an Asset Purchase Agreement (the â€œMelon Purchase Agreementâ€) with Melon, Inc., a Delaware corporation (â€œMelonâ€), pursuant to which the Company acquired substantially all of the assets of Melon (the â€œMelon Assetsâ€) (the â€œMelon Acquisitionâ€). Â Pursuant to the terms and subject to the conditions of the Purchase Agreement, up to an aggregate of $2,350,000 (the â€œMelon Contingent Considerationâ€) will be payable to Melon in connection with the achievement of certain revenue milestones for the period from the Melon Closing until December 31, 2023 (the â€œFirst Earnout Periodâ€) in the amount of $1,000,000, and for the year ending December 31, 2024 (the â€œSecond Earnout Periodâ€) in the amount of $1,350,000 (the â€œSecond Earnout Periodâ€ and the â€œFirst Earnout Periodâ€ are collectively referred to as the â€œEarnout Periodsâ€). The Melon Contingent Consideration is payable in the form of cash and common stock, with $600,000 of the aggregate Melon Contingent Consideration being payable in the form of cash, and $1,750,000 payable in the form of common stock, valued at the greater of (a) the Closing Share Price, and (b) the VWAP for the five trading days immediately preceding the end of each respective Earnout Period. Â Contingent consideration is recorded as a liability in the accompanying condensed consolidated balance sheets in accordance with ASC 480, which requires freestanding financial instruments where the company must or could settle the obligation by issuing a variable number of its shares, and the obligationâ€™s monetary value is based solely or predominantly on variations in something other than the fair value of the companyâ€™s shares, to be recorded as a liability at fair value and re-valued at each reporting date, with changes in the fair value reported in the condensed consolidated statements of operations. The fair value of the Melon Contingent Consideration on the valuation date was determined utilizing a Monte Carlo simulation model and measured using Level 3 inputs. Assumptions utilized in connection with utilization of the Monte Carlo simulation model as of September 30, 2024 included a risk free interest rate of 4.79%, a volatility rate of 70%, a closing stock price of $2.15 and a discount rate of 30%. Â The change in fair value, which is included in contingent consideration expense in the condensed consolidated statement of operations for the applicable periods present was comprised of the following (dollars in thousands) (Unaudited):Â Â Â Â Three Months Â Â Nine Months Â Â Â Ended September 30, Â Â Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Beginning balance Â $ 336 Â Â $ 1,432 Â Â $ 538 Â Â $ - Â Contingent Consideration â€“ Initial accrual â€“ May 2023 Â Â - Â Â Â - Â Â Â - Â Â Â 1,350 Â Change in fair value(3) Â Â (68) Â Â (750) Â Â (148) Â Â (668) Contingent consideration payments (2) Â Â - Â Â Â - Â Â Â (122) Â Â - Â Accrued contingent consideration(1) Â $ 268 Â Â $ 682 Â Â $ 268 Â Â $ 682 Â Â (1) As of September 30, 2024, the accrual for the Second Earn Out Period includedÂ 84,211Â shares of common stock valued at $0.62, the closing price of our common stock as of September 30, 2024. Â (2) In May 2024, the Company paid Melon Accrued Contingent consideration related to the Melon First Earn Out Period, comprised of $32,000 of cash payments and payment of 72,118 shares of our common stock valued at $90,000. Â (3) Reflected in the condensed consolidated statement of operations for the applicable period. Â -45- Table of Contents Â Other Income (Expense), Net Â Gain on Sale of Minehut Assets Â On February 29, 2024, the Company sold its Minehut related assets (â€œMinehut Assetsâ€) to GamerSafer, Inc. (â€œGamerSaferâ€), in a transaction approved by the Board of Directors of the Company. Pursuant to the Asset Purchase Agreement entered into by and between GamerSafer and the Company on February 26, 2024 (the â€œGS Agreementâ€), the Company will receive $1.0 million of purchase consideration (â€œPurchase Considerationâ€) for the Minehut Assets, which amount will be paid by GamerSafer in revenue and royalty sharing over a multiple-year period, as described in the GS Agreement. Other than with respect to the GS Agreement, there is no relationship between the Company or its affiliates with GamerSafer or its affiliates. The transaction allows Super League to streamline its position in partnering with major brands to build, market, and operate 3D experiences across multiple immersive platforms, including open gaming powerhouses like Minecraft, and aligns with the Companyâ€™s cost improvement initiatives. Super League and GamerSafer will maintain a commercial relationship which ensures that Minehut can remain an ongoing destination available to Super Leagueâ€™s partners. The carrying value of Minehut related assets totaled $475,000 as of February 26, 2024, comprised of total carrying costs of $1,671,000, net of accumulated amortization of $1,196,000, and historically were included in intangible assets, net in the condensed consolidated balance sheet. Â The Company recorded a receivable for the total estimated purchase consideration totaling $619,000, of which $224,000 is included in prepaid expense and other current assets and $395,000 is included in other receivables in noncurrent assets, and recognized a gain on sale of the Minehut Assets totaling $144,000, which is included in other income in the condensed consolidated statement of operations. The Purchase Consideration in the GS Agreement is variable pursuant to the guidance set forth in ASC 606. Under ASC 606, purchase consideration is variable if the amount the Company will receive is contingent on future events occurring or not occurring, even though the amount itself is fixed. As such, the Company estimated the amount of consideration to which the Company will be entitled, in exchange for transferring the Minehut Assets to GamerSafer, utilizing the expected value method which is the sum of probability-weighted amounts in a range of possible consideration outcomes over the applicable contractual payment period, resulting in an estimated receivable of $619,000. Amounts collected over and above the estimated purchase consideration recorded at contract inception, if any, will be recognized as additional gains on the sale of Minehut Assets when realized in future periods, up to the $1.0 million stated contractual amount of purchase consideration. Â Change in Fair Value of Warrant Liability Â Series AAA Junior -3 and Series AAA Junior â€“ 4 Warrants Â The Series AAA Junior-3 and Series AAA Junior-4 subscription agreements entered into in September 2024, included the sale of an aggregate of 1,096 units (the â€œUnitsâ€), each Unit consisting of (i) one share of newly designated Series AAA-3 Junior Convertible Preferred Stock or Series AAA-4 Junior Convertible Preferred Stock, as reflected in the table above, and (ii) a warrant to purchase 1,000 shares of the Companyâ€™s common stock (the â€œSeptember 2024 Series AAA Junior InvestorÂ Warrantsâ€), at a purchase price of $1,000 per Unit, for aggregate gross proceeds to the Company of approximately $1,096,000. Â The Investor Warrants are exercisable at $1.00 per share at the option of the holder, subject to adjustment, are exercisable immediately upon issuance and expire three years from the respective issue dates of the Units, subject to certain beneficial ownership limitations. The Investor Warrants contain customary adjustments in the event of stock splits, stock dividends and other corporate events, and contain price-based anti-dilution protections. Any price-based anti-dilution adjustments are conditioned on, and subject to, Stockholder Approval. Â The September 2024 Series AAA Junior Investor Warrant agreements also contain a provision that states that, upon exercise of the warrant by an investor, if for any reason the company fails to deliver the shares by the settlement date, the investor can require the company to make a cash payment (â€œBuy-In Provisionâ€). The cash payment would be based on the amount (if any) that the investor lost by having to purchase shares in the open market because of the companyâ€™s failure to deliver the shares. Â As a result of the Buy-In Provision, the ability to deliver shares upon exercise of the Investor Warrants in every circumstance is generally not within the control of the Company as contemplated by the accounting standards, and thus, a partial cash settlement may be required outside of the Companyâ€™s control. As such, the September 2024 Series AAA Junior InvestorÂ Warrants do not meet the requirements for equity classification, and therefore, the fair value of the September 2024 Series AAA Junior InvestorÂ Warrants are recorded as a liability on the consolidated balance sheet and re-valued at each reporting date, with changes in the fair value reported in the consolidated statements of operations. Refer to the table below. Â Placement Agent Warrants Â The Placement Agent Warrants issued in connection with the Series A Preferred Stock, Series AA Preferred Stock and Series AAA Preferred Stock (including the Exchange), described above, include provisions that are triggered in the event of the occurrence of a Fundamental Transaction, as defined in the underlying warrant agreement, which contemplates the potential for certain transactions that result in a third-party acquiring more than 50% of the outstanding shares of common stock of the Company for cash or other assets. Given the existence of multiple classes of voting stock for the Company, as described above, the

Fundamental Transaction provisions in the warrant agreements could result in a 50% or more change in ownership of outstanding common stock, without a 50% change in voting interests. As such, the Placement Agent Warrants are not eligible for the scope exception under ASC 815, and therefore, the fair value of the Placement Agent Warrants are recorded as a liability on the consolidated balance sheet and re-valued at each reporting date, with changes in the fair value reported in the consolidated statements of operations. Â -46- Table of Contents Â The fair value and change in the fair value of the warrant liability, measured using Level 3 inputs, and the related income statement impact was comprised of the following for the applicable periods presented: Â Â Â Three Months Â Â Nine Months Â Â Â Ended September 30, Â Â Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Series AAA Junior-3 and Series AAA Junior-4 Warrants: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Beginning balance Â $ - Â Â $ - Â Â $ - Â Â $ - Â Initial fair value of warrant liability â€“ grant date(1) Â Â 346,000 Â Â Â - Â Â Â 346,000 Â Â Â - Â Change in fair value Â Â 14,000 Â Â Â - Â Â Â 14,000 Â Â Â - Â Subtotal - fair value of warrant liability - Series AAA Junior -3 and Series AAA Junior â€“ 4 Warrants Â Â 360,000 Â Â Â - Â Â Â 360,000 Â Â Â - Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Placement Agent Warrants: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Beginning balance Â $ 665,000 Â Â $ 1,764,000 Â Â $ 1,571,000 Â Â $ - Â Initial fair value of warrant liability â€“ grant date(1) Â Â 134,000 Â Â Â Â Â Â 134,000 Â Â Â 2,804,000 Â Change in fair value Â Â (212,000) Â Â (1,512,000) Â Â (1,118,000) Â Â (2,552,000) Subtotal - fair value of warrant liability â€“ Placement Agent Warrants Â Â 587,000 Â Â Â 252,000 Â Â Â 587,000 Â Â Â 252,000 Â Total fair value of warrant liability Â $ 947,000 Â Â $ 252,000 Â Â $ 947,000 Â Â $ 252,000 Â Â (1) Estimated fair value on the date of issuance. Â Interest Expense Â Interest expense for the three and nine months ended September 30, 2024 was primarily comprised of interest paid or accrued in connection with the SLR Facility, totaling $19,000 and $52,000, respectively, and accrued interest expense in connection with the Super Biz Note issued in August 2024, as described below, totaling $25,000 and $25,000, respectively. Â Loss on Extinguishment of Liability Â In August 2024, the Company issued an unsecured promissory note to the Founders in connection with the remaining Super Biz Second Earn Out Period accrued contingent consideration outstanding, with a principle amount totaling approximately $1.8 million, whereby the Company is obligated to pay the outstanding contingent consideration on the following repayment terms (â€œSuper Biz Noteâ€). Â Interest accrues on the outstanding principal at the rate of 8.5% per annum, and accrues until the earlier of (i) repayment of the Super Biz Note in full, or (ii) the Maturity Date. Â In addition, in connection with the issuance of the Super Biz Note, during the period commencing January 2, 2025 and concluding on January 6, 2025, the Company will issue 98,438 shares of the Companyâ€™s common stock to the Founders, valued at $336,000, based on the closing price of our common stock on the date of issuance of the promissory note. Â The issuance of the Super Biz Note in exchange for the related accrued contingent consideration balance was accounted for as an extinguishment of the original liability due to the fact that the present value of the cash flows under the terms of Super Biz Note was determined to be at least 10 percent different from the present value of the remaining cash flows under the terms of the original obligation. As a result, a gain on extinguishment totaling $336,000 was recorded in the statement of operations, and credited to additional paid in capital (included in â€œOtherâ€ in the consolidated statement of stockholderâ€™s equity), for the three and nine months ended September 30, 2024, primarily comprised of the fair value of the 98,438 shares of restricted stock (based on closing price of our common stock on the date of issuance of the Super Biz Note) to be issued, as described above. Â The default interest provision included in the Super Biz Note represents an embedded derivative with a fair value of $171,000 as of August 1, 2024, the date of issuance of the Super Biz Note. The fair value of the derivative liability is included in the September 30, 2024 balance sheet under the caption â€œPromissory note â€“ contingent consideration,â€ and is required to be marked to market at each balance sheet. The change in fair value of the derivative liability was not material for the three and nine months ended September 30, 2024. Â -47- Table of Contents Â Liquidity and Capital ResourcesÂ Â Â Â Â Â Â Â Â Â General Â Cash and cash equivalents totaledÂ $0.3Â million and $7.6 million at September 30, 2024 and December 31, 2023, respectively. The change in cash and cash equivalents for the periods presented reflects the impact of operating, investing and financing cash flow related activities as described below. Â The accompanying condensed consolidated financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The Company incurred net losses, including significant noncash charges, as reflected in the summary condensed consolidated results of operation above, and had an accumulated deficit of $263.7 million as of September 30, 2024. Net cash used in operating activities for the nine months ended September 30, 2024 totaled $8.2 million. Â To date, our principal sources of capital used to fund our operations and growth have been the net proceeds received from equity and debt financings.Â We have and will continue to use significant capital for the growth and development of our business, and, as such, we expect to seek additional capital either from operations, or that may be available from future issuance(s) of common stock, preferred stock and / or debt financings, to fund our planned operations. Accordingly, our results of operations and the implementation of our long-term business strategies have been and could continue to be adversely affected by general conditions in the global economy, including conditions that are outside of our control. The most recent global financial crisis caused by severe geopolitical conditions, including conflicts abroad, and the threat of other outbreaks or pandemics, have resulted in extreme volatility, disruptions and downward pressure on stock prices and trading volumes across the capital and credit markets in which we traditionally operate. A severe or prolonged economic downturn could result in a variety of risks to our business and could have a material adverse effect on us, including limiting our ability to obtain additional funding from the capital and credit markets. In managementâ€™s judgement, these conditions raise substantial doubt about the ability of the Company to continue as aÂ going concern as contemplated by FASB ASC 205-40, â€œGoing Concern,â€ (â€œASC 205â€). Â Managementâ€™s Plans Â In September 2024, the Company announced the iR Transaction as described above. Â On October 24, 2024, the Company entered into a Securities Purchase Agreement (the "Purchase Agreement") with a certain accredited investor for theÂ registered directÂ offering of an aggregate of 1,136,364 shares of the Companyâ€™s common stock, par value $0.001 per share (the â€œSharesâ€), at a purchase price of $0.88 per Share (the â€œRegistered DirectÂ Offeringâ€).Â The Registered Direct Offering close on or about October 25, 2024, subject to the satisfaction of customary closing conditions in the Purchase Agreement, and resulted in gross proceeds to the Company of approximately $1.0 million. Â On November 8, 2024 (the â€œEffective Dateâ€), the Company and its subsidiary, InPVP, LLC (â€œSubsidiaryâ€), entered into a Business Loan and Security Agreement (the â€œAgile Loan Agreementâ€), with Agile Capital Funding, LLC as collateral agent (â€œCollateral Agentâ€), and Agile Lending, LLC (â€œAgileâ€), pursuant to which the Company issued to Agile a Confessed Judgment Secured Promissory Note for an aggregate value of $1.85 million (the â€œAgile Noteâ€). Pursuant to the Agile Loan Agreement: (i) the Agile Note matures 28 weeks from the Effective Date; (ii) carries an aggregate total interest payment of approximately $0.78 million (the â€œApplicable Rateâ€), and (iii) immediately upon the occurrence and during the continuance of an Event of Default (as defined in the Agile Loan Agreement), interest shall accrue at a fixed per annum rate equal to the Applicable Rate plus five percent. The Company is required to repay all the obligations due under the Agile Loan Agreement and the Agile Note in 28 equal payments of $93,821.43, with the first payment being made to Agile on November 14, 2024, and every seven days thereafter until the Maturity Date. The proceeds received from the Agile Note will be used to fund general working capital needs. For more information on the Agile Loan Agreement and the Agile Note, refer to Note 8 of the accompanying financial statements. Â Management continues to explore alternatives for raising capital to facilitate our growth and execute our business strategy, including strategic partnerships and or other forms of equity or debt financings. We may continue to evaluate potential strategic acquisitions. To finance such strategic acquisitions, we may find it necessary to raise additional equity capital, incur debt, or both. Any efforts to seek additional funding could be made through issuances of equity or debt, or other external financing. However, additional funding may not be available on favorable terms, or at all. The capital and credit markets have experienced extreme volatility and disruption periodically and such volatility and disruption may occur in the future. If we fail to obtain additional financing when needed, we may not be able to execute our business plans which, in turn, would have a material adverse impact on our financial condition, our ability to meet our obligations, and our ability to pursue our business strategies. Â We may continue to evaluate potential strategic acquisitions. To finance such strategic acquisitions, we may find it necessary to raise additional equity capital, incur debt, or both. Any efforts to seek additional funding could be made through issuances of equity or debt, or other external financing. However, additional funding may not be available on favorable terms, or at all. The capital and credit markets have experienced extreme volatility and disruption periodically and such volatility and disruption may occur in the future. If we fail to obtain additional financing when needed, we may not be able to execute our business plans which, in turn, would have a material adverse impact on our financial condition, our ability to meet our obligations, and our ability to pursue our business strategies. Â Cash Flows for the Nine Months Ended September 30, 2024 and 2023 Â The following table summarizes the change in cash balances for the periods presented (dollars in thousands) (Unaudited): Â Â Â Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â Net cash used in operating activities Â $ (8,160) Â $ (14,090) Net cash used in investing activities Â Â (457) Â Â (658) Net cash provided by financing activities Â Â 1,297 Â Â Â 13,406 Â (Decrease) increase in cash Â Â (7,320) Â Â (1,342) Cash and cash equivalents, at beginning of period Â Â 7,609 Â Â Â 2,482 Â Cash and cash equivalents, at end of period Â $ 289 Â Â $ 1,140 Â Â -48- Table of Contents Â Cash Flows from Operating Activities. Â Net cash used in operating activities during the nine months ended September 30, 2024, primarily reflected our GAAP net loss, net of adjustments to reconcile net GAAP loss to net cash used in operating activities, which included noncash stock compensation charges of $986,000, depreciation and amortization charges of $2.0 million, gain on disposal of intangible assets of $(144,000), net changes in fair value of certain liabilities ofÂ ($1.3 million), noncash legal settlement charges of $724,000, noncash loss on extinguishment of debt of $336,000 and net changes in working capital of $525,000. Changes in working capital primarily reflected the impact of the management and settlement of receivables and payables in the ordinary course. Â Net cash used in operating activities during the nine months ended September 30, 2023, primarily reflected our GAAP net loss, net of adjustments to reconcile net GAAP loss to net cash used in operating activities, which included noncash stock compensation charges of $2.2 million, depreciation and amortization charges of $3.9 million, disposal of intangible asset charges of $2.3 million, net changes in fair value of certain liabilities ofÂ ($3.1 million) and net changes in working capital of ($2.4 million). Changes in working capital primarily reflected the impact of the settlement of receivables and payables in the ordinary course and the payment of the cash portion of the Super Biz Contingent Consideration, as described above. Â Cash Flows from Investing Activities. Â Cash flows from investing activities were comprised of the following for the periods presented (dollars in thousands) (Unaudited): Â Â Â Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â Cash paid in connection with Melon Acquisition Â $ - Â Â $ (150) Purchase of property and equipment Â Â (23) Â Â (8) Capitalization of software development costs Â Â (434) Â Â (483) Other intangible assets Â Â - Â Â Â (17) Net cash used in investing activities Â $ (457) Â $ (658) Â Melon Acquisition.Â On May 4, 2023, we entered into an Asset Purchase Agreement with Melon, pursuant to which the Company acquired substantially all of the assets of Melon, as described above. At the Closing, the Company paid an aggregate total of $900,000 to Melon, of which $150,000 was paid in the form of the forgiveness of certain working capital advances paid to Melon in the equivalent amount, and the remaining $750,000 was paid in the form of shares of the Companyâ€™s common stock, valued at the Closing Share Price, as described above. Â Capitalized Internal Use Software Costs. Software development costs incurred to develop internal-use software during the application development stage are capitalized and amortized on a straight-line basis over the softwareâ€™s estimated useful life, which is generally three years. Software development costs incurred during the preliminary stages of development are charged to expense as incurred. Maintenance and training costs are charged to expense as incurred. Upgrades or enhancements to existing internal-use software that result in additional functionality are capitalized and amortized on a straight-line basis over the applicable estimated useful life. Â Cash Flows from Financing Activities. Â Cash flows from financing activities were comprised of the following for the periods presented (dollars in thousands) (Unaudited): Â Â Â Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â Proceeds from issuance of preferred stock, net of issuance costs Â $ 2,129 Â Â $ 12,060 Â Proceeds from issuance of common stock, net of issuance costs Â Â Â Â Â Â 1,885 Â Payments on convertible notes Â Â - Â Â Â (539) Contingent consideration payments â€“ Melon Acquisition Â Â (32) Â Â - Â Advances from accounts receivable facility Â Â 1,033 Â Â Â - Â Payments on accounts receivable facility Â Â (1,833) Â Â - Â Net cash provided by financing activities Â $ 1,297 Â Â $ 13,406 Â Â -49- Table of Contents Â Account Receivable Financing Facility Â The Company and its subsidiaries (collectively with the Company, the â€œBorrowersâ€), entered into a Financing and Security Agreement (the â€œSLR Agreementâ€) with SLR Digital Finance, LLC (â€œLenderâ€), effective December 17, 2023 (the â€œFacility Effective Dateâ€). Pursuant to the SLR Agreement, Lender may, from time to time and in its sole discretion, make certain cash advances to the Company (each an â€œAdvanceâ€, and collectively, â€œAdvancesâ€), against the face amounts of certain uncollected accounts receivable of the Borrowers on an account-by-account basis (each, a â€œFinanced Accountâ€, and collectively, the â€œAccountsâ€), at a rate of 85% multiplied by the face value of such Account (the â€œAdvance Rateâ€), less any reserved funds and any other amounts due to Lender from Borrowers, up to a maximum aggregate Advance amount of $4,000,000 (the â€œMaximum Amountâ€) (the Advances on the Accounts is hereinafter, the â€œFacilityâ€). Upon receipt of any Advance, Borrowers will have assigned all of its rights in such receivables and all proceeds thereof. The proceeds received from the Facility are, and will be, used to fund general working capital needs. Â The SLR Agreement is effective for 24 months from the Facility Effective Date (the â€œTermâ€), automatically extends for successive Terms (each, a â€œRenewal Termâ€), and the Borrowersâ€™ are obligated to pay the Lender an early termination fee in the event the SLR Agreement is terminated under certain circumstances prior to the end of any Term or Renewal Term, as more specifically set forth in the SLR Agreement. Â In connection with the Facility, the Company agreed to, among other things, (i) pay a finance fee equal to 2% of the Maximum Amount, payable in 24 equal monthly installments on the last day of each month of the Term until paid in full, (ii) pay a servicing fee equal to 0.30% multiplied by the actual average daily amount of Advances outstanding at the time of determination (the â€œOutstanding Amountâ€) for the applicable month, on the last day of each calendar month during the Term (or so long as any obligations arising under the SLR Agreement are outstanding); (iii) be charged a monthly financing fee (the â€œFinancing Feeâ€), due upon receipt of full payment of a Financed Account by Lender, equal to 1/12 of (a) the prime rate plus 2% (the â€œFacility Rateâ€), multiplied by (b) the amount of the Outstanding Amount; and (iv) utilize the facility such that the monthly average aggregate Advances outstanding is at $400,000 (the â€œMinimum Utilizationâ€). In the event that Borrowerâ€™s monthly utilization is less than the applicable Minimum Utilization for any month, the Financing Fee for such month shall be calculated as if the applicable Minimum Utilization has been satisfied. Â Furthermore, the SLR Agreement imposes various restrictions on the activities of the Borrowers, including a prohibition on fundamental changes to the Company or its subsidiaries (including certain consolidations, mergers and sales and transfers of assets, and limitations on the ability of the Borrowers to grant liens upon their property or assets). The SLR Agreement includes standard Events of Default (as defined in the SLR Agreement), and provide that, upon the occurrence of certain events of default, Lender may, among other things, immediately collect any obligation owing to Lender under the SLR Agreement, cease advancing money to the Borrowers, take possession of any collateral, and/or charge interest at a rate equal to the lesser of (i) 6% above the Facility Rate, and (ii) the highest default rate permitted by applicable law. Â As security for the full and prompt payment and performance of any obligations arising under the SLR Agreement, the Borrowers granted to Lender a continuing first priority security interest in all the assets of the Borrowers. The SLR Agreement also provides for customary provisions, including representations, warranties and covenants, indemnification, waiver of jury trial, arbitration, and the exercise of remedies upon a breach or default. Â Transfers of financial assets that do not qualify for sale accounting are reported as collateralized borrowings. Financing and servicing fees calculated with reference to amounts advanced under the AR Facility are included in interest expense. The commitment fee, based on the maximum facility amount and payable irrespective of drawdowns, is expensed on a straight line basis over the term of the AR Facility. Â -50- Table of Contents Â Convertible Preferred Stock Â On the dates set forth in the table below, we entered into subscription agreements with accredited investors in connection with the sale of newly designated series of Convertible Preferred Stock, each series having a $0.001 par value and a $1,000 purchase price, as follows (rounded to the nearest thousand, except share and per share data) (Unaudited): Â Â Â Â Â Preferred Stock Â Â Â Â Â Â Proceeds Â Â Conversion Shares - Common Stock Â Â Other Â Series Designation Â Closing Date Â Conversion Prices(2)(3)(4) Â Â Shares Purchased/ Issued in Exchange(6) Â Â Conversions / Exchanges Â Â Outstanding - September 30, 2024 Â Â Gross Proceeds Â Â Fees Â Â Net Proceeds Â Â Original Â Â Conversions/ Exchanges(5) Â Â SeptemberÂ 30, 2024 Â Â Placement Agent Warrants(1) Â Â A Â November 22, 2022 Â $ 12.40 Â Â Â 5,359 Â Â Â (4,919) Â Â 440 Â Â $ 5,359,000 Â Â $ 697,000 Â Â $ 4,662,000 Â Â Â 432,000 Â Â Â (397,000) Â Â 35,000 Â Â Â 62,000 Â A-2 Â November 28, 2022 Â $ 13.29 Â Â Â 1,297 Â Â Â (834) Â Â 463 Â Â Â 1,297,000 Â Â Â 169,000 Â Â Â 1,128,000 Â Â Â 98,000 Â Â Â (63,000) Â Â 35,000 Â Â Â 14,000 Â A-3 Â November 30, 2022 Â $ 13.41 Â Â Â 1,733 Â Â Â (1,418) Â Â 315 Â Â Â 1,733,000 Â Â Â 225,000 Â Â Â 1,508,000 Â Â Â 129,000 Â Â Â (106,000) Â Â 23,000 Â Â Â 18,000 Â A-4 Â December 22, 2022 Â $ 7.60 Â Â Â 1,934 Â Â Â (1,554) Â Â 380 Â Â Â 1,934,000 Â Â Â 251,000 Â Â Â 1,683,000 Â Â Â 254,000 Â Â Â (204,000) Â Â 50,000 Â Â Â 36,000 Â A-5 Â January 31, 2023 Â $ 11.09 Â Â Â 2,299 Â Â Â (1,519) Â Â 780 Â Â Â 2,299,000 Â Â Â 299,000 Â Â Â 2,000,000 Â Â Â 207,000 Â Â Â (137,000) Â Â 70,000 Â Â Â 30,000 Â AA Â April 19, 2023 Â $9.43/$1.89 Â Â Â 7,680 Â Â Â (3,981) Â Â 3,699 Â Â Â 7,680,000 Â Â Â 966,000 Â Â Â 6,714,000 Â Â Â 4,072,000 Â Â Â (2,111,000) Â Â 1,961,000 Â Â Â 114,000 Â AA-2 Â April 20, 2023 Â

$10.43/$2.09 Â Â Â 1,500 Â Â Â (1,500) Â Â - Â Â Â 1,500,000 Â Â Â 130,000 Â Â Â 1,370,000 Â Â Â 719,000 Â Â Â (719,000) Â Â - Â Â Â 13,000 Â AA-3 Â April 28, 2023 Â $9.50/$1.90 Â Â Â 1,025 Â Â Â (1,000) Â Â 25 Â Â Â 1,025,000 Â Â Â 133,000 Â Â Â 892,000 Â Â Â 539,000 Â Â Â (526,000) Â Â 13,000 Â Â Â 15,000 Â AA-4 Â May 5, 2023 Â $9.28/$1.86 Â Â Â 1,026 Â Â Â (526) Â Â 500 Â Â Â 1,026,000 Â Â Â 133,000 Â Â Â 893,000 Â Â Â 553,000 Â Â Â (283,000) Â Â 270,000 Â Â Â 16,000 Â AA-5 Â May 26, 2023 Â $10.60/$2.12 Â Â Â 550 Â Â Â (500) Â Â 50 Â Â Â 550,000 Â Â Â 72,000 Â Â Â 478,000 Â Â Â 259,000 Â Â Â (236,000) Â Â 23,000 Â Â Â 7,000 Â AAA Â November 30, 2023 Â $ 1.67 Â Â Â 9,388 Â Â Â (1,513) Â Â 7,875 Â Â Â 9,388,000 Â Â Â 645,000 Â Â Â 8,743,000 Â Â Â 5,608,000 Â Â Â (904,000) Â Â 4,704,000 Â Â Â 466,000 Â AAA-2 Â December 22, 2023 Â $ 1.71 Â Â Â 5,334 Â Â Â (2,126) Â Â 3,208 Â Â Â 5,334,000 Â Â Â 357,000 Â Â Â 4,977,000 Â Â Â 3,119,000 Â Â Â (1,243,000) Â Â 1,876,000 Â Â Â 452,000 Â AAA-Junior Â June 26, 2024 Â $ 1.25 Â Â Â 1,210 Â Â Â - Â Â Â 1,210 Â Â Â 1,210,000 Â Â Â 145,000 Â Â Â 1,065,000 Â Â Â 968,000 Â Â Â - Â Â Â 968,000 Â Â Â 140,000 Â AAA-Junior - 2 Â July 10, 2024 Â $ 1.25 Â Â Â 551 Â Â Â - Â Â Â 551 Â Â Â 551,000 Â Â Â 66,000 Â Â Â 485,000 Â Â Â 441,000 Â Â Â - Â Â Â 441,000 Â Â Â 64,000 Â AAA-Junior - 3 Â September 20, 2024 Â $ 1.25 Â Â Â 697 Â Â Â - Â Â Â 697,000 Â Â Â 84,000 Â Â Â 613,000 Â Â Â 558,000 Â Â Â - Â Â Â 558,000 Â Â Â 81,000 Â AAA-Junior - 4(7) Â September 30, 2024 Â $ 1.25 Â Â Â 399 Â Â Â - Â Â Â 399,000 Â Â Â 48,000 Â Â Â 351,000 Â Â Â 319,000 Â Â Â - Â Â Â 319,000 Â Â Â 46,000 Â Â Â Â Â Â Â Â Â 41,982 Â Â Â (21,390) Â Â 20,592 Â Â $ 41,982,000 Â Â $ 4,420,000 Â Â $ 37,562,000 Â Â Â 18,275,000 Â Â Â (6,929,000) Â Â 11,346,000 Â Â Â 1,574,000 Â Â (1) Pursuant to the terms of the Placement Agent Agreements, we agreed to issue to the Placement Agent, following the final closing under the individual Preferred Stock Offerings (effective as of the respective individual series closing dates), five-year warrants to purchaseÂ 14.5% of the shares of common stock issuable upon conversion of the respective series of Convertible Preferred Stock sold in the respective Preferred Stock Offering, at an exercise price equal to the applicable Preferred Stock Offering conversion price. (2) The Conversion price for Series AA Preferred Stock outstanding as of August 23, 2023, totaling 10,706 shares of Series AA Preferred Stock, was adjusted to $2.60 as a result of the Series AA Down Round Feature described below. (3) The Conversion prices for the Series AA Preferred Stock outstanding as of November 30, 2023, totaling 7,322 shares of Series AA Preferred Stock, were adjusted to the conversion prices shown in the table above, as a result of the Series AA Down Round Feature described below. (4) The triggering of the Down Round Feature for the Series AA Preferred Stock, occurring in August 2023, resulted in a deemed dividend totaling $6,446,000, which was charged to retained earnings in the September 30, 2023 consolidated balance sheet. (5) As adjusted to reflect reduction in conversion prices as a result of the Series AA Down Round Feature, described below. (6) Series AAA and Series AAA-2 totals include 4,011 and 2,356 preferred shares, respectively, issued in connection with the Exchange Agreements described below. (7) A portion of the proceeds received subsequent to September 30, 2024. Receivable totaling $300,000 included in additional paid in capital as of September 30, 2024. Â Use of net proceeds included working capital, general corporate purposes, and certain indebtedness (Series A Preferred only), including sales and marketing activities and product development. As disclosed at Note 5, in the event the Company consummated a subsequent equity financing during the term of the Notes, the Company was required, at the option of the Note Holders, to use 50% of the gross proceeds raised from such sale to redeem all or any portion of the Notes outstanding upon closing of such equity financing. For the three months ended March 31, 2023, $719,000 of the net proceeds from the Series A Offerings were utilized in connection with the redemption of the Notes. Â Equity Financing Â On August 21, 2023, we entered into an underwriting agreement (the â€œUnderwriting Agreementâ€) with Aegis Capital Corp. (the â€œUnderwriterâ€), relating to the Companyâ€™s public offering (the â€œCommon Stock Offeringâ€) of 778,653 shares of its common stock, par value $0.001 per share, and pre-funded warrants to purchase 67,500 shares of the Companyâ€™s common stock, in lieu of the Companyâ€™s common stock (the â€œPre-Funded Warrantsâ€, and collectively with the Shares, the â€œFirm Securitiesâ€) to certain investors. Pursuant to the Underwriting Agreement, the Company also granted the Underwriters a 45-day option (â€œOptionâ€) to purchase an additional 126,923 shares of the Companyâ€™s common stock and/or Pre-Funded Warrants (the â€œOption Securitiesâ€, and together with the Firm Securities, the â€œSecuritiesâ€). On September 12, 2023, the Underwriter partially exercised its Option and purchased an additional 32,616 shares of common stock at a price of $2.60 per share. The issuance by the Company of the Option Securities resulted in total gross proceeds of approximately $84,800, before deducting underwriting discounts, commissions, and other offering expenses payable by the Company. Â On August 23, 2023, the Company issued the Firm Securities and closed the Offering at a public price of $2.60 per share, and $2.58 per share underlying each Pre-Funded Warrant, for net proceeds to the Company of approximately $1.8Â million after deducting underwriting discounts and commissions and estimated offering expenses payable by the Company. Â -51- Table of Contents Â Each Pre-Funded Warrant had an exercise price per share of common stock equal to $0.001 per share. The exercise price and the number of shares of common stock issuable upon exercise of each Pre-Funded Warrant was subject to appropriate adjustments in the event of certain stock dividends and distributions, stock splits, stock combinations, reclassifications or similar events affecting the common stock. Under the Pre-Funded Warrants, a holder would not be entitled to exercise any portion of any Pre-Funded Warrant that, upon giving effect to such exercise, would cause: (i) the aggregate number of shares of common stock beneficially owned by such holder (together with its affiliates) to exceed 4.99% of the number of shares of common stock outstanding immediately after giving effect to the exercise; or (ii) the combined voting power of the Companyâ€™s securities beneficially owned by such holder (together with its affiliates) to exceed 4.99% of the combined voting power of all of the Companyâ€™s securities outstanding immediately after giving effect to the exercise, as such percentage ownership is determined in accordance with the terms of the Pre-Funded Warrant, which percentage may be changed at the holderâ€™s election to a higher or lower percentage not in excess of 9.99% upon 61 daysâ€™ notice to the Company. In addition, in certain circumstances, upon a fundamental transaction, a holder of Pre-Funded Warrants would be entitled to receive, upon exercise of the Pre-Funded Warrants, the kind and amount of securities, cash or other property that such holder would have received had they exercised the Pre-Funded Warrants immediately prior to the fundamental transaction. The Pre-Funded Warrants were fully exercised as of August 29, 2023. Â The Firm Securities were offered, issued, and sold pursuant to a prospectus supplement and accompanying prospectus filed with the Securities and Exchange Commission (the â€œSECâ€) pursuant to an effective shelf registration statement filed with the SEC on Form S-3 (File No. 333-259347) (the â€œRegistration Statementâ€) under the Securities Act of 1933, as amended (the â€œSecurities Actâ€), as supplemented by a prospectus supplement, dated August 23, 2023, relating to the Securities (together with the accompanying base prospectus, dated September 7, 2021, the â€œProspectus Supplementâ€), filed with the SEC pursuant to Rule 424(b) of the Securities Act on August 23, 2023. Â Convertible Debt. On May 16, 2022, as summarized above and further described at Note 5, the Company entered into a securities purchase agreement with three institutional investors, providing for the sale and issuance of a new series of senior convertible notes in the aggregate original principal amount of $4,320,000, of which 8% is an original issue discount. As of December 31, 2022, the outstanding balance of the Notes and related accrued interest totaled $719,000, which was subsequently paid in full during the three months ended March 31, 2023. Â Contractual Obligations and Off-Balance Sheet Commitments and Arrangements Â As of September 30, 2024, we had no significant commitments for capital expenditures, nor do we have any committed lines of credit, other committed funding or long-term debt, and no guarantees. As of September 30, 2024 we maintain approximately 3,200 square feet of office space, 1,650 square feet of which is on a month-to-month basis, and 1,550 square feet of which is subject to a two-year lease, commencing on August 1, 2021. Â We have not entered into anyÂ off-balanceÂ sheet financial guarantees or otherÂ off-balanceÂ sheet commitments to guarantee the payment obligations of any third parties. We have not entered into any derivative contracts that are indexed to our shares and classified as stockholderâ€™s equity or that are not reflected in our condensed consolidated financial statements included elsewhere herein. Furthermore, we do not have any retained or contingent interest in assets transferred to an unconsolidated entity that serves as credit, liquidity or market risk support to such entity. We do not have any variable interest in any unconsolidated entity that provides financing, liquidity, market risk or credit support to us or engages in leasing, hedging or product development services with us. Â Contingencies Â Certain conditions may exist as of the date the condensed consolidated financial statements are issued, which may result in a loss to the Company, but which will only be resolved when one or more future events occur or fail to occur. The Companyâ€™s management, in consultation with its legal counsel as appropriate, assesses such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company, in consultation with legal counsel, evaluates the perceived merits of any legal proceedings or unasserted claims, as well as the perceived merits of the amount of relief sought or expected to be sought therein. If the assessment of a contingency indicates it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Companyâ€™s consolidated financial statements. If the assessment indicates a potentially material loss contingency is not probable, but is reasonably possible, or is probable, but cannot be estimated, then the nature of the contingent liability, together with an estimate of the range of possible loss, if determinable and material, would be disclosed. Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed. Â Recent Accounting Pronouncements Â Refer to Note 2 to the accompany condensed consolidated financial statements contained elsewhere in this Report.Â Â -52- Table of Contents Â Critical Accounting Estimates Â Our unaudited interim condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America. Preparation of these condensed consolidated statements requires management to make judgments and estimates. Some accounting policies have a significant impact on amounts reported in these condensed consolidated financial statements. The SEC has defined a companyâ€™s critical accounting policies as the ones that are most important to the portrayal of a companyâ€™s financial condition and results of operations, and which require a company to make its most difficult and subjective judgments. A summary of significant accounting policies and a description of accounting policies that are considered critical may be found in the audited financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2023, filed with the SEC on March 31, 2023, as amended. In addition, refer to Note 2 to the condensed consolidated financial statements included in this Report. The following accounting policies were identified during the current period, based on activities occurring during the current period, as critical and requiring significant judgments and estimates. Â Revenue Recognition Â The Company generates revenue from (i) innovative advertising including immersive game world and experience publishing and in-game media products, (ii) content and technology through the production and distribution of our own, advertiser and third-party content, and (iii) direct to consumer offers, including in-game items, e-commerce, game passes and digital collectibles. Â Revenue is recognized when the Company transfers promised goods or services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods and services and when the customer obtains control of the good or service. In this regard, revenue is recognized when: (i) the parties to the contract have approved the contract (in writing, orally, or in accordance with other customary business practices) and are committed to perform their respective obligations; (ii) the entity can identify each partyâ€™s rights regarding the goods or services to be transferred; (iii) the entity can identify the payment terms for the goods or services to be transferred; (iv) the contract has commercial substance (that is, the risk, timing, or amount of the entityâ€™s future cash flows is expected to change as a result of the contract); and (v) it is probable that the entity will collect substantially all of the consideration to which it will be entitled in exchange for the goods or services that will be transferred to the customer. Â We make estimates and judgments when determining whether we will collect substantially all of the consideration to which we will be entitled in exchange for the goods or services that will be transferred to the customer. We assess the collectability of receivables based on several factors, including past transaction history and the creditworthiness of our customers. If it is determined that collection is not reasonably assured, amounts due are recognized when collectability becomes reasonably assured, assuming all other revenue recognition criteria have been met, which is generally upon receipt of cash for transactions where collectability may have been an issue. Managementâ€™s estimates regarding collectability impact the actual revenue recognized each period and the timing of the recognition of revenue. Our assumptions and judgments regarding future collectability could differ from actual events and thus materially impact our financial position and results of operations.Â Â Depending on the complexity of the underlying revenue arrangement and related terms and conditions, significant judgments, assumptions and estimates may be required to determine each parties rights regarding the goods or services to be transferred, each parties performance obligations, whether performance obligations are satisfied at a point in time or over time, estimates of completion methodologies, the timing of satisfaction of performance obligations, whether we are a principal or agent in the arrangement and the appropriate period or periods in which, or during which, the completion of the earnings process and transfer of control occurs. Depending on the magnitude of specific revenue arrangements, if different judgments, assumptions and estimates are made regarding revenue arrangements in any specific period, our periodic financial results may be materially affected. Â Relaxed Ongoing Reporting Requirements Â Upon the completion of our initial public offering, we elected to report as an â€œemerging growth companyâ€ (as defined in the JOBS Act) under the reporting rules set forth under the Exchange Act. For so long as we remain an â€œemerging growth company,â€ we may take advantage of certain exemptions from various reporting requirements that are applicable to other Exchange Act reporting companies that are not â€œemerging growth companies,â€ including but not limited to: Â Â â— not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act; Â Â â— taking advantage of extensions of time to comply with certain new or revised financial accounting standards; Â Â â— being permitted to comply with reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements; and Â Â â— being exempt from the requirement to hold a non-binding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved. Â We are subject to ongoing public reporting requirements that are less rigorous than Exchange Act rules for companies that are not â€œemerging growth companies,â€ and our stockholders could receive less information than they might expect to receive from more mature public companies. Â We expect to take advantage of these reporting exemptions until we are no longer an emerging growth company. We will remain an â€œemerging growth companyâ€ for up to five years, although if the market value of our common stock that is held by non-affiliates exceeds $700 million as of any June 30 before that time, we would cease to be an â€œemerging growth companyâ€ as of the following December 31. Â -53- Table of Contents Â ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISKS Â In the ordinary course of our business, we are not currently exposed to market risk of the sort that may arise from changes in interest rates or foreign currency exchange rates, or that may otherwise arise from transactions in derivatives. Â ITEM 4. CONTROLS AND PROCEDURES Â Disclosure Controls and Procedures Â As required by Rule 13a-15(b) under the Exchange Act, our Chief Executive Officer (â€œCEOâ€) and our Chief Financial Officer (â€œCFOâ€) conducted an evaluation as of the end of the period covered by this Quarterly Report on Form 10-Q, of the effectiveness of our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act. Based on that evaluation, our CEO and our CFO each concluded that our disclosure controls and procedures are effective to provide reasonable assurance that information required to be disclosed in the reports that we file or submit under the Exchange Act, (i) is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and (ii) is accumulated and communicated to our management, including our CEO and our CFO, as appropriate to allow timely decisions regarding required disclosure. Â Changes in Internal Control Over Financial Reporting Â As disclosed in our Annual Report on Form 10-K for the year ended December 31, 2023, we identified a material weakness in our internal control over financial reporting as of December 31, 2023, related to the accounting for the triggering of a down round feature related to preferred stock,Â in connection with the preparation of our consolidated interim financial statements for the three and nine months ended September 30, 2023. Subsequently, we executed our remediation plan for such material weakness, as disclosed in our 2023 Annual Report on Form 10-K, by, among other things, ensuring that financial statement preparation checklists utilized by the Company to identify non-standard and complex transactions disclosure requirements are completed and reviewed by resources with requisite knowledge in a timely manner for interim financial reporting purposes, to improve disclosure controls and procedures and internal control over financial reporting in these complex non-standard technical areas. As a result, we believe that the material weakness described above was remediated as of May 15, 2024, the filing date of our first quarter 2024 Quarterly Report on Form 10-Q. Â There were no changes in our internal control over financial reporting identified in managementâ€™s evaluation pursuant to Rules 13a-15(d) or 15d-15(d) of the Exchange Act during the period covered by this Report that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting, other than completion of the actions taken to remediate the material weakness which existed as of December 31, 2023, as described above. Â -54- Table of Contents Â PART II Â OTHER INFORMATION Â ITEM 1. LEGAL PROCEEDINGS Â None. Â ITEM 1A. RISK FACTORS Â Management is not aware of any material changes to the risk factors discussed in Part 1, Item 1A, of the Annual Report on Form 10-K for the year ended December 31, 2023. In addition to other information set forth in this Quarterly Report on Form 10-Q, you should carefully consider the risk factors discussed in Part 1, Item 1A, of the Annual Report on Form 10-K for the year ended December 31, 2023, as amended, and subsequent reports filed pursuant to the Exchange Act which could materially and adversely affect the Companyâ€™s business, financial condition, results of operations, and stock price. The risks described in the Annual Report on

Form 10-K and subsequent reports filed pursuant to the Exchange Act are not the only risks facing the Company. Additional risks and uncertainties not presently known to management, or that management presently believes not to be material, may also result in material and adverse effects on our business, financial condition, and results of operations. Â ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OFÂ PROCEEDS Â No unregistered securities were issued during the three and nine months ended September 30, 2024 that were not previously reported. Â ITEM 3. DEFAULTS UPON SENIORÁ SECURITIES Â None. Â ITEM 4. MINEÂ SAFETYÂ DISCLOSURES Â Not applicable. Â Â ITEM 5. OTHERÂ INFORMATION Â None. Â Â Â ITEM 6. EXHIBITS Â (b) Exhibits Â Exhibit No. Â Description Â Incorporation by Reference Â Â Â Â Â 3.1 Â Certificate of Designation of Preferences Rights and Limitations of the Series AAA Junior Preferred Stock Â Exhibit 3.1 to the Current Report on Form 8-K, filed on July 2, 2024. Â Â Â Â Â 3.2 Â Certificate of Designation of Preferences, Rights and Limitations of the Series AAA-2 Junior Convertible Preferred Stock Â Exhibit 3.1 to the Current Report on Form 8-K, filed on July 16, 2024 Â Â Â Â Â 3.3 Â Certificate of Designation of Preferences, Rights and Limitations of the Series AAA-3 Junior Preferred Stock Â Exhibit 3.1 to the Current Report on Form 8-K, filed on September 23, 2024 Â 3.4 Â Certificate of Correction to Certificate of Designation of Preferences, Rights and Limitations of the Series AAA Junior Preferred Stock Â Exhibit 3.2 to the Current Report on Form 8-K, filed on September 23, 2024 Â Â Â Â Â 3.5 Â Certificate of Correction to Certificate of Designation of Preferences, Rights and Limitations of the Series AAA-2 Junior Preferred Stock Â Exhibit 3.3 to the Current Report on Form 8-K, filed on September 23, 2024 Â Â Â Â Â 3.6 Â Certificate of Designation of Preferences, Rights and Limitations of the Series AAA-4 Junior Preferred Stock Â Exhibit 3.1 to the Current Report on Form 8-K, filed October 1, 2024 Â Â Â Â Â 10.1** Â Form of Series AAA Junior Subscription Agreement Â Exhibit 10.1 to the Current Report on Form 8-K filed on July 2, 2024. Â -55- Table of Contents Â Â Â Â Â Â 10.2** Â Form of Series AAA Junior Registration Rights Agreement Â Exhibit 10.2 to the Current Report on Form 8-K, filed on July 2, 2024 Â Â Â Â Â 10.3 Â Placement Agency Agreement, dated June 3, 2024, by and between Super League Enterprise, Inc., and Aegis Capital Corporation Â Exhibit 10.1 to the Current Report on Form 8-K, filed on July 16, 2024 Â Â Â Â Â 10.4 Â Form of Series AAA Junior Placement Agent Warrant Â Exhibit 10.2 to the Current Report on Form 8-K, filed on July 16, 2024 Â Â Â Â Â 10.5 Â Placement Agency Agreement, dated August 23, 2024, by and between Super League Enterprise, Inc., and Aegis Capital Corporation, as amended on August 29, 2024 Â Â Â Â Â Â 10.6** Â Form of Series AAA-3 Junior Subscription Agreement Â Exhibit 10.1 to the Current Report on Form 8-K, filed on September 23, 2024 Â Â Â Â Â 10.7** Â Form of Series AAA-3 Junior Registration Rights Agreement Â Exhibit 10.2 to the Current Report on Form 8-K, filed on September 23, 2024 Â Â Â Â Â 10.8 Â Form of Investor Warrant Â Exhibit 10.3 to the Current Report on Form 8-K, filed on September 23, 2024 Â Â Â Â Â 10.9 Â Form of Series AAA-3 Junior Placement Agent Warrant Â Exhibit 10.4 to the Current Report on Form 8-K, filed on September 23, 2024 Â Â Â Â Â 10.10 Â Binding Term Sheet, dated September 30, 2024, between Super League Enterprise, Inc., and Infinite Reality, Inc. Â Exhibit 10.1 to the Current Report on Form 8-K, filed on October 4, 2024 Â Â Â Â Â 10.11 Â Equity Exchange Agreement, dated September 30, 2024, by and between Super League Enterprise, Inc., and Infinite Reality, Inc, Â Exhibit 10.2 to the Current Report on Form 8-K, filed on October 4, 2024 Â Â Â Â Â 10.12 Â Form of Securities Purchase Agreement, dated October 24, 2024 Â Exhibit 10.1 to the Current Report on Form 8-K, filed on October 25, 2024 Â Â Â Â Â 10.13 Â Amended and Restated Equity Exchange Agreement, dated October 29, 2024, by and between Super League Enterprise, Inc., and Infinite Reality, Inc. Â Exhibit 10.1 to the Current Report on Form 8-K, filed on October 29, 2024 Â Â Â Â Â 10.14 Â Unsecured Promissory Note, dated August 1, 2024, issued to Sam Drozdov by Super League Enterprise, Inc. Â Â Â Â Â Â 10.15 Â Unsecured Promissory Note, dated August 1, 2024, issued to Bloxbiz Co. by Super League Enterprise, Inc. Â Â Â Â Â Â 10.16 Â Unsecured Promissory Note, dated August 1, 2024, issued to Ben Khakshoor by Super League Enterprise, Inc. Â Â Â Â Â Â 10.17 Â Business Loan Agreement, dated November 8, 2024, by and among Super League Enterprise, Inc., InPVP, LLC, Agile Capital Funding, LLC, and Agile Lending, LLC Â Â Â Â Â Â 10.18 Â Confessed Judgment Secured Promissory Note, dated November 8, 2024, issued by Super League Enterprise, Inc. and InPVP, LLC, to Agile Lending, LLC Â Â Â Â Â Â 31.1 Â Certification ofÂ the PrincipalÂ Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 Â Â Â Â Â Â 31.2 Â Certification of the Principal Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 Â Â Â Â Â Â 32.1 Â Certification ofÂ the PrincipalÂ Executive Officer and Principal Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 Â Â Â Â Â Â 101.INS Â Inline XBRL Instance Document - The instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document. Â Â 101.SCH Â Inline XBRL Taxonomy Extension Schema Document Â Â 101.CAL Â Inline XBRL Taxonomy Extension Calculation Linkbase Document Â Â 101.DEF Â Inline XBRL Taxonomy Extension Definition Linkbase Document Â Â 101.LAB Â Inline XBRL Taxonomy Extension Label Linkbase Document Â Â 101.PRE Â Inline XBRL Taxonomy Extension Presentation Linkbase Document Â Â 104 Â Cover Page Interactive Data File (embedded within the Inline XBRL Document and included in Exhibit 101) Â Â Â **Â Certain portions of this exhibit (indicated by â€œ[*****]â€) have been omitted as the Company has determined (i) the omitted information is not material and (ii) the omitted information would likely cause harm to the Company if publicly disclosed. Â -56- Table of Contents Â SIGNATURES Â Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized. Â Â SUPER LEAGUE ENTERPRISE, INC. Â Â Â Â Â Â By /s/ Ann Hand Â Â Â Ann Hand Chief Executive Officer (Principal Executive Officer) Â Â Â By /s/ Clayton Haynes Â Â Â Clayton Haynes Chief Financial Officer (Principal Financial and Accounting Officer) Â Date: November 14, 2024 Â Â Â Â -57- EX-10.5 2 ex_747789.htm EXHIBIT 10.5 ex_747789.htm Exhibit 10.5 Â PLACEMENT AGENCY AGREEMENT Â August 23, 2024 Â Aegis Capital Corp. 1345 Avenue of the Americas, 27th Floor New York, NY 10105 Â Re: Super League Enterprise, Inc. Â Ladies and Gentlemen: Â This Placement Agency Agreement (â€œAgreementâ€) sets forth the terms upon which Aegis Capital Corp., a New York corporation (â€œAegisâ€ or â€œPlacement Agentâ€), a registered broker-dealer and member of the Financial Industry Regulatory Authority (â€œFINRAâ€), shall be engaged by Super League Enterprise, Inc., a Delaware corporation (the â€œCompanyâ€) to act as the exclusive placement agent in connection with the private placement (the â€œOfferingâ€) of shares (the â€œSharesâ€) of Series AAA Junior Convertible Preferred Stock, par value $0.001 per share (the specific sub-series to be sold will be called Series AAA-3 Junior Convertible Preferred Stock and Shares issued at subsequent closings will be designated Series AAA-4 Junior Convertible Preferred Stock, Series AAA-5 Junior Convertible Preferred Stock and so on and all subseries of such stock being sold in the Offering is sometimes hereinafter referred to as the â€œSeries AAA Junior Preferred Stockâ€). The Offering will consist of a minimum of 1,000 shares ($1,000,000) (the â€œMinimum Amountâ€) and up to a maximum of 5,000 Shares ($5,000,000) (â€œMaximum Amountâ€) which shall be offered on a â€œreasonable efforts, all or noneâ€ basis as to the Minimum Amount and a â€œreasonable effortsâ€ basis for all amounts in excess of the Minimum Amount. In the event the Offering is oversubscribed, the Company may, upon the mutual agreement between the Company and the Placement Agent, issue up to an additional 2,500 Shares ($2,500,000) (the â€œOverallotmentâ€). The purchase price for the Shares will be $1,000 per Share (the â€œOffering Priceâ€) and reference is hereby made to the Term Sheet dated August 15, 2024 between the Company and Aegis (the â€œTerm Sheetâ€), which summarizes the terms of the Series AAA Junior Preferred Stock and other terms of the Offering. Â The Placement Agent shall accept subscriptions only from persons or entities who qualify as â€œaccredited investors,â€ as such term is defined in Rule 501 of Regulation D (â€œRegulation Dâ€) as promulgated by the United States Securities and Exchange Commission (the â€œSECâ€) under Section 4(a)(2) of the Securities Act of 1933, as amended (the â€œSecurities Actâ€). The Shares will be offered until the earlier of (i) the termination of the Offering as provided herein, the time that all Shares offered in the Offering are sold or (ii) September 14, 2024 (â€œInitial Offering Periodâ€), which date may be extended by the Placement Agent and the Company in their joint discretion until such date as agreed upon by the Placement Agent and the Company, not to extend past October 18, 2024, unless otherwise agreed to by the Placement Agent and the Company in writing (this additional period and the Initial Offering Period shall be referred to as the â€œOffering Periodâ€). The date on which the Offering expires or is terminated shall be referred to as the â€œTermination Date.â€ Â Â Â Â With respect to the Offering, the Company shall provide the Placement Agent, on terms set forth herein, the right to offer and sell all the Shares being offered. Purchases of Shares may be made by the Placement Agent and its officers, directors, employees and affiliates. The Company, in its sole discretion, may accept or reject, in whole or in part, any prospective investment in the Shares. Notwithstanding anything to the contrary set forth herein, it is understood that no sale shall be regarded as effective unless and until accepted by the Company. The Company and the Placement Agent shall mutually agree with respect to allotting any prospective subscriber less than the number of Shares that such subscriber desires to purchase. Â The Offering will be made by the Company solely pursuant to the Subscription Agreement (as defined below), which at all times will be in form and substance reasonably acceptable to the Company, the Placement Agent and their respective counsel and contain such legends and other information as Company, the Placement Agent and their respective counsel, may, from time to time, deem necessary or desirable to be set forth therein. â€œSubscription Agreementâ€ or â€œOffering Materialsâ€ as used in this Agreement means that certain form of Subscription Agreement, inclusive of all annexes, exhibits and all amendments, supplements and appendices thereto. Â 1.Â Â Â Â Â Â Appointment of Placement Agent. On the basis of the representations and warranties provided herein, and subject to the terms and conditions set forth herein, the Placement Agent is appointed exclusive placement agent for the Company during the Offering Period to assist the Company in finding qualified subscribers for the Offering. The Placement Agent shall also have exclusivity, including the retention of sub-placement agents, during the Offering Period with respect to any other securities that the Company desires to offer for capital raise purposes. The Placement Agent may sell Shares through other broker-dealers who are FINRA members, as well as through foreign finders pursuant to applicable FINRA rules, and may reallow all or a portion of the Agent Compensation (as defined in Section 3(b) below) it receives to such other broker-dealers or foreign finders. On the basis of such representations and warranties and subject to such terms and conditions, the Placement Agent hereby accepts such appointment and agrees to perform its services hereunder diligently and in good faith and in a professional and businesslike manner and to use its reasonable efforts to assist the Company in (A) finding subscribers of Shares who qualify as â€œaccredited investors,â€ as such term is defined in Rule 501 of Regulation D, and (B) completing the Offering. The Placement Agent has no obligation to purchase any of the Shares. Unless sooner terminated in accordance with this Agreement, the engagement of the Placement Agent hereunder shall continue until the later of the Termination Date or the Final Closing (as defined below). Â 2 Â Â 2.Â Â Â Â Â Â Representations, Warranties and Covenants of the Company. Except as set forth in the Offering Materials and any SEC Reports (as defined herein) or in the schedule of exceptions delivered to the Placement Agent on the date hereof (the â€œSchedule of Exceptionsâ€), the representations and warranties of the Company contained in this Section 2 are true and correct as of the date of this Agreement. Â (a)Â Â Â Â Â The Offering Materials have been prepared by the Company in compliance in all material respects with Regulation D and Section 4(a)(2) of the Act and the requirements of all other rules and regulations (the â€œRegulationsâ€) relating to offerings of the type contemplated by the Offering, and the applicable securities laws and the rules and regulations of those jurisdictions wherein the Placement Agent notifies the Company that the Shares are to be offered and sold excluding any foreign jurisdictions. The Shares will be offered and sold pursuant to the registration exemptions provided by Regulation D and Section 4(a)(2) of the Act as a transaction not involving a public offering and the requirements of any other applicable state securities laws and the respective rules and regulations thereunder in those United States jurisdictions in which the Placement Agent notifies the Company that the Shares are being offered for sale. None of the Company, or to the Companyâ€™s Knowledge, its affiliates, or any person acting on its or their behalf (other than the Placement Agent, its affiliates or any person acting on its behalf, in respect of which no representation is made) has taken nor will it take any action that conflicts with the conditions and requirements of, or that would make unavailable with respect to the Offering, the exemption(s) from registration available pursuant to Rule 506(b) of Regulation D or Section 4(a)(2) of the Act, or knows of any reason why any such exemption would be otherwise unavailable to it. None of the Company, or to the Companyâ€™s Knowledge, its predecessors or affiliates has been subject to any order, judgment or decree of any court of competent jurisdiction temporarily, preliminarily or permanently enjoining such person for failing to comply with Section 503 of Regulation D. Except to the extent of sales made pursuant to agreements with the Placement Agent, the Company has not, for a period of six months prior to the commencement of the offering of Shares, sold, offered for sale or solicited any offer to buy any of its securities in a manner that will be integrated with the offer and sale of the Shares pursuant to this Agreement and will cause the exemption from registration set forth in Rule 506(b) of Regulation D to become unavailable with respect to the offer and sale of the Shares pursuant to this Agreement in the United States. For purposes of this Agreement, "to the Companyâ€™s Knowledge" or similar phrases means the actual knowledge of either of Ann Hand or Clayton Haynes, of a fact or matter after making reasonable inquiry. Â (b)Â Â Â Â The Offering Materials do not include any untrue statement of a material fact or omit to state any material fact required to be stated therein or necessary to make the statements therein, in light of the circumstances under which they were made, not misleading; provided, however, the foregoing does not apply to any statements or omissions made solely in reliance on and in conformity with written information furnished to the Company by the Placement Agent specifically for use in the preparation thereof. To the Companyâ€™s Knowledge, none of the statements, documents, certificates or other items made, prepared or supplied by the Company with respect to the transactions contemplated hereby contain an untrue statement of a material fact or omits to state a material fact necessary to make the statements contained therein not misleading in light of the circumstances in which they were made; provided, however, the foregoing does not apply to any statements or omissions made solely in reliance on and in conformity with written information furnished to the Company by the Placement Agent specifically for use in the preparation thereof. There are no facts, circumstances or conditions which the Company has not disclosed in the Offering Materials or timely disclosed in any SEC Report and of which the Company is aware that has had or that could reasonably be expected to have a Company Group Material Adverse Effect (as defined in Section 2(c) below). Notwithstanding anything to the contrary herein, the Company makes no representation or warranty with respect to any estimates, projections and other forecasts and plans (including the reasonableness of the assumptions underlying such estimates, projections and other forecasts and plans) that may have been delivered to the Placement Agent or its representatives or that are contained in any of the SEC Reports or Offering Materials, except that such estimates, projections and other forecasts and plans have been prepared in good faith on the basis of assumptions stated therein, which assumptions were believed to be reasonable at the time of such preparation. Any statistical and market-related data included in any SEC Reports or in the Offering Materials are, or were at the time, based on or derived from sources that the Company believes, or believed at such time, after reasonable inquiry, to be reliable and accurate in all material respects and, to the extent required, the Company has obtained the written consent to the use of such data from such sources. Â 3 Â Â (c)Â Â Â Â The Company is a corporation duly incorporated and validly existing in good standing under the laws of the State of Delaware and has the requisite power and authority to own its properties and to carry on its business as described in the Offering Materials and the SEC Reports. Section 2(c) of the Schedule of Exceptions lists each entity owned or controlled, directly or indirectly by the Company (each a â€œSubsidiaryâ€ and collectively, the â€œSubsidiariesâ€). Each Subsidiary is duly incorporated or formed, as applicable, validly existing and in good standing under the laws of the state or foreign jurisdiction of its incorporation or formation, as applicable, as set forth in Section 2(c) of the Schedule of Exceptions. Except as set forth on Section 2(c) of the Schedule of Exceptions, neither the Company nor any Subsidiary (i) owns or controls, directly or indirectly, any interest in any other corporation, association or other business entity or (ii) participates in any joint venture, partnership or similar arrangement. Each Subsidiary has the requisite company power to own, operate and lease its properties and to carry out its business as described in the SEC Reports. Each of the Company and the Subsidiaries (collectively referred to herein as the â€œCompany Groupâ€) is qualified or licensed to do business in the jurisdictions listed in Section 2(c) of the Schedule of Exceptions, except for any failure to be so qualified or licensed that would not have a Company Group Material Adverse Effect. Each member of the Company Group is qualified or licensed to do business in all jurisdictions in which the character of the properties owned or held under lease by it or the nature of its business makes qualification necessary, except where the failure to be so qualified or licensed would not reasonably be expected to result in a Company Group Material Adverse Effect. No member of the Company Group is in violation of any provision of any of its organizational documents. As used in this Agreement, â€œCompany Group Material Adverse Effectâ€ means any event, circumstance, change or effect that, individually or in the aggregate with all other events, circumstances, changes and effects, is or is reasonably likely to be materially adverse to (i) the business, condition (financial or otherwise), assets, prospects, liabilities or results of operations of the Company and its Subsidiaries taken as a whole or (ii) the ability of the Company to consummate the transactions contemplated by this Agreement and to perform its obligations under the Transaction Documents; provided, however, that clause (i) shall not include any event, circumstance, change or effect resulting from (x) failure of the Company to receive the Approvals (as defined below), (y) changes in general economic conditions or changes in securities markets in general that do not have a materially disproportionate effect (relative to other industry participants) on the Company or its Subsidiaries or (z) general changes in the industries in which the Company and the Company Subsidiaries operate, except those events, circumstances, changes or effects that adversely affect the Company and its Subsidiaries to a materially greater extent than they affect other entities operating in such industries. Â (d)Â Â Â Â The Company has all requisite corporate power and authority to enter into and perform its obligations under this Agreement, the Subscription Agreement, the Registration Rights Agreement substantially in the form of Exhibit C to the Subscription Agreement (the â€œRegistration Rights Agreementâ€), the

Escrow Agreement (as hereinafter defined), and the other agreements contemplated hereby (this Agreement, the Subscription Agreement, the Registration Rights Agreement, and the other agreements contemplated hereby that the Company is executing and delivering hereunder are collectively referred to herein as the â€œTransaction Documentsâ€). Â 4 Â Â (e)Â Â Â Â The Shares to be purchased by investors pursuant to the Offering Materials and the Agent Warrants (as defined in Section 3(b)) to be issued to the Placement Agent pursuant to the terms of this Agreement have been duly authorized for issuance and sale pursuant to this Agreement and, when issued and delivered by the Company pursuant to this Agreement against payment of the consideration set forth herein, will be duly and validly issued, fully paid and non-assessable and will have the rights, preferences and priorities set forth in the Companyâ€™s Certificate of Incorporation (including the Certificate of Designation, as defined below). Subject to the approval by the holders of a majority of the Companyâ€™s issued and outstanding voting securities of the adjustments to the conversion price set forth in Section 7(a)(ii) of the Certificate of Designation (the â€œConversion Price Adjustmentsâ€), the issuance of certain additional investment rights to purchase a series of preferred stock similar in terms to the Series AAA Junior Preferred Stock, as set forth in Section 6 of the Subscription Agreement (the â€œAdditional Investment Rightsâ€), and the potential issuance of more than 20% of the Companyâ€™s common stock upon the conversion of the Series AAA Preferred due to the Conversion Price Adjustments (collectively, the â€œStockholder Approvalâ€), the Common Stock issuable upon conversion of the Shares (including, for purposes of this subsection, the Shares that may be purchased pursuant to Additional Investment Rights) and Agent Warrant Shares (as defined in Section 3(b)) (collectively, the â€œConversion Sharesâ€) have been, or will be upon the receipt of the Stockholder Approval, duly authorized and reserved for issuance and when issued by the Company upon valid conversion of the Shares and Agent Warrant Shares, will be, upon the receipt of the Stockholder Approval, duly and validly issued, fully paid and nonassessable. The shares of Common Stock which will be issued as dividends on the Shares as set forth in the Certificate of Designations (collectively, the â€œDividend Sharesâ€) have been duly authorized and reserved for issuance, and when issued by the Company in payment of dividends on the Shares, will be duly and validly issued, fully paid and nonassessable and no further approvals are required to be obtained by the Company with respect to the issuance of the Dividend Shares. The Agent Warrant Shares have been duly authorized and reserved for issuance and when issued by the Company pursuant to the terms of the Agent Warrants, will be duly and validly issued, fully paid and nonassessable. The issuance of the Shares, Conversion Shares, Dividend Shares, Agent Warrants and Agent Warrant Shares are not subject to any preemptive or other similar rights of any securityholder of the Company that have not been waived by such parties, or for which such partyâ€™s right to elect to participate in this Offering has not expired after being notified by the Company. The capital stock of the Company conforms in all material respects to all statements relating thereto contained in the SEC Reports. No holder of Shares or Agent Warrants will be subject to personal liability solely by reason of being such a holder. Â (f)Â Â Â Â Prior to the initial closing of the Offering (the â€œFirst Closingâ€), each of the Transaction Documents (other than this Agreement, which has already been authorized) will have been duly authorized by the Companyâ€™s Board of Directors. This Agreement has been duly authorized, executed and delivered and constitutes, and each of the other Transaction Documents, upon due execution and delivery, will constitute, valid and binding obligations of the Company, enforceable against the Company in accordance with their respective terms: (i) except as enforceability may be limited by applicable bankruptcy, insolvency, reorganization, moratorium or other similar laws now or hereafter in effect related to laws affecting creditorsâ€™ rights generally, including the effect of statutory and other laws regarding fraudulent conveyances and preferential transfers, and except that no representation is made herein regarding the enforceability of the Companyâ€™s obligations to provide indemnification and contribution remedies under the securities laws; and (ii) subject to the limitations imposed by general equitable principles (regardless of whether such enforceability is considered in a proceeding at law or in equity). Â 5 Â Â (g)Â Â Â Â Except as set forth in the Offering Materials and in the Schedule of Exceptions, neither the execution and the delivery of this Agreement or any Transaction Document, nor the consummation of the transactions contemplated hereby, will (with or without the passage of time or giving of notice): (i) to the Companyâ€™s Knowledge, violate any injunction, judgment, order, decree, ruling, charge or other restriction, or any Law (as defined below) applicable to any member of the Company Group, (ii) violate any provisions of any of the charter documents of any member of the Company Group, (iii) violate or constitute a default (or any event which, with or without due notice or lapse of time, or both, would constitute a violation or default) under, result in the termination of, accelerate the performance required by any of the material terms, conditions or provisions of any Material Contract (as defined in Section 2(o) below) of any member of the Company Group, or by which any member of the Company Group, or any of its respective operating assets, is bound or (iv) result in the creation of any lien, charge or other encumbrance on the assets or properties of any member of the Company Group. â€œLawâ€ means any applicable federal, national, regional, state, municipal or local law, statute, treaty, rule, regulation, ordinance, order, code, judgment, decree, directive, injunction, writ or similar action or decision. Â (h)Â Â Â Â The Company has filed all reports, schedules, forms, statements and other documents required to be filed by the Company under the Securities Act and the Securities and Exchange Act of 1934, as amended (the â€œExchange Actâ€), including pursuant to Section 13(a) or 15(d) thereof, for the two years preceding the date hereof (or such shorter period as the Company was required by law or regulation to file such material) (the foregoing materials, including the exhibits thereto and documents incorporated by reference therein, being collectively referred to herein as the â€œSEC Reportsâ€) on a timely basis or has received a valid extension of such time of filing and has filed any such SEC Reports prior to the expiration of any such extension. The SEC Reports (i) complied in all material respects with the requirements of the Securities Act and the Exchange Act, as applicable, and (ii) none of the SEC Reports, when filed, contained any untrue statement of a material fact or omitted to state a material fact required to be stated therein or necessary in order to make the statements therein, in the light of the circumstances under which they were made, not misleading. Â (i)Â Â Â Â The financial statements included in the SEC Reports, together with the related schedules and notes, present fairly, in all material respects, the financial position of the Company and its Subsidiaries, at the dates indicated and its results of operations, stockholdersâ€™ equity and cash flows for the periods specified; said financial statements have been prepared in conformity with U.S. generally accepted accounting principles (â€œGAAPâ€) applied on a consistent basis throughout the periods involved (except for any preparation of non-GAAP measures). The supporting schedules, if any, present fairly, in all material respects, in accordance with GAAP the information required to be stated therein. Except as set forth in such financial statements or otherwise disclosed in the Schedule of Exceptions attached hereto, or in the SEC Reports, neither the Company nor any Subsidiary has any known material liabilities of any kind, whether accrued, absolute or contingent, or otherwise. Â 6 Â Â (j)Â Â Â Â Since the date of the Companyâ€™s most recent financial statements contained in the SEC Reports, there has been no Company Group Material Adverse Effect. Â (k)Â Â Â Â As of the date hereof, the Company will have the authorized and outstanding capital stock as described in Section 2(k) of the Schedule of Exceptions. All outstanding shares of capital stock of the Company are duly authorized, validly issued and outstanding, fully paid and non-assessable. Except as described in the SEC Reports, as of the date of the Closing: (i) there will be no outstanding options, stock subscription agreements, warrants or other rights permitting or requiring the Company or others to purchase or acquire any shares of capital stock or other equity securities of the Company or to pay any dividend or make any other distribution in respect thereof; (ii) there will be no securities issued or outstanding which are convertible into or exchangeable for any of the foregoing and there are no contracts, commitments or understandings, whether or not in writing, to issue or grant any such option, warrant, right or convertible or exchangeable security; (iii) except for shares of Common Stock reserved for conversion of the Series AAA Junior Preferred, no shares of stock or other securities of the Company are reserved for issuance for any purpose; (iv) there will be no voting trusts or other contracts, commitments, understandings, arrangements or restrictions of any kind with respect to the ownership, voting or transfer of shares of stock or other securities of Company, including, without limitation, any preemptive rights, rights of first refusal, proxies or similar rights, and (v) no person holds a right to require Company to register any securities of Company under the Act or to participate in any such registration. Â (l)Â Â Â Â The Certificate of Designation of Preferences, Rights, and Limitations of the Series AAA Junior Preferred Stock of the Company (including, for these purposes, each sub-series of such stock), the proposed form of which is attached hereto as Exhibit B to the Subscription Agreement (the â€œCertificate of Designationâ€), has been duly authorized by the Company and will have been duly executed and delivered by the Company and duly filed with the Secretary of State of the State of Delaware before the Closing. The holders of each subseries of Series AAA Junior Preferred Stock will have the rights set forth in the applicable Certificate of Designation that will be filed with the Secretary of State of the State of Delaware. Â (m)Â Â Â Â The conduct of business by members of the Company Group as presently and proposed to be conducted is not subject to continuing oversight, supervision, regulation or examination by any governmental official or body of the United States, or any other jurisdiction wherein any such members currently conduct such business, except as described in the SEC Reports. Neither the Company, nor any other member of the Company Group has received any notice of any violation of, or noncompliance with, any Law applicable to its business, the violation of, or noncompliance with, which would have or would reasonably be expected to have a Company Group Material Adverse Effect, and the Company knows of no facts or set of circumstances which could give rise to such a notice. Â 7 Â Â (n)Â Â Â Â Each member of the Company Group has all franchises, permits, authorizations, licenses, and any similar authority necessary for the conduct of its business as described in the SEC Reports, except as would not, individually or in the aggregate, reasonably be expected to have a Company Group Material Adverse Effect. Except as disclosed in the SEC Reports, no member of the Company Group has received written notice of (i) any pending proceedings which could reasonably be expected to result in the revocation, cancellation, suspension of any adverse modification of any such franchises, permits, authorizations, licenses or other similar authority or (ii) any default under any of such franchises, permits, licenses, authorizations or other similar authority, except as would not, individually or in the aggregate, reasonably be expected to have an Company Group Material Adverse Effect. Â (o)Â Â Â Â Except as disclosed herein, in the Schedule of Exceptions, in the Offering Materials or in the SEC Reports, no breach or default by any member of the Company Group or any other party exists in the due performance under any of the terms of any note, bond, indenture, mortgage, deed of trust, lease, rental agreement, material contract, material purchase or sales order or other material agreement or instrument to which any member of the Company Group is a party or by which it or its property is bound or affected (each of the foregoing, a â€œMaterial Contractâ€), and there exists no condition, event or act which constitutes, nor which after notice, the lapse of time or both, could constitute a default under any of the foregoing, except as would not, individually or in the aggregate, has had or is reasonably be expected to have a Company Group Material Adverse Effect. The Material Contracts disclosed in the SEC Reports are in all material respects accurately described and are in full force and effect in accordance with their respective terms, subject to any applicable bankruptcy, insolvency or other laws affecting the rights of creditors generally and to general equitable principles and the availability of specific performance. Â (p)Â Â Â Â The members of the Company Group collectively, solely and exclusively own all right, title and interest in, or possesses enforceable rights to use, all patents, patent applications, trademarks, service marks, copyrights, rights, licenses, franchises, trade secrets, confidential information, processes and formulations necessary for the conduct of its business as now conducted (collectively, the â€œIntangiblesâ€), except where the failure to own or possess such rights would not, individually or in the aggregate, would reasonably be expected to have a Company Group Material Adverse Effect. To the Companyâ€™s Knowledge, no member of the Company Group has infringed upon the rights of others with respect to the Intangibles and, except as disclosed in the SEC Reports, no member of the Company Group has received any notice that such member has or may have infringed or is infringing upon the rights of others with respect to the Intangibles, nor has such member received any written notice of conflict with the asserted rights of others with respect to the Intangibles. To the Companyâ€™s Knowledge, all such Intangibles are enforceable and no others have infringed upon the rights of any members of the Company Group with respect to the Intangibles. None of the Company Groupâ€™s material Intangibles have expired or terminated, or are expected to expire or terminate, within three years from the date of this Agreement. All current and former officers, employees, consultants and independent contractors of each member of the Company Group having access to proprietary information of a member of the Company Group, its customers or business partners and inventions owned by any member of the Company Group have executed and delivered to the applicable member of the Company Group an agreement regarding the protection of such proprietary information. The Company Group has secured, by valid written assignments from all of Company Groupâ€™s current and former consultants, independent contractors and employees, to the extent such individuals have not breached any covenants, representations, or warranties made to the Company in such assignments, who were involved in, or who contributed to, the creation or development of any Intangibles, unencumbered and unrestricted exclusive ownership of each such third partyâ€™s Intangibles in their respective contributions, except where the failure to do so would not individually or in the aggregate, reasonably be expected to have a Company Group Material Adverse Effect. No current or former employee, officer, director, consultant or independent contractor of any member of the Company Group has any right, license, claim or interest whatsoever in or with respect to any Intangibles owned by the Company. Â 8 Â Â (q)Â Â Â Â Â Except as set forth in the SEC Reports, no member of the Company Group is a party to any collective bargaining agreement nor does it employ any member of a union. No executive officer of any member of the Company Group has provided written notice that such officer intends to leave the Company Group or otherwise terminate such officer's employment with the Company Group. No executive officer of any member of the Company Group, to the Companyâ€™s Knowledge, is in violation of any material term of any employment contract, confidentiality, disclosure or proprietary information agreement, non-competition agreement, or any other contract or agreement or any restrictive covenant, and the continued employment of each such executive officer does not subject the Company Group to any material liability with respect to any of the foregoing matters. To the Companyâ€™s Knowledge, each member of the Company Group is in compliance with all federal, state, local and foreign laws and regulations respecting labor, employment and employment practices and benefits, terms and conditions of employment and wages and hours, except where failure to be in compliance would not, either individually or in the aggregate, reasonably be expected to result in a Company Group Material Adverse Effect. No labor dispute with the employees of the Company or any of its subsidiaries exists or, to the Companyâ€™s Knowledge, is threatened, and the Company has no knowledge of any existing or imminent labor dispute by the employees of any of its principal suppliers, manufacturers, customers or contractors. Â (r)Â Â Â Â Except (i) as set forth in the SEC Reports, (ii) as may be required under state securities or Blue Sky laws, (iii) as may be required under the Securities Act, the rules and regulations of the Commission under the Securities Act (the â€œSecurities Act Regulationsâ€), Exchange Act, the rules and regulations of the SEC under the Exchange Act (the â€œExchange Act Regulationsâ€), the rules of Nasdaq (the â€œExchangeâ€), (iv) as set forth in the Schedule of Exceptions, or (v) will have been obtained or made on or prior to the Closing, no consent, approval, order or authorization of, or registration, qualification, designation, declaration or filing with any court or governmental authority or other Person on the part of any member of the Company Group is required in connection with the issuance or sale of the Shares or the consummation of the transactions contemplated herein or in the other Transaction Documents. Â (s)Â Â Â Â Subsequent to the respective dates as of which information is given in the Offering Materials or in any SEC Report, each of the members of the Company Group has operated their respective businesses in the ordinary course and, except as may otherwise be set forth in the SEC Reports, there has been no: (i) Company Group Material Adverse Effect; (ii) transaction otherwise than in the ordinary course of business consistent with past practice; (iii) issuance of any securities (debt or equity) or any rights to acquire any such securities other than the AR Facility or pursuant to equity incentive plans approved by its board of directors; (iv) damage, loss or destruction, whether or not covered by insurance, with respect to any asset or property of any members of the Company Group or (v) agreement to permit any of the foregoing. Â 9 Â Â (t)Â Â Â Â Except as set forth in the Schedule of Exceptions, the Offering Materials or in any SEC Reports, there are no actions, suits, claims, hearings or proceedings pending before any court or governmental authority or, to the Companyâ€™s Knowledge, threatened, against any members of the Company Group, or involving its assets or any of its officers or directors (in their capacity as such) which, if determined adversely to such member of the Company Group or such officer or director, could reasonably be expected to have a Company Group Material Adverse Effect. No member of the Company Group is a party or subject to the provisions of any material order, writ, injunction, judgment or decree of any governmental authority that has not been satisfied in full or otherwise discharged. Â (u)Â Â Â Â Except as set forth in the Schedule of Exceptions and the Offering Materials, no member of the Company Group is: (i) in violation of its charter documents, (ii) in violation of any statute, rule or regulation applicable to such member, the violation of which would have or would reasonably be expected to have a Company Group Material Adverse Effect; or (iii) in violation of any judgment, decree or order of any court or governmental body having jurisdiction over such member of the Company Group, which violation or violations individually, or in the aggregate, could reasonably be expected to have a Company Group Material Adverse Effect. Â (v)Â Â Â Â Except as disclosed in any SEC Reports, no director, officer or manager of the Company or any Subsidiary or, to the Companyâ€™s Knowledge, none of the shareholders of the Company, any interest in any Person which is a competitor, supplier or customer of any member of the Company Group (unless such person is a publicly traded company), (i) owns, directly or indirectly, in whole or in part, any property, asset or right, real, personal or mixed, tangible or intangible (including any of the Intangibles) which is utilized by or in connection with the business of any member of the Company Group, (ii) is a customer of, or supplier to, any member of the Company Group or (iii) directly or indirectly has an interest in or is a party to any Material Contract pertaining or relating to any member of the Company Group. In addition, no director, officer or employee of the Company, nor any affiliate of any such person nor to the Companyâ€™s Knowledge, no shareholder of the Company, is presently, directly or

indirectly through his/her affiliation with any other person or entity, a party to any loan from any member of the Company Group. Â (w)Â Â Â Â Each of the Company and the Subsidiaries has filed, on a timely basis, each federal, state, local and foreign tax return, report and declarations that were required to be filed, or has requested an extension therefor and has paid all taxes and all related assessments, charges, penalties and interest to the extent that the same have become due. There are no unpaid taxes in any material amount claimed in writing to be due by the taxing authority of any jurisdiction, and the officers of the Company know of no basis for any such claim. Neither the Company nor any Subsidiary has executed any waiver with respect to the statute of limitations relating to the assessment or collection of any foreign, federal, state or local tax. To the Companyâ€™s Knowledge, none of the Company Groupâ€™s tax returns is presently being audited by any taxing authority. No liens have been filed and no claims are being asserted by or against any member of the Company Group with respect to any taxes (other than liens for taxes not yet due and payable). The Company has received no notice of assessment or proposed assessment of any taxes claimed to be owed by it or any other Person on its behalf. Except as disclosed any SEC Reports, neither the Company nor any Subsidiary is a party to any tax sharing or tax indemnity agreement or any other agreement of a similar nature that remains in effect. The Company and the Subsidiaries have complied in all material respects with all applicable legal requirements relating to the payment and withholding of taxes and, within the time and in the manner prescribed by law, has withheld from wages, fees and other payments and paid over to the proper governmental or regulatory authorities all amounts required. Â 10 Â Â (x)Â Â Â Â Except as otherwise disclosed in any SEC Reports, (i) each member of the Company Group has at all times conducted and currently conducts its business in compliance, in all material respects, with all Environmental Laws (as defined below), including having and complying with all environmental permits, licenses and other approvals and authorizations necessary for the operation of its business as presently conducted, (ii) no member of the Company Group has received any communication from any arbitrator, court, governmental body, regulatory body, administrative agency or other authority, body or agency having jurisdiction over the Company, any of its Subsidiaries or any of their respective properties, assets or operations (each, a â€œGovernmental Entityâ€) or any other Person alleging that it may be or was in violation of, or liable under, any Environmental Law, and (iii) there is no claim pending, or to the Companyâ€™s Knowledge, threatened, against the Company or any member of the Company Group arising under any Environmental Law. For purposes hereof, â€œEnvironmental Lawâ€ means any applicable Federal, state, local or foreign laws, relating to (a) the protection, preservation or restoration of the environment (including, air, water vapor, surface water, groundwater, drinking water supply, surface land, subsurface land, plant and animal life or any other natural resource) or (b) the exposure to, or the use, storage, recycling, treatment, generation, transportation, processing, handling, labeling, production, release or disposal of, Hazardous Substances, in each case as amended and as in effect on the date hereof. â€œHazardous Substanceâ€ means any substance listed, defined, designated or classified as hazardous, toxic, radioactive, or dangerous, or otherwise regulated, under any Environmental Law. Hazardous Substance includes any substance for which exposure is regulated by any Governmental Entity or any Environmental Law including, but not limited to, any toxic waste, pollutant, contaminant, hazardous substance, toxic substance, hazardous waste, special waste, petroleum or any derivative or by-product thereof, radon, radioactive material, asbestos, or asbestos containing material, urea formaldehyde foam insulation, lead or polychlorinated biphenyls. Â (y)Â Â Â Â Except as disclosed in any SEC Reports, neither the Company nor any Subsidiary owns any real property. Each of the Company and the Subsidiaries has good and marketable title to all personal property and assets reflected as owned by it in the financial statements referred to in Section 2(h) above and which are material to the business of the Company or such Subsidiary, in each case free and clear of any security interests, mortgages, liens, encumbrances, claims and other defects, except as may be required under the AR Facility or such as do not materially and adversely affect the value of such property and do not materially interfere with the use made or proposed to be made of such property. The real property, improvements, equipment and personal property held under lease by each of the Company and the Subsidiaries are held under valid and enforceable leases, with such exceptions as are not material, and do not materially interfere with the use made or proposed to be made of such real property, improvements, equipment or personal property. With respect to the property and assets leased, each member of the Company Group is in compliance with such leases, except where failure to be in compliance would not, either individually or in the aggregate, reasonably be expected to result in a Company Group Material Adverse Effect. Â 11 Â Â (z)Â Â Â Â Each member of the Company Group and any â€œemployee benefit planâ€ (as defined under the Employee Retirement Income Security Act of 1974, as amended, and the regulations and published interpretations thereunder (collectively, â€œERISAâ€)) established or maintained by the Company, the Subsidiaries or their â€œERISA Affiliatesâ€ (as defined below) are in compliance in all material respects with ERISA. â€œERISA Affiliateâ€ means, with respect to the Company or a Subsidiary, any member of any group of organizations described in Sections 414(b), (c), (m) or (o) of the Internal Revenue Code of 1986, as amended, and the regulations and published interpretations thereunder (the â€œCodeâ€) of which the Company or such Subsidiary is a member. Each â€œemployee benefit planâ€ established or maintained by the Company, its Subsidiaries or any of their ERISA Affiliates that is intended to be qualified under Section 401(a) of the Code is so qualified and nothing has occurred, whether by action or failure to act, which would cause the loss of such qualification. Â (aa)Â Â Â Â Neither the Company, any Subsidiary, nor, to the Companyâ€™s Knowledge, any director, officer, agent, employee or other Person acting on behalf of any of such entities has, in the course of its actions for, or on behalf of, the Company or any Subsidiary has taken any action, directly or indirectly, that would result in a violation by such persons of the Foreign Corrupt Practices Act of 1977, as amended, and the rules and regulations thereunder (the â€œFCPAâ€), including, without limitation, making use of the mails or any means or instrumentality of interstate commerce corruptly in furtherance of an offer, payment, promise to pay or authorization of the payment of any money, or other property, gift, promise to give, or authorization of the giving of anything of value to any â€œforeign officialâ€ (as such term is defined in the FCPA) or any foreign political party or official thereof or any candidate for foreign political office, in contravention of the FCPA and the Company, its Subsidiaries and, to the Companyâ€™s Knowledge, its and their respective affiliates have conducted their businesses in compliance with the FCPA and have instituted and maintain policies and procedures designed to ensure, and which are reasonably expected to continue to ensure, continued compliance therewith. Â (bb)Â Â Â Â The operations of the Company and its Subsidiaries are and have been conducted at all times in compliance with applicable financial recordkeeping and reporting requirements of the Currency and Foreign Transactions Reporting Act of 1970, as amended, the money laundering statutes of all applicable jurisdictions, the rules and regulations thereunder and any related or similar rules, regulations or guidelines, issued, administered or enforced by any Governmental Entity (collectively, the â€œMoney Laundering Lawsâ€); and no action, suit or proceeding by or before any Governmental Entity involving the Company or any of its Subsidiaries with respect to the Money Laundering Laws is pending or, to the knowledge of the Company, threatened. Â 12 Â Â (cc)Â Â Â Â Neither the Company, any of its Subsidiaries nor, to the Companyâ€™s Knowledge, its or their respective directors, officers, agents, employees or affiliates are currently the subject of sanctions administered or enforced by the United States Government, including, without limitation, the U.S. Department of the Treasuryâ€™s Office of Foreign Assets Control (â€œOFACâ€), the United Nations Security Council, the European Union, Her Majestyâ€™s Treasury, or other relevant sanctions authority applicable to the Company and its Subsidiaries (collectively, â€œSanctionsâ€), nor is the Company or any of its Subsidiaries located, organized or resident in a country or territory that is the subject of Sanctions; and the Company does not intend to, directly or indirectly, use the proceeds of the sale of the Securities, or lend, contribute or otherwise make available such proceeds to any subsidiaries, joint venture partners or other Person, to fund any activities of or business with any Person, or in any country or territory, that, at the time of such funding, is the subject of Sanctions or in any other manner that will result in a violation by any Person (including any Person participating in the transaction, whether as underwriter, advisor, purchaser or otherwise) of Sanctions. Â (dd)Â Â Â Â Except as disclosed to the Placement Agent in writing, no member of the Company Group is obligated to pay, and has not obligated the Placement Agent to pay, a finderâ€™s or origination fee in connection with the Offering (other than to the Placement Agent or any sub-placement agents), and the Company hereby agrees to indemnify the Placement Agent from any such claim made by any other person not approved by the Placement Agent, as more fully set forth in Section 8 hereof. Except as disclosed to the Placement Agent, the Company has not offered for sale or solicited offers to purchase the Shares except for negotiations with the Placement Agent. The Placement Agent acknowledges that the disclosure in any future SEC Reports of this Agreement shall not represent a breach of any representation or warranty so long as Placement Agentâ€™s identity is removed from such disclosures. Â (ee)Â Â Â Â Except as described in any SEC Reports, the Company maintains an effective system of â€œdisclosure controls and proceduresâ€ (as defined in Rule 13a-15(e) of the Exchange Act) that complies with the requirements of the Exchange Act and that has been designed to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SECâ€™s rules and forms, including controls and procedures designed to ensure that such information is accumulated and communicated to the Companyâ€™s management as appropriate to allow timely decisions regarding required disclosure. Â (ff)Â Â Â Â Except as described in any SEC Reports, the Company maintains effective internal control over financial reporting (as defined under Rule 13a-15 and 15d-15 of the Exchange Act Regulations) and a system of internal accounting controls sufficient to provide reasonable assurances that (A) transactions are executed in accordance with managementâ€™s general or specific authorization; (B) transactions are recorded as necessary to permit preparation of financial statements in conformity with GAAP and to maintain accountability for assets; (C) access to assets is permitted only in accordance with managementâ€™s general or specific authorization and (D) the recorded accountability for assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences. Except as described in any SEC Reports, since the end of the Companyâ€™s most recent audited fiscal year, there has been (1) no material weakness in the Companyâ€™s internal control over financial reporting (whether or not remediated) and (2) no change in the Companyâ€™s internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, the Companyâ€™s internal control over financial reporting. Â 13 Â Â (gg)Â Â Â Â Each of the Company and the Subsidiaries is insured by recognized, financially sound and reputable institutions with policies in such amounts and with such deductibles and covering such risks as are prudent and customary in the business in which it is engaged, including directors and officersâ€™ liability. Â (hh)Â Â Â Â The Companyâ€™s Common Stock is registered pursuant to Section 12(b) or 12(g) of the Exchange Act and is listed on the Exchange; the Company has taken no action designed to, or likely to have the effect of, terminating the registration of the Common Stock under the Exchange Act or delisting the Common Stock from the Exchange; except as set forth in any SEC Reports, the Company has not received any notice that it is out of compliance with the listing or maintenance requirements of the Exchange and the Company is, and will continue to be, in material compliance with all such listing and maintenance requirements; and the Company has not received any notification that the SEC or the Exchange is contemplating terminating the registration of the Common Stock under the Exchange Act or delisting the Common Stock from the Exchange. Â (ii)Â Â Â Â The Company, and all Company Related Persons (as defined below) are not subject to any of the disqualifications set forth in Rule 506(d) of Regulation D (each a â€œDisqualification Eventâ€). The Company has exercised reasonable care to determine whether any Company Related Person is subject to a Disqualification Event. The SEC Reports contains a true and complete description of the matters required to be disclosed with respect to the Company and the Company Related Persons pursuant to the disclosure requirements of Rule 506(e) of Regulation D, to the extent applicable. As used herein, â€œCompany Related Personsâ€ means any predecessor of the Company, any affiliated Company, any director, executive officer, other officer of the Company participating in the Offering, any general partner or managing member of the Company, any beneficial owner of 20% or more of the Companyâ€™s outstanding voting equity securities, calculated on the basis of voting power, and any â€œpromoterâ€ (as defined in Rule 405 under the Act) connected with the Company in any capacity. The Company agrees to promptly notify the Placement Agent in writing of (i) any Disqualification Event relating to any Company Related Person and (ii) any event that would, with the passage of time, become a Disqualification Event relating to any Company Related Person. Â (jj)Â Â Â Â No representation or warranty by the Company contained in Section 2 of this Agreement and no statement by the Company contained in the Schedule of Exceptions to this Agreement contains any material untrue statement of a material fact or omits to state a material fact necessary to make the statements contained therein, in the light of the circumstances in which they are made, not misleading. Â (kk)Â Â Â Â Until the earlier of (i) the Termination Date and (ii) the Final Closing, the Company will not issue any press release, grant any interview, or otherwise communicate with the media in any manner whatsoever with respect to the Offering without the Placement Agentâ€™s prior consent, which consent will not unreasonably be withheld, delayed or conditioned; provided, however, the Company shall in no way be liable to Placement Agent, or otherwise be determined to be in breach of this Agreement, in the event the Company files any report that may potentially be determined to be a communication regarding, or with respect to, the Offering, if such report is required to be filed by Law, and the Company provided Placement Agent an opportunity to comment on such report at least six (6) hours prior to the deadline for the filing of such report. Â 14 Â Â 2A.Â Â Â Â Â Representations, Warranties and Covenants of Placement Agent. The Placement Agent represents and warrants to Company that the following representations and warranties are true and correct as of the date of this Agreement: Â (a)Â Â Â Â Aegis is a corporation duly organized, validly existing and in good standing under the laws of the State of New York and has all requisite corporate power and authority to enter into this Agreement and to carry out and perform its obligations under the terms of this Agreement. Â (b)Â Â Â Â This Agreement has been duly authorized, executed and delivered by the Placement Agent, and upon due execution and delivery by the Company, this Agreement will be a valid and binding agreement of the Placement Agent enforceable against it in accordance with its terms, except as may be limited by principles of public policy and, as to enforceability, subject to applicable bankruptcy, insolvency, reorganization, moratorium and similar laws relating to or affecting creditorâ€™s rights from time to time in effect and subject to general equity principles. Â (c)Â Â Â Â The Placement Agent is a member in good standing of FINRA and is registered as a broker-dealer under the Exchange Act, and under the securities acts of each state into which it is making offers or sales of the Shares. The Placement Agent is in compliance with all applicable rules and regulations of the SEC and FINRA, except to the extent that such noncompliance would not have a material adverse effect on the transactions contemplated hereby. None of the Placement Agent or its affiliates, or any person acting on behalf of the foregoing (other than Company or its affiliates or any person acting on its or their behalf, in respect of which no representation is made) has taken nor will it take any action that conflicts with the conditions and requirements of, or that would make unavailable with respect to the Offering, the exemption(s) from registration available pursuant to Rule 506 of Regulation D or Section 4(a)(2) of the Act, or knows of any reason why any such exemption would be otherwise unavailable to it. Â (d)Â Â Â Â None of the execution and delivery of or performance by the Placement Agent under this Agreement or any other agreement or document entered into by the Placement Agent in connection herewith or the consummation of the transactions herein or therein contemplated conflicts with or violates, any agreement or other instrument to which the Placement Agent is a party or by which its assets may be bound, or any term of its certificate of incorporation or by-laws, or any license, permit, judgment, decree, order, statute, rule or regulation applicable to Placement Agent or any of its assets, except in each case as would not have a material adverse effect on the transactions contemplated hereby. Â (e)Â Â Â Â Neither Placement Agent nor any Placement Agent Related Persons (as defined below) are subject to any Disqualification Event. Placement Agent has exercised reasonable care to determine whether any Placement Agent Related Person is subject to a Disqualification Event. The Offering Materials contain a true and complete description of the matters required to be disclosed with respect to Placement Agent and Placement Agent Related Persons pursuant to the disclosure requirements of Rule 506(e) of Regulation D, to the extent applicable. As used herein, â€œPlacement Agent Related Personsâ€ means any director, general partner, managing member, executive officer, or other officer of Placement Agent participating in the Offering. Placement Agent agrees to promptly notify the Company in writing of (i) any Disqualification Event relating to any Placement Agent Related Person and (ii) any event that would, with the passage of time, become a Disqualification Event relating to any Placement Agent Related Person. Â 15 Â Â 3.Â Â Â Â Â Â Â Placement Agent Compensation. Â (a)Â Â Â Â In connection with the Offering, the Company will pay at Closing (as defined in Section 4(e) below) a cash fee (the â€œAgent Cash Feeâ€) to the Placement Agent equal to 10% of the gross cash proceeds from the sale of the Shares consummated at such Closing. For the avoidance of doubt, the consummation of the sale of Shares pursuant to the Additional Investment Rights will be considered a â€œClosingâ€ for purposes of payment of the Agent Cash Fee. Â (b)Â Â Â Â As additional compensation, at or within ten (10) business days following the Final Closing, the Company will issue to the Placement Agent (or its designee(s)) for nominal consideration, a five-year warrants (the â€œAgent Warrantsâ€) to purchase such number of shares of the Companyâ€™s common stock as is equal to 14.5% of the shares of Common Stock initially issuable upon conversion of the Shares sold at the Closing and pursuant to the Shares issued pursuant to the Additional Investment Rights as described in the Offering Materials (the â€œAgent Warrant Sharesâ€), at an exercise price equal to the Conversion Price of the Shares issued at such closing or the time of purchase of shares pursuant to the Additional Investment Right (the Agent Cash Fee and Agent Warrants are sometimes referred to herein collectively as â€œAgent Compensationâ€).Â The Agent Warrants will be exercisable on a â€œcashlessâ€ basis and for the five-year period following issuance and shall be afforded comparable price protections as the Shares.Â The Agent Warrants will be in such authorized denominations and will be registered in such names as the Placement Agent shall request in an instruction letter (the â€œAgent Warrant Instruction Letterâ€) to be delivered to the Company promptly following the Final Closing and the Company shall deliver such Agent Warrants to the Placement Agent within ten (10) business days following the delivery of the Agent

Warrant Instruction Letter.Â For the avoidance of doubt, the consummation of the sale of Shares pursuant to the Additional Investment Rights will be considered a â€œClosingâ€ for purposes of payment of the Agent Warrants. Â (c)Â Â Â Â At Closing, the Company will pay Aegis a non-accountable expense allowance equal to 2% of the aggregate purchase price of the Shares sold at such Closing (the â€œAgent Expense Allowanceâ€). The Placement Agent will not bear any of the Companyâ€™s legal, accounting, printing or other expenses in connection with any transaction contemplated hereby. Aegis will pay for its own expenses, including all its legal fees and expenses, from the Agent Expense Allowance. Â 16 Â Â (d)Â Â Â Â The Company shall also pay and issue to the Placement Agent the Agent Compensation calculated according to the percentages set forth in Sections 3(a) and (b) of this Agreement, if any person or entity (i) contacted by the Placement Agent and provided with Offering Materials during the Offering Period and with whom the Placement Agent has discussions regarding a potential investment in the Offering or (ii) who was previously introduced to the Company in connection with prior securities offerings of the Company and who purchased securities in such prior offerings, invests in the Company (other than through open or public market purchases or securities purchased in any underwritten public offering) and irrespective of whether such potential investor purchased Shares in the Offering (the â€œTail Investorsâ€) at any time prior to the earlier of the date that is twelve (12) months after the Termination Date or the Final Closing (â€œTail Periodâ€), whichever is applicable. The names of Tail Investors shall be provided in writing by the Placement Agent to the Company upon written request following the Termination Date or the Final Closing, as the case may be (the â€œTail Investor Listâ€). The Company acknowledges and agrees that the Tail Investor List is proprietary to the Placement Agent, shall be maintained in strict confidence by the Company and those persons/entities on such list shall not be contacted by the Company without the Placement Agentâ€™s prior written consent; provided, however, that such restrictions shall not apply to ordinary course shareholder communications by the Company to its shareholders, including those Tail Investors that are shareholders of the Company. In the event the Placement Agent exercises its right of first refusal with respect to an offering pursuant to the provisions of Section 3(e) below, the specific compensation terms to the Placement Agent that are negotiated in such offering shall govern and the provisions of this Section 3(d) will not be operative with respect to such offering. Â (e)Â Â Â Â Reference is made to Section 3(f) of the Placement Agency Agreement, dated October 12, 2022, by and between the Placement Agent and the Company. Subject to the terms and conditions contained therein, the Company confirms the minimum sales requirement of $10,000,000 in such provision has been satisfied and the PA Director (as defined in such agreement) once identified by Aegis and communicated to the Company will, so long as such PA Director meets the requirements set forth therein, be nominated to serve on the Board of Directors of the Company and reflected in the proxy statement for the 2024 Annual Meeting of Shareholders of the Company. Â 4.Â Â Â Â Â Â Â Subscription and Closing Procedures. Â (a)Â Â Â Â The Company shall cause to be delivered to the Placement Agent copies of the Offering Materials, consents to the use of such copies for the purposes permitted by the Act and applicable securities laws and in accordance with the terms and conditions of this Agreement, and hereby authorizes Placement Agent and its agents and employees to use the Offering Materials in connection with the offering of the Shares until the earlier of (i) the Termination Date or (ii) the Final Closing. No person or entity is or will be authorized to give any information or make any representations other than those contained in the Offering Materials or to use any offering materials other than those contained in the Offering Materials in connection with the sale of the Shares. Â (b)Â Â Â Â During the Offering Period, the Company shall make available to the Placement Agent and its representatives such information as may be reasonably requested in making a reasonable investigation of the Company Group and their respective affairs and shall provide access to such employees during normal business hours as shall be reasonably requested by the Placement Agent. Â (c)Â Â Â Â Each prospective purchaser will be required to complete and execute an original signature pages to the Subscription Agreement (the â€œSubscription Documentsâ€), which will be forwarded or delivered to the Placement Agent at the Placement Agentâ€™s offices at the address set forth in Section 12 hereof, together with the subscriberâ€™s wire transfer in the full amount of the purchase price for the number of Shares desired to be purchased, subject to the Escrow Agentâ€™s (as defined below) right to accept a check in lieu of a wire transfer. Â 17 Â Â (d)Â Â Â Â All funds for subscriptions received by the Placement Agent from the Offering (not otherwise wired directly to the Escrow Agent) will be promptly forwarded by the Placement Agent and deposited into a non-interest-bearing escrow account (the â€œEscrow Accountâ€) established for such purpose with Continental Stock Transfer & Trust Company (the â€œEscrow Agentâ€). All such funds for subscriptions will be held in the Escrow Account pursuant to the terms of an escrow agreement among the Company, the Placement Agent and the Escrow Agent (the â€œEscrow Agreementâ€). The Company will pay all fees related to the establishment and maintenance of the Escrow Account and comply with procedures required by the Escrow Agent. The Company will either accept or reject, for any or no reason, the Subscription Documents in a timely fashion and at Closing, the Company will countersign the Subscription Documents and provide duplicate copies of such documents to the Placement Agent for distribution to the subscribers. The Placement Agent, on the Companyâ€™s behalf, will promptly return to subscribers incomplete, improperly completed, improperly executed and rejected subscriptions. Â (e) Â Â Â Â Â Â Â Â Â Â If subscriptions for at least the Minimum Amount have been accepted prior to the Termination Date, the funds therefor have been collected by the Escrow Agent and all the conditions set forth elsewhere in this Agreement are fulfilled, the First Closing shall be held promptly with respect to Shares sold. Thereafter and assuming the Company agrees, remaining Shares will continue to be offered and sold until the Termination Date and additional closings (each a â€œClosingâ€) may from time to time be conducted at times mutually agreed to by the Placement Agent and the Company with respect to additional Shares sold, with the final closing (â€œFinal Closingâ€) to occur within ten (10) days after the earlier of the Termination Date and the date on which the all Shares has been fully subscribed for. Delivery of payment for the accepted subscriptions for Shares from funds held in the Escrow Account will be made at each Closing against delivery of the Shares by the Company. The Shares will be issued to the investors in the Offering in book entry format at each Closing. Â (f)Â Â Â Â Â Â Â Â Â Â If Subscription Documents for at least the Minimum Amount have not been received and accepted by the Company on or before the Termination Date for any reason, the Offering will be terminated, no Shares will be sold, and pursuant to the terms of the Escrow Agreement, the Escrow Agent will, at the Companyâ€™s and the Placement Agentâ€™s written direction, cause all monies received from subscribers for the Shares to be promptly returned to such subscribers without interest, penalty, expense or deduction and the Placement Agent and Company will promptly cooperate to accomplish the foregoing, including providing Escrow Agent with any requested written instructions in such regard. Â 5.Â Â Â Â Â Â Further Covenants. The Company hereby covenants and agrees that: Â (a)Â Â Â Â Except upon prior written notice to the Placement Agent, the Company shall not, at any time prior to the Final Closing, knowingly take any action which would cause any of the representations and warranties made by it in this Agreement not to be complete and correct in all material respects on and as of the Closing Date with the same force and effect as if such representations and warranties had been made on and as of each such date (except to the extent any representation or warranty relates to an earlier date). Â 18 Â Â (b)Â Â Â Â If, at any time prior to the Final Closing, any event shall occur that causes a Company Group Material Adverse Effect or otherwise which as a result it becomes necessary to amend or supplement any of the Offering Materials so that the representations and warranties herein remain true and correct in all material respects, or in case it shall be necessary to amend or supplement any of the Offering Materials to comply with Regulation D or any other applicable securities laws or regulations, the Company will promptly notify the Placement Agent and shall, at its sole cost, prepare and furnish to the Placement Agent copies of appropriate amendments and/or supplements in such quantities as the Placement Agent may reasonably request for delivery by the Placement Agent to potential subscribers. The Company will not at any time before the Final Closing prepare or use any amendment or supplement to the Offering Materials of which the Placement Agent will not previously have been advised and furnished with a copy, or which is not in compliance in all material respects with the Act and other applicable securities laws. As soon as the Company is advised thereof, the Company will advise the Placement Agent and its counsel, and confirm the advice in writing, of any order preventing or suspending the use of the Offering Materials, or the suspension of any exemption for such qualification or registration thereof for offering in any jurisdiction, or of the institution or threatened institution of any proceedings for any of such purposes, and the Company will use its reasonable best efforts to prevent the issuance of any such order and, if issued, to obtain as soon as reasonably possible the lifting thereof. Â (c)Â Â Â Â The Company shall comply with the Act, the Exchange Act and the rules and regulations thereunder, all applicable state securities laws and the rules and regulations thereunder in the states in which the Companyâ€™s blue sky counsel has advised the Placement Agent that the Shares are qualified or registered for sale or exempt from such qualification or registration, so as to permit the continuance of the sales of the Shares, and will file or cause to be filed with the SEC, and shall promptly thereafter forward or cause to be forwarded to the Placement Agent, any and all reports on Form D as are required. Â (d)Â Â Â Â The Company shall use its best efforts to qualify the Shares for sale under the securities laws of such jurisdictions in the United States as may be mutually agreed to by the Company and the Placement Agent, and Company will make or cause to be made such applications and furnish information as may be required for such purposes, provided that Company will not be required to qualify as a foreign corporation in any jurisdiction or execute a general consent to service of process. The Company will, from time to time, prepare and file such statements and reports as are or may be required to continue such qualifications in effect for so long a period as the Placement Agent may reasonably request with respect to the Offering. Â (e)Â Â Â Â The Company shall place a legend on the certificates representing the Shares and the Agent Warrants that the securities evidenced thereby have not been registered under the Act or applicable state securities laws, setting forth or referring to the applicable restrictions on transferability and sale of such securities under the Act and applicable state laws. Â (f)Â Â Â Â The Company shall apply the net proceeds from the sale of the Shares for the purposes substantially as described in the Offering Materials. The Company shall not use any of the net proceeds of the Offering to repay indebtedness to officers (other than accrued salaries incurred in the ordinary course of business), directors or shareholders of the Company without the prior written consent of the Placement Agent. Â 19 Â Â (g)Â Â Â Â During the Offering Period, the Company shall afford each prospective purchaser of Shares the opportunity to ask questions of and receive answers from an officer of the Company concerning the terms and conditions of the Offering and the opportunity to obtain such other additional information necessary to verify the accuracy of the Offering Materials to the extent the Company possesses such information or can acquire it without unreasonable expense. In addition, to the extent that any purchaser of Shares has inquiries concerning any of the business or operations of any member of the Company Group, the Company shall use reasonable best efforts to ensure that officers of such members are made available to respond to such inquiries. Â (h)Â Â Â Â Except upon obtaining the prior written consent of Aegis, which consent shall not be unreasonably withheld, the Company shall not, at any time prior to the earlier of the Final Closing or the Termination Date, except as contemplated by the Offering Materials (i) engage in or commit to engage in any transaction outside the ordinary course of business, (ii) issue, agree to issue or set aside for issuance any securities (debt or equity) or any rights to acquire any such securities; provided, however, that the Company shall be permitted to issue stock options and/or restricted stock to officers, advisors, directors and employees of the Company pursuant to its existing equity incentive plan as described in the SEC Reports, (ii) incur, outside of the ordinary course of business, any material indebtedness, (iii) dispose of any material assets, (iv) make any acquisition (except to the extent specifically referenced in the Offering Materials) or (v) change its business or operations. Â (i)Â Â Â Â The Company shall pay all reasonable expenses incurred in connection with the preparation and printing of all necessary offering documents and instruments related to the Offering and the issuance of the Shares and the Agent Warrants and will also pay its own expenses for accounting fees, legal fees and other costs involved with the Offering. All blue sky filings related to this Offering shall be prepared by the Companyâ€™s counsel, at the Companyâ€™s expense, with copies of all filings to be promptly forwarded to the Placement Agent. Further, as promptly as practicable after the Final Closing, the Company shall prepare, at its own expense, an electronic â€œclosing binderâ€ relating to the Offering and will distribute one such binder to each of the Placement Agent and its counsel. Â (j)Â Â Â Â During the Offering Period, the Company will not, nor shall it authorize any person or entity acting on its behalf to (i) enter into any letter of intent or definitive agreement with any other placement agent or underwriter with respect to a private or public offering of the Companyâ€™s debt or equity securities, or (ii) enter into any definitive agreement regarding any merger, combination divestiture, joint venture, sale or acquisition agreement in whatever form. The Company will keep Placement Agent promptly advised with respect to any negotiations regarding any (i) a private or public offering of the Companyâ€™s debt or equity securities or (ii) merger, combination divestiture, joint venture, sale or acquisition agreement in whatever form. Â (k)Â Â Â Â Immediately prior to or promptly following the Closing, the Company will use its best efforts to take all reasonable actions necessary to obtain the Stockholder Approval (as described above and in the Term Sheet) including adding same as matters to be voted on at the next annual meeting of the Companyâ€™s Stockholders to be held in October 2024 or promptly thereafter. Â 20 Â Â (l)Â Â Â Â Â Prior to the First Closing, the Company shall provide notices to certain holders of those rights issued pursuant to Section 6 of those certain subscription agreements (the â€œAdditional Investment Rightsâ€), (a) dated between April 19, 2023 and May 26, 2023 (the â€œPrior Subscription Agreementsâ€), executed in connection with the offer and sale by the Company of its Series AA Convertible Preferred Stock (inclusive of all subseries thereof) (the â€œSeries AA Financingâ€), confirming: (i) the extension of the period for which such Additional Investment Rights can be exercised from November 26, 2024, to May 26, 2025: and (ii) adjusting the conversion prices of such Additional Investment Rights to the respective Conversion Price Floor (as defined in the Prior Subscription Agreements) and (b) dated between November 30, 2023 and December 22, 2023 (the â€œPrior AAA Subscription Agreementsâ€), executed in connection with the offer and sale by the Company of its Series AAA Convertible Preferred Stock (inclusive of all subseries thereof) (the â€œSeries AAA Financingâ€), confirming: (i) the extension of the period for which such Additional Investment Rights can be exercised from June 22, 2025 to September 22, 2025. Â 5A. Â Â Â Â Â Â Â Â Placement Agent Further Covenants. The Placement Agent shall not, at any time during the Offering Period, knowingly take any action which would cause any of the representations and warranties made by it in this Agreement not to be complete and correct in all material respects on and as of the Closing Date with the same force and effect as if such representations and warranties had been made on and as of each such date (except to the extent any representation or warranty relates to an earlier date). Offers and sales of the Shares by the Placement Agent will be made in accordance with this Agreement and in compliance with the provisions of Regulation D, Regulation S, if applicable, and the Securities Act. Â 6.Â Â Â Â Â Â Â Conditions of Placement Agentâ€™s Obligations. The obligations of the Placement Agent hereunder to effect a Closing are subject to the fulfillment, at or before Closing, of the following additional conditions: Â (a)Â Â Â Â Each of the representations and warranties made in this Agreement by the Company qualified as to materiality shall be true and correct at all times prior to and on the Closing Date, except to the extent any such representation or warranty expressly relates to an earlier date, in which case such representation or warranty shall be true and correct as of such earlier date, and the representations and warranties made by the Company not qualified as to materiality shall be true and correct in all material respects at all times prior to and on the Closing Date, except to the extent any such representation or warranty expressly relates to an earlier date, in which case such representation or warranty shall be true and correct in all material respects as of such earlier date. Â (b)Â Â Â Â The Company shall have performed and complied in all material respects with all agreements, covenants and conditions required to be performed and complied with by the Company at or before each Closing. Â 21 Â Â (c)Â Â Â Â Neither the SEC Reports nor the Offering Materials shall, and as of the date of any amendment or supplement thereto will, include any untrue statement of a material fact or omit to state any material fact necessary in order to make the statements therein, in light of the circumstances under which they were made, not misleading. Â (d)Â Â Â Â The Company shall have obtained all consents, waivers and approvals required to be obtained by such parties in connection with the consummation of the transactions contemplated hereby. Â (e)Â Â Â Â No order suspending or enjoining the Offering or sale of the Shares shall have been issued, and no proceedings for that purpose or a similar purpose shall have been initiated or pending, or, to the Companyâ€™s knowledge, threatened. Â (f)Â Â Â Â The Placement Agent shall have received a certificate of an officer of the Company, dated as of the date of such Closing, certifying, as to the fulfillment of the conditions set forth in subparagraphs (a), (b), (c), (d) and (e) above. Â (g)Â Â Â Â Prior to each Closing, the Company shall have delivered to the Placement Agent: (i) a certified charter document and good standing certificate for the Company and each Subsidiary, each dated as of a date within ten (10) days prior to the Closing from the secretary of state of its jurisdiction of incorporation or formation, as applicable, and (ii) resolutions of the Companyâ€™s board of directors approving this Agreement and the transactions and agreements contemplated by this Agreement, certified by the Chief Executive Officer of the Company. Â (h)Â Â Â Â At each Closing, the Company shall pay and/or issue to the Placement Agent the Agent Cash Fee and Agent Expense Allowance earned in such Closing. Promptly following the Final Closing, the Placement Agent shall provide the Company with instructions with respect to the issuance of the Agent Warrants and the Company shall promptly issue said Agent Warrants and deliver same to the Placement Agent. Â (i)Â Â Â Â At each Closing, the Company shall deliver to the Placement Agent a signed opinion of Disclosure Law Group, counsel to the Company, dated as of each such Closing Date, substantially in the form annexed hereto as Exhibit A. Â (j)Â Â Â Â Prior to each Closing, the Company shall provide evidence of the filing of the Certificate of Designation of the Series AAA Junior Preferred Stock with the State of Delaware covering the Shares issued at such Closing. Â (k)Â Â Â Â All proceedings taken at or prior to a Closing in connection with the authorization, issuance and sale of the Shares will be reasonably satisfactory in form and substance to the Placement Agent and its counsel, and such counsel shall have been furnished with all such documents and certificates as it may reasonably request upon reasonable prior notice in connection with the transactions contemplated hereby. Â (l)Â Â Â Â At each Closing, the Company shall provide irrevocable instructions to its transfer agent to

issue into treasury shares, and reserve for future and automatic issuance upon the requested conversion of the Shares by any holder, such number of shares of Common Stock issuable upon the conversion of the Shares sold in such Closing. Â 22 Â Â 7.Â Â Â Â Â Â Â Conditions of Companyâ€™s Obligations. The obligations of the Company hereunder to effect a Closing are subject to the fulfillment, at or before such Closing, of the following additional conditions or subject to the waiver of such condition or conditions by the Company: Â (a)Â Â Â Â Each of the representations and warranties made in this Agreement by the Placement Agent qualified as to materiality shall be true and correct at all times prior to and on the Closing Date, except to the extent any such representation or warranty expressly relates to an earlier date, in which case such representation or warranty shall be true and correct as of such earlier date, and the representations and warranties made by the Placement Agent not qualified as to materiality shall be true and correct in all material respects at all times prior to and on the Closing Date, except to the extent any such representation or warranty expressly relates to an earlier date, in which case such representation or warranty shall be true and correct in all material respects as of such earlier date. Â (b)Â Â Â Â The Placement Agent shall have performed and complied in all material respects with all agreements, covenants and conditions required to be performed and complied with by it at or before the Closing. Â (c)Â Â Â Â The Company shall have received a certificate of an officer of the Placement Agent, dated as of the Closing Date, certifying, as to the fulfillment of the conditions set forth in subparagraphs (a) and (b) above. Â (d)Â Â Â Â No order suspending or enjoining the Offering or sale of the Shares shall have been issued, and no proceedings for that purpose or a similar purpose shall have been initiated or pending, or, to the Companyâ€™s knowledge, be contemplated or threatened. Â 8.Â Â Â Â Â Â Â Indemnification. Â (a)Â Â Â Â The Company will: (i) indemnify and hold harmless the Placement Agent, its officers, directors, partners, employees, agents (including subagents and selected dealers) and each person, if any, who controls the Placement Agent within the meaning of the Section 15 of the Act or Section 20(a) of the Exchange Act (each an â€œIndemniteeâ€) against, and pay or reimburse each Indemnitee for, any and all losses, claims, damages, liabilities or expenses whatsoever (or actions or proceedings or investigations in respect thereof), joint or several (which will, for all purposes of this Agreement, include, but not be limited to, all reasonable costs of defense and investigation and all reasonable attorneysâ€™ fees, including appeals), to which any Indemnitee may become subject under the Act or otherwise, in connection with the offer and sale of the Shares, insofar as such losses, claims, damages, liabilities or expenses arise out of or relate to a breach of any representation, warranty or covenant made by the Company herein, regardless of whether such losses, claims, damages, liabilities or expenses shall result from any claim by any Indemnitee or by any third party; and (ii) reimburse each Indemnitee for any legal or other expenses reasonably and actually incurred in connection with investigating or defending against any such loss, claim, action, proceeding or investigation; provided, however, that the Company will not be liable in any such case to the extent that any such claim, damage or liability is finally judicially determined to have resulted primarily and directly from (A) an untrue statement or alleged untrue statement of a material fact made in the Offering Materials, or an omission or alleged omission to state therein a material fact required to be stated therein or necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading, made solely in reliance upon and in conformity with written information furnished to the Company by the Placement Agent specifically for use in the Offering Materials, (B) any violations by the Placement Agent of the Act, state securities laws or any rules or regulations of FINRA, which does not result from a violation thereof by the Company or any of its affiliates, or (C) the Placement Agentâ€™s willful misconduct or gross negligence. In addition to the foregoing agreement to indemnify and reimburse, the Company will indemnify and hold harmless each Indemnitee against any and all losses, claims, damages, liabilities or expenses whatsoever (or actions or proceedings or investigations in respect thereof), joint or several (which shall, for all purposes of this Agreement, include, but not be limited to, all reasonable costs of defense and investigation and all reasonable attorneysâ€™ fees, including appeals) to which any Indemnitee may become subject insofar as such costs, expenses, losses, claims, damages or liabilities arise out of or are based upon the claim of any person or entity that he or it is entitled to brokerâ€™s or finderâ€™s fees from any Indemnitee in connection with the Offering, other than fees due to the Placement Agent. The foregoing indemnity agreements will be in addition to any liability the Company may otherwise have. Â 23 Â Â (b)Â Â Â Â Aegis will indemnify and hold harmless the Company and its officers, directors, and each person, if any, who controls such entity within the meaning of Section 15 of the Act or Section 20(a) of the Exchange Act against, and pay or reimburse any such person for, any and all losses, claims, damages, liabilities or expenses whatsoever (or actions, proceedings or investigations in respect thereof) to which the Company or any such person may become subject under the Act or otherwise, whether such losses, claims, damages, liabilities or expenses shall result from any claim of the Company or by any third party, but only to the extent that such losses, claims, damages or liabilities are finally judicially determined to have resulted primarily from or as a result of (i) any untrue statement or alleged untrue statement of any material fact contained in the Offering Materials made in reliance upon and in conformity with information contained in the Offering Materials relating to the Placement Agent, or an omission or alleged omission to state therein a material fact required to be stated therein or necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading, in either case, if made or omitted in reliance upon and in conformity with written information furnished to the Company by the Placement Agent, specifically for use in the Offering Materials or (ii) any violations by the Placement Agent of the Act or state securities laws which does not result from a violation thereof by the Issuer, the Operating Company or any of their respective affiliates, the Placement Agentâ€™s willful misconduct or gross negligence. The Placement Agent will reimburse the Company, and any such person for any legal or other expenses reasonably incurred in connection with investigating or defending against any such loss, claim, damage, liability or action, proceeding or investigation to which such indemnity obligation applies. The foregoing indemnity agreements are in addition to any liability which the Placement Agent may otherwise have. Notwithstanding the foregoing, in no event shall the Placement Agentâ€™s indemnification obligation hereunder exceed the aggregate amount of the Agent Cash Fees received by the Placement Agent hereunder. Â 24 Â Â (c)Â Â Â Â Promptly after receipt by an indemnified party under this Section 8 of notice of the commencement of any action, claim, proceeding or investigation (the â€œActionâ€), such indemnified party, if a claim in respect thereof is to be made against the indemnifying party under this Section 8, will notify the indemnifying party of the commencement thereof, but the omission to so notify the indemnifying party will not relieve it from any liability that it may have to any indemnified party under this Section 8 unless the indemnifying party has been substantially prejudiced by such omission. The indemnifying party will be entitled to participate in and, to the extent that it may wish, jointly with any other indemnifying party, to assume the defense thereof subject to the provisions herein stated, with counsel reasonably satisfactory to such indemnified party. The indemnified party will have the right to employ separate counsel in any such Action and to participate in the defense thereof, but the fees and expenses of such counsel will not be at the expense of the indemnifying party if the indemnifying party has assumed the defense of the Action with counsel reasonably satisfactory to the indemnified party, provided, however, that if the indemnified party shall be requested by the indemnifying party to participate in the defense thereof or shall have concluded in good faith and specifically notified the indemnifying party either that there may be specific defenses available to it that are different from or additional to those available to the indemnifying party or that such Action involves or could have a material adverse effect upon it with respect to matters beyond the scope of the indemnity agreements contained in this Agreement, then the counsel representing it, to the extent made necessary by such defenses, shall have the right to direct such defenses of such Action on its behalf and in such case the reasonable fees and expenses of such counsel in connection with any such participation or defenses shall be paid by the indemnifying party. No settlement of any Action against an indemnified party will be made without the consent of the indemnifying party and the indemnified party, which consent shall not be unreasonably withheld, delayed or conditioned in light of all factors of importance to such party, and no indemnifying party shall be liable to indemnify any person for any settlement of any such claim effected without such indemnifying partyâ€™s consent. Â 9.Â Â Â Â Â Â Contribution. To provide for just and equitable contribution, if: (i) an indemnified party makes a claim for indemnification pursuant to Section 8 hereof and it is finally determined, by a judgment, order or decree not subject to further appeal that such claims for indemnification may not be enforced, even though this Agreement expressly provides for indemnification in such case; or (ii) any indemnified or indemnifying party seeks contribution under the Act, the Exchange Act, or otherwise, then each indemnifying party shall contribute to such amount paid or payable by such indemnified party in such proportion as is appropriate to reflect not only such relative benefits but also the relative fault of the Company on the one hand and the Placement Agent on the other in connection with the statements or omissions which resulted in such losses, claims, damages, liabilities or expenses (or actions in respect thereof), as well as any other relevant equitable considerations. The relative benefits received by the Company on the one hand and the Placement Agent on the other shall be deemed to be in the same proportion as the total net proceeds from the Offering (before deducting expenses) received by the Company bear to the total Agent Cash Fees received by the Placement Agent. The relative fault, in the case of an untrue statement, alleged untrue statement, omission or alleged omission will be determined by, among other things, whether such statement, alleged statement, omission or alleged omission relates to information supplied by the Company or by the Placement Agent, and the partiesâ€™ relative intent, knowledge, access to information and opportunity to correct or prevent such statement, alleged statement, omission or alleged omission. The Company and the Placement Agent agree that it would be unjust and inequitable if the respective obligations of the Company and the Placement Agent for contribution were determined by pro rata allocation of the aggregate losses, liabilities, claims, damages and expenses or by any other method or allocation that does not reflect the equitable considerations referred to in this Section 9. No person guilty of a fraudulent misrepresentation (within the meaning of Section 10(f) of the Act) will be entitled to contribution from any person who is not guilty of such fraudulent misrepresentation. For purposes of this Section 9, each person, if any, who controls the Placement Agent within the meaning of the Act will have the same rights to contribution as the Placement Agent, and each person, if any, who controls the Company within the meaning of the Act will have the same rights to contribution as the Company, subject in each case to the provisions of this Section 9. Anything in this Section 9 to the contrary notwithstanding, no party will be liable for contribution with respect to the settlement of any claim or action effected without its written consent. This Section 9 is intended to supersede, to the extent permitted by law, any right to contribution under the Act, the Exchange Act or otherwise available. Â 25 Â Â 10.Â Â Â Â Â Â Termination. Â (a)Â Â Â Â The Offering may be terminated by the Placement Agent at any time prior to the expiration of the Offering Period in the event that: (i) any of the representations, warranties or covenants of the Company contained herein or in any of the Offering Materials shall prove to have been false or misleading in any material respect when actually made; (ii) the Company shall have failed to perform any of its material obligations hereunder or under any other Transaction Documents; (iii) there shall occur any event that could reasonably be expected to result in a Company Group Material Adverse Effect or (iv) either party hereto determines that it is reasonably likely that any of the conditions to Closing set forth herein will not, or cannot, be satisfied. In the event of any such termination by the Placement Agent pursuant to the above, the Placement Agent shall be entitled to retain any Agent Compensation already earned (if any, at such point in time) and receive from the Company, within five (5) business days of the Termination Date, in addition to other rights and remedies it may have hereunder, at law or otherwise, an amount equal the sum of upon presentation of a written accounting in reasonable detail, reimbursement of Placement Agentâ€™s reasonable and actual out-of-pocket expenses related to the Offering in excess of the foregoing retainer, including but not limited to fees and expenses of its legal counsel (not to exceed $25,000), travel expenses and due diligence related expenditures (collectively, the â€œPA Expense Reimbursementâ€) and the provisions of Sections 3(d), 3(e) and 3(f) shall survive in full force and effect. Â (b)Â Â Â Â This Offering may be terminated by the Company at any time prior to the expiration of the Offering Period on account of the Placement Agentâ€™s fraud, willful misconduct or gross negligence. In the event of any such termination pursuant to this Section 10(b), the Placement Agent shall not be entitled to any further compensation pursuant to these termination provisions. Â (c)Â Â Â Â This Offering may be unilaterally terminated by the Company at any time prior to the expiration of the Offering Period for any or no reason. In the event the Company unilaterally decides for any reason (other than pursuant to Sections 10(b)), to terminate the Offering at any time prior to the earlier of the First Closing or the Termination Date (the â€œUnilateral Terminationâ€), the Placement Agent shall be entitled to receive from the Company within five (5) business days of such termination the sum of $75,000 plus the PA Expense Reimbursement. Â 26 Â Â (d)Â Â Â Â If the Offering is terminated or expires due to the failure to close the Minimum Amount on or before the Termination Date as detailed in in Section 4(f) hereto, the Companyâ€™s sole obligation to the Placement Agent shall be the PA Expense Reimbursement which shall be paid within five (5) business days of such termination/expiration. Â (e)Â Â Â Â This Offering may be terminated upon mutual agreement of the Company and the Placement Agent, at any time prior to the expiration of the Offering Period. In addition, upon the expiration of the Offering Period, the Offering shall terminate without any further action of the parties hereto. If the Offering is terminated pursuant to this Section 10(d), then in cases in which no Closing had been theretofore consummated, the Companyâ€™s sole obligation to the Placement Agent shall be the PA Expense Reimbursement which shall be paid within five (5) business days of such termination. Â (f)Â Â Â Â Before any termination by the Placement Agent under Section 10(a) or by the Company under Section 10(b) shall become effective, the terminating party shall give written notice to the other party of its intention to terminate the Offering, which shall set forth the specific grounds for the proposed termination (the â€œTermination Noticeâ€). If the specified grounds for termination, or their resulting adverse effect on the transactions contemplated hereby, are curable, then the other party shall have ten (10) days from the Termination Notice within which to remove such grounds or to eliminate all of their material adverse effects on the transactions contemplated hereby; otherwise, the Offering shall terminate. Â (e)Â Â Â Â Â Â Â Â Upon any termination pursuant to this Section 10, the parties to this Agreement will promptly instruct Escrow Agent to cause all monies received with respect to the subscriptions for Shares not closed upon to be promptly returned to such subscribers without interest, penalty or deduction. Â 11.Â Â Â Â Â Â Survival. Â (a)Â Â Â Â The obligations of the parties to pay any costs and expenses hereunder and to provide indemnification and contribution as provided herein shall survive any termination or completion of the Offering. In addition, the provisions of Sections 3(d), 3(e), 3(f) and 10 through 17 hereof shall also survive the termination or expiration of this Offering. Â (b)Â Â Â Â The respective indemnities, covenants, representations, warranties and other statements of Company and the Placement Agent set forth in or made pursuant to this Agreement will remain in full force and effect, regardless of any investigation made by or on behalf of, and regardless of any access to information by, the Company, the Company or the Placement Agent, or any of their officers or directors or any controlling person thereof, and will survive the sale of the Shares or any termination of the Offering hereunder for a period of two (2) years from the earlier to occur of the Final Closing or the termination of the Offering. Â 27 Â Â 12.Â Â Â Â Â Â Â Â Notices. All notices and other communications given or made pursuant hereto shall be in writing and shall be deemed to have been duly given or made as of the date delivered personally, or the date mailed if mailed by registered or certified mail (postage prepaid, return receipt requested) to the parties at the following addresses (or at such other address for a party as shall be specified by like changes of address which shall be effective upon receipt) or sent by facsimile transmission, with confirmation received or email. If sent to the Placement Agent, such notice will be mailed, delivered or telefaxed and confirmed to Aegis Capital Corp., 1345 Avenue of the Americas, 27th Floor, New York, NY 10105, Attention: Adam K. Stern, telefax number (646) 390-9122 or email Adam@sternaegis.com , with a copy (which shall not constitute notice) to: Littman Krooks LLP, 1325 Avenue of the Americas, 15th Floor, New York, NY 10019 Attention: Steven Uslaner, Esq., telefax number (212) 490-2990 or email: suslaner@littmankrooks.com, if sent to Company, such notice will be mailed, delivered or telefaxed and confirmed to Super League Enterprise. Inc., 2912 Colorado Ave. Suite #203, Santa Monica, CA 90404, Attention: Ann Hand, CEO, email: ann.hand@superleague.com, with a copy (which shall not constitute notice) to: Disclosure Law Group, a professional corporation, 655 W. Broadway, Suite 870, San Diego, CA 92101, Attention: Daniel W. Rumsey, Esq, email: drumsey@disclosurelawgroup.com. Â 13.Â Â Â Â Governing Law, Jurisdiction. This Agreement shall be deemed to have been made and delivered in New York City and shall be governed as to validity, interpretation, construction, affect and in all other respects by the internal laws of the State of New York. THE PARTIES AGREEÂ THAT ANY DISPUTE, CLAIM OR CONTROVERSY DIRECTLY OR INDIRECTLY RELATING TO OR ARISING OUT OF THIS AGREEMENT, THE TERMINATION OR VALIDITY HEREOF, ANY ALLEGED BREACH OF THIS AGREEMENT OR THE ENGAGEMENT CONTEMPLATED HEREBY (ANY OF THE FOREGOING, A â€œCLAIMâ€) SHALL BE SUBMITTED TO THE JUDICIAL ARBITRATION AND MEDIATION SERVICES, INC. (â€œJAMSâ€), OR ITS SUCCESSOR, IN NEW YORK, FOR FINAL AND BINDING ARBITRATION IN FRONT OF A PANEL OF THREE ARBITRATORS WITH JAMS IN NEW YORK, NEW YORK UNDER THE JAMS COMPREHENSIVE ARBITRATION RULES AND PROCEDURES (WITH EACH OF THE PLACEMENT AGENT AND THE COMPANY CHOOSING ONE ARBITRATOR, AND THE CHOSEN ARBITRATORS CHOOSING THE THIRD ARBITRATOR).Â THE ARBITRATORS SHALL, IN THEIR AWARD, ALLOCATE ALL OF THE COSTS OF THE ARBITRATION, INCLUDING THE FEES OF THE ARBITRATORS AND THE REASONABLE ATTORNEYSâ€™ FEES OF THE PREVAILING PARTY, AGAINST THE PARTY WHO DID NOT PREVAIL.Â THE AWARD IN THE ARBITRATION SHALL BE FINAL AND BINDING.Â THE ARBITRATION SHALL BE GOVERNED BY THE FEDERAL ARBITRATION ACT, 9 U.S.C. SEC. 1-16, AND THE JUDGMENT UPON THE AWARD RENDERED BY THE ARBITRATORS MAY BE ENTERED BY ANY COURT HAVING JURISDICTION THEREOF.Â THE COMPANY AND THE PLACEMENT AGENT AGREE AND CONSENT TO PERSONAL JURISDICTION, SERVICE OF PROCESS AND VENUE IN ANY FEDERAL OR STATE COURT WITHIN THE STATE AND COUNTY OF NEW YORK IN CONNECTION WITH ANY ACTION BROUGHT TO ENFORCE AN AWARD IN ARBITRATION. Â 28 Â Â 14.Â Â Â Â Â Â Miscellaneous. No provision of this Agreement may be changed or terminated except by a writing signed by the party or parties to be charged therewith. Unless expressly so provided, no

party to this Agreement will be liable for the performance of any other partyâ€™s obligations hereunder. Either party hereto may waive compliance by the other with any of the terms, provisions and conditions set forth herein; provided, however, that any such waiver shall be in writing specifically setting forth those provisions waived thereby. No such waiver shall be deemed to constitute or imply waiver of any other term, provision or condition of this Agreement. Neither party may assign its rights or obligations under this Agreement to any other person or entity without the prior written consent of the other party. Â 15.Â Â Â Â Entire Agreement; Severability. This Agreement together with any other agreement referred to herein supersedes all prior understandings and written or oral agreements between the parties with respect to the Offering and the subject matter hereof. If any portion of this Agreement shall be held invalid or unenforceable, then so far as is reasonable and possible (i) the remainder of this Agreement shall be considered valid and enforceable and (ii) effect shall be given to the intent manifested by the portion held invalid or unenforceable. Â 16.Â Â Â Â Limitation of Engagement to the Company. The Company acknowledges that the Placement Agent has been retained only by the Company, that the Placement Agent is providing services hereunder as an independent contractor (and not in any fiduciary or agency capacity) and that the Companyâ€™s engagement of the Placement Agent is not deemed to be on behalf of, and is not intended to confer rights upon, any shareholder, owner or partner of the Company or any other person not a party hereto as against the Placement Agent or any of its affiliates, or any of its or their officers, directors, controlling persons (within the meaning of Section 15 of the Securities Act or Section 20 of the Exchange Act), employees or agents, other than the indemnification and contribution provisions set forth in Sections 8 and 9 hereof. Unless otherwise expressly agreed in writing by the Placement Agent or as provided in Sections 8 or 9 hereof, no one other than the Company is authorized to rely upon this Agreement or any other statements or conduct of the Placement Agent, and no one other than the Company is intended to be a beneficiary of this Agreement. Â 17.Â Â Â Â Modification; Waiver. No provision of this Agreement may be changed or terminated except by a writing signed by the party or parties to be charged therewith. Any party hereto may waive compliance by the other with any of the terms, provisions and conditions set forth herein; provided, however that any such waiver shall be in writing specifically setting forth those provisions waived thereby. No such waiver shall be deemed to constitute or imply waiver of any other term, provision or condition of this Agreement. Â 18.Â Â Â Â Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed to be an original, and all of which taken together shall constitute one and the same agreement (and all signatures need not appear on anyone counterpart). Counterparts may be delivered via facsimile, electronic mail (including .pdf or any electronic signature complying with the U.S. federal ESIGN Act of 2000, for example, www.docusign.com) or other transmission method and any counterpart so delivered shall be deemed to have been duly and validly delivered and be valid and effective for all purposes. This Agreement shall become effective when one or more counterparts has been signed and delivered by each of the parties hereto. Â [Signatures on following page.] Â 29 Â Â If the foregoing is in accordance with your understanding of the agreement between the Company and the Placement Agent, kindly sign and return this Agreement, whereupon it will become a binding agreement between the Company and the Placement Agent in accordance with its terms. Â SUPER LEAGUE ENTERPRISE, INC. Â Â By:/s/ Ann Hand Ann Hand Chief Executive Officer Â Â Â Accepted and agreed to this 23rd day of August, 2024: Â Â AEGIS CAPITAL CORP. Â Â By:/s/ Adam K. Stern Adam K. Stern Head of Private Equity Banking Â Â Â [SCHEDULES AND EXHIBITS INTENTIONALLY OMITTED] Â Â EX-10.14 3 ex_745363.htm EXHIBIT 10.14 ex_745363.htm Exhibit 10.14 Â NEITHER THIS UNSECURED PROMISSORY NOTE (THIS â€œNOTEâ€), NOR THE SHARES OF COMMON STOCK ISSUED IN CONNECTION THEREWITH, HAS BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE â€œSECURITIES ACTâ€), OR ANY OTHER APPLICABLE FEDERAL OR STATE SECURITIES LAWS, AND HAVE BEEN ISSUED AND SOLD IN RELIANCE UPON EXEMPTIONS FROM THE REGISTRATION REQUIREMENTS OF SUCH LAWS, INCLUDING, WITHOUT LIMITATION, THE EXEMPTION CONTAINED IN SECTION 4(2) OF THE SECURITIES ACT. NEITHER THIS NOTE NOR THE SECURITIES MAY BE SOLD OR TRANSFERRED UNLESS (1) A REGISTRATION STATEMENT HAS BECOME AND IS THEN EFFECTIVE WITH RESPECT TO SUCH SECURITIES, (2) THIS NOTE OR SUCH SECURITIES, AS APPLICABLE, IS TRANSFERRED PURSUANT TO RULE 144 PROMULGATED UNDER THE SECURITIES ACT (OR ANY SUCCESSOR RULE) OR (3) THE COMPANY (AS HEREINAFTER DEFINED) HAS RECEIVED AN OPINION OF COUNSEL REASONABLY SATISFACTORY TO IT, TO THE EFFECT THAT THE PROPOSED SALE OR TRANSFER OF THIS NOTE OR THE SHARES OF COMMON STOCK ISSUABLE IN CONNECTION HEREWITH, IS EXEMPT FROM REGISTRATION UNDER THE SECURITIES ACT AND ALL OTHER APPLICABLE FEDERAL OR STATE SECURITIES LAWS. Â $669,171.00 USD Â Â Â August 1, 2024 Â Â Â SUPER LEAGUE ENTERPRISE, INC. Â UNSECURED PROMISSORY NOTE Â FOR VALUE RECEIVED, SUPER LEAGUE ENTERPRISE, INC., a Delaware corporation located at 2912 Colorado Ave., Suite 203, Santa Monica, CA 90404 (â€œCompanyâ€), hereby promises to pay to the order of SAM DROZDOV, an individual located at 21 Flower Lane, Great Neck, NY 11024 (the â€œHolderâ€), the principal amount of SIX HUNDRED SIXTY-NINE THOUSAND ONE HUNDRED SEVENTY-ONE DOLLARS ($669,171.00 USD) (the â€œPrincipalâ€), on the repayment terms set forth hereinbelow, but no later than the ten (10) month anniversary of issuance (the â€œMaturity Dateâ€), in addition to the issuance of restricted shares of common stock (the â€œSharesâ€) of the Company upon execution hereof and as detailed hereinbelow. Â The following is a statement of the rights of the Holder and certain conditions to which this Note is subject, and to which the Holder, by the acceptance of this Note, agrees: Â 1.Â Â Â Â Definitions. As used in this Note, the following capitalized terms have the following meanings: Â (a)Â Â Â â€œBusiness Dayâ€ means a day (i) other than Saturday or Sunday, and (ii) on which commercial banks are open for business in the State of California. Â (b)Â Â Â â€œDefault Rateâ€ means an interest rate of twenty percent (20.0%) per annum. Â (c)Â Â Â â€œEvent of Defaultâ€ has the meaning given in Section 6 hereof. Â (d)Â Â Â â€œHolderâ€ shall mean the entity specified in the introductory paragraph of this Note or any other entity, or person, who shall at the time be the registered holder of this Note. Â (e)Â Â Â â€œInterestâ€ has the meaning set forth in Section 3 hereof. Â (f)Â Â Â â€œNoteâ€ shall mean this Unsecured Promissory Note. Â (g)Â Â Â â€œObligationsâ€ means all debts, liabilities and obligations of the Company to the Holder under this Note, including all unpaid Principal and accrued Interest of this Note, and all other amounts payable by the Company to the Holder hereunder, whether due or to become due, absolute or contingent, liquidated or unliquidated, determined or undetermined. Â (h)Â Â Â â€œSharesâ€ means the restricted shares of common stock of the Company, $0.001 par value, that are being issued to Holder in connection with this Note pursuant to Section 4 hereinbelow. Â 2.Â Â Â Â Repayment Schedule. The repayment schedule shall be as follows: (i) upon receipt of new equity funding in the aggregate amount of $3 million or more subsequent to the date of this Note, in one transaction or series of transactions, the Note shall be repaid with interest in four (4) equal monthly installments commencing on the initial closing date of such equity funding; (ii) upon receipt of new equity funding in the aggregate amount of $5 million or more subsequent to the date of this Note, in one transaction or series of transactions, the Note shall be repaid with interest in three (3) equal monthly installments commencing on the initial closing date of such equity funding; (iii) upon new equity funding received by the Company in the aggregate amount of $7 million or more subsequent to the date of this Note, in one transaction or series of transactions, the Note shall be repaid with interest in two (2) equal monthly installments commencing on the initial closing date of such equity funding; or (iv) in the event none of subsections 2(i)-(iii) occur, then the Note shall be repaid in full on the Maturity Date of June 1, 2025. Â 1Â Â 3.Â Â Â Â Interest. Interest shall accrue on the outstanding Principal at the rate of eight and one-half percent (8.5%) per annum (the â€œInterestâ€). Interest shall accrue until the earlier of (i) repayment in full, or (ii) the Maturity Date; provided, however, during the existence of an Event of Default, interest shall accrue on all outstanding Principal and accrued Interest at the Default Rate. Â 4.Â Â Â Â No Prepayment Penalty. All outstanding Principal and accrued Interest may be prepaid by the Company prior to the Maturity Date at the election of the Company and without the prior written consent of the Holder, with the express understanding that all prepayments shall be first applied to accrued Interest and then to outstanding Principal. Â 5.Â Â Â Â Restricted Common Stock Issuance. Â (a)Â Â Â Â During the period commencing January 2, 2025 and concluding on January 6, 2025, an issuance of ninety-eight thousand four hundred thirty-eight (98,438) Shares shall be made in the name of Holder. In conjunction therewith, Company shall instruct its transfer agent to issue, in book-entry form, the Shares set forth in the immediately preceding sentence. Further, upon the expiration of the requisite six (6) month hold period, the Company will procure a legal opinion on behalf of the Holder for purposes of permitting the sale and/or transfer of the Shares by Holder. Â 6.Â Â Â Â Events of Default. Any of the following events which shall occur shall constitute an â€œEvent of Defaultâ€: Â (a)Â Â Â Â the Company shall fail to pay when due the Obligations hereunder, where such failure continues for five (5) days after receipt of written notice from Holder specifying such failure; or Â (b)Â Â Â Â the Company shall: (i) apply for or consent to the appointment of a receiver, trustee, liquidator or custodian of itself or of all or any material part of its property; (ii) admit in writing its inability to pay its debts generally as they become due; (iii) make a general assignment for the benefit of any of its creditors; (iv) be dissolved in full; (v) commence a voluntary case or other proceeding seeking liquidation, reorganization or other relief with respect to itself or its debts under any bankruptcy, insolvency or other similar law now or hereafter in effect or consent to any such relief or to the appointment of or taking possession of its property by any official in an involuntary case or other proceeding commenced against it; or (vi) take or approve any action for the purpose of effecting any of the foregoing; or Â (c)Â Â Â Â proceedings for the appointment of a receiver, trustee, liquidator or custodian of the Company or of all or any material part of its property, or a voluntary or involuntary case or other proceedings seeking liquidation, reorganization or other relief with respect to the Company or the debts thereof under any bankruptcy, insolvency or other similar law now or hereafter in effect, shall be commenced and such involuntary case or proceeding shall not be dismissed or discharged within sixty (60) days of commencement; or an order for relief shall be entered against the Company under the federal bankruptcy laws as now or hereafter in effect; or Â (d)Â Â Â Â a default or event of default under any agreement of the Company shall occur that gives the holder of any other indebtedness for borrowed money of the Company the right to accelerate the maturity of such indebtedness (subject to any applicable cure periods set forth therein, if any); or Â (e)Â Â Â Â the Company shall fail to observe or perform any other covenant, obligation, condition or agreement contained in this Note and (i) such failure shall continue for fifteen (15) days, or (ii) if such failure is not curable within such fifteen (15) day period, but is reasonably capable of cure within thirty (30) days, either (A) such failure shall continue for thirty (30) days or (B) the Company shall not have commenced a cure in a manner reasonably satisfactory to Holder within the initial fifteen (15) day period; or Â (f)Â Â Â Â any representation or warranty made or furnished by or on behalf of Company to Holder in writing in connection with this Note shall be false, incorrect, incomplete or misleading in any material respect when made or furnished. Â Upon the occurrence of any Event of Default, (x) the Holder may at any time declare all unpaid Obligations to be immediately due and payable without presentment, demand, protest or any other notice of any kind, all of which are hereby expressly waived by the Company; (y) the Holder may exercise all rights and remedies available to the Holder hereunder and applicable law, and (z) in the case of an Event of Default described in Section 6(b) or 6(c), all unpaid Obligations shall automatically become immediately due and payable, without presentment, demand, protest or any other notice of any kind, all of which are hereby expressly and irrevocably waived by the Company. Â 2Â Â 7.Â Â Â Â Successors and Assigns. Subject to the restrictions on transfer described in Section 9 hereinbelow, the rights and obligations of the Company and the Holder hereunder shall be binding upon and inure to the benefit of the successors, assigns, heirs, administrators, and transferees of the parties. Due to the reliance by the Company on the exemption from securities registration provided by Rule 506 of Regulation D, as promulgated pursuant to the Securities Act of 1933, and the representation by Holder to the Company that Holder is an â€œaccredited investorâ€ as such term is defined by Rule 501(a) of Regulation D, no assignment of this Note shall be made to any person who is not an â€œaccredited investorâ€, where any assignment or transfer of this Note, or any attempt thereof, shall be null and void. Â 8.Â Â Â Â Amendments and Waivers. This Note may not be amended or modified, nor may any of its terms be waived, except by written instruments signed by the Company and Holder. Each waiver or consent under any provision hereof shall be effective only in the specific instances for the purpose for which given. Â 9.Â Â Â Â Transfer of this Note. The Holder shall have the right to sell/assign its ownership of the Note and transfers of this Note shall be registered upon registration books maintained for such purpose by the Company. Prior to presentation of this Note for registration of transfer, the Company shall deem the registered Holder hereof as the owner and the holder of this Note for the purpose of receiving all payments of Principal and Interest hereon and for all other purposes whatsoever, whether or not this Note shall be overdue and the Company shall not be affected by notice to the contrary. Â 10.Â Â Â Â Sale or Assignment of Note by the Company. The Company may not sell or assign the obligations set forth in this Note, in whole or in part, to a third party; provided, however, it is expressly understood and agreed by the parties that any minority, majority or one hundred percent (100%) purchase of the voting stock of the Company shall not be considered a sale or assignment pursuant to this section 10. Â 11.Â Â Â Â Notices. Except as otherwise provided herein, all notices, requests, demands, consents, instructions, or other communications to or upon the Company or Holder under this Note shall be in writing and mailed or delivered to each party to its respective address of record in the opening paragraph hereof. All such notices and communications shall be effective (a) when sent by a commercially recognized means of overnight delivery providing confirmation of receipt, on the business day following the deposit with such service; (b) when mailed, by registered or certified mail, first class postage prepaid and addressed as aforesaid through FedEx or other overnight carrier, upon receipt; and (c) when delivered by hand, upon delivery. Â 12.Â Â Â Â Expenses; Waivers. The Company agrees to pay, on demand, Holder for all reasonable costs and expenses, including reasonable attorneysâ€™ fees and costs, in connection with the enforcement of this Note, whether or not any suit is instituted. Should a suit be commenced to collect this Note or any portion thereof, such sum as the court may deem reasonable shall be added hereto as attorneyâ€™s fees, including any fees awarded on any appeal. The Company hereby waives notice of default, presentment or demand for payment, protest or notice of nonpayment or dishonor and all other notices or demands relative to this instrument. Â 13.Â Â Â Â Further Assurance. Each party shall execute, acknowledge, deliver, file, notarize and register (at its own expense) all documents, instruments, certificates, agreements and assurances and provide all information and take or forbear from all such action as the other party may reasonably deem necessary or appropriate to achieve the purposes of the Note or satisfy the obligations of the Company hereunder. Â 14.Â Â Â Â Severability. Whenever possible, each provision of this Note shall be interpreted in such manner as to be effective and valid under all applicable laws and regulations. If, however, any provision of this Note shall be prohibited by or be invalid under any such law or regulation in any jurisdiction, it shall, as to such jurisdiction, be deemed modified to conform to the minimum requirements of such law or regulation, or, if for any reason it is not deemed so modified, it shall be ineffective and invalid only to the extent of such prohibition or invalidity without affecting the remaining provisions of this Note, or the validity or effectiveness of such provision in any other jurisdiction. Â 15.Â Â Â Â Cumulative Rights, etc. The rights, powers and remedies of Holder under this Note shall be in addition to all rights, powers and remedies given to Holder by virtue of any applicable law, rule or regulation of any governmental authority, all of which rights, powers, and remedies shall be cumulative and may be exercised successively or concurrently without impairing Holderâ€™s rights hereunder. The Company waives any right to require Holder to proceed against any person or entity or to exhaust any collateral or to pursue any remedy in Holderâ€™s power. Â 16.Â Â Â Â No Waiver. No course of dealing between the Company and the Holder or any delay on the part of the Holder in exercising any rights or remedies shall operate as a waiver of any such right or remedy of the Holder. Â 3Â Â 17.Â Â Â Â Construction. This Note is the result of negotiations among, and has been reviewed by, the Company, Holder and their respective counsel. Accordingly, this Note shall be deemed to be the product of all parties hereto, and no ambiguity shall be construed in favor of or against the Company or Holder. Â 18.Â Â Â Â Governing Law and Jurisdiction. THIS NOTE AND ALL ACTIONS ARISING OUT OF OR IN CONNECTION WITH THIS NOTE SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE INTERNAL LAWS OF THE STATE OF CALIFORNIA, WITHOUT REGARD TO THE CONFLICTS OF LAW RULES OF THE STATE OF CALIFORNIA OR OF ANY OTHER JURISDICTION. THE HOLDER HEREBY IRREVOCABLY AND UNCONDITIONALLY SUBMITS TO THE NON-EXCLUSIVE JURISDICTION OF THE SUPERIOR COURT, LOS ANGELES COUNTY, STATE OF CALIFORNIA. THE HOLDER IRREVOCABLY WAIVES ANY OBJECTION WHICH IT MAY NOW OR HEREAFTER HAVE TO THE LAYING OF THE VENUE OF ANY SUCH LITIGATION IN ANY SUCH COURT. Â 19.Â Â Â Â Waiver of Jury Trial. EACH OF THE COMPANY AND THE HOLDER, TO THE FULLEST EXTENT PERMITTED BY APPLICABLE LAW, HEREBY IRREVOCABLY WAIVES ALL RIGHT TO A TRIAL BY JURY AS TO ANY ISSUE RELATED HERETO IN ANY ACTION, PROCEEDING OR COUNTERCLAIM ARISING OUT OF OR RELATING TO THIS NOTE. Â IN WITNESS WHEREOF, this Note has been executed by the Company as of the date first written above. Â Â COMPANY: Super League Enterprise, Inc., a Delaware corporation Â Â Â Â Â Â Â Â Â Â By: /s/ Ann Hand Â Â Â Ann Hand CEO Â Â Â Acknowledged and agreed as of August 1, 2024. Â Â HOLDER: SAM DROZDOV Â Â Â Â Â Â Â Â Â Â By: /s/ Sam Drozdov Â Â Â EX-10.15 4 ex_745364.htm EXHIBIT 10.15 ex_745364.htm Exhibit 10.15 Â NEITHER THIS UNSECURED PROMISSORY NOTE (THIS â€œNOTEâ€), NOR THE SHARES OF COMMON STOCK ISSUED IN CONNECTION THEREWITH, HAS BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE â€œSECURITIES ACTâ€), OR ANY OTHER APPLICABLE FEDERAL OR STATE SECURITIES LAWS, AND HAVE BEEN ISSUED AND SOLD IN RELIANCE UPON EXEMPTIONS FROM THE REGISTRATION REQUIREMENTS OF SUCH LAWS, INCLUDING, WITHOUT LIMITATION, THE EXEMPTION CONTAINED IN SECTION 4(2) OF THE SECURITIES ACT. NEITHER THIS NOTE NOR THE SECURITIES MAY BE SOLD OR TRANSFERRED UNLESS (1) A REGISTRATION STATEMENT HAS BECOME AND IS THEN EFFECTIVE WITH RESPECT TO SUCH SECURITIES, (2) THIS NOTE OR SUCH SECURITIES, AS APPLICABLE, IS TRANSFERRED PURSUANT TO RULE 144 PROMULGATED UNDER THE SECURITIES ACT (OR ANY SUCCESSOR RULE) OR (3) THE COMPANY (AS HEREINAFTER DEFINED) HAS RECEIVED AN OPINION

OF COUNSEL REASONABLY SATISFACTORY TO IT, TO THE EFFECT THAT THE PROPOSED SALE OR TRANSFER OF THIS NOTE OR THE SHARES OF COMMON STOCK ISSUABLE IN CONNECTION HEREWITH, IS EXEMPT FROM REGISTRATION UNDER THE SECURITIES ACT AND ALL OTHER APPLICABLE FEDERAL OR STATE SECURITIES LAWS. Â $446,115.00 USD Â August 1, 2024 Â Â Â SUPER LEAGUE ENTERPRISE, INC. Â UNSECURED PROMISSORY NOTE Â FOR VALUE RECEIVED, SUPER LEAGUE ENTERPRISE, INC., a Delaware corporation located at 2912 Colorado Ave., Suite 203, Santa Monica, CA 90404 (â€œCompanyâ€), hereby promises to pay to the order of BLOXBIZ CO., a Delaware corporation located at 21 Flower Lane, Great Neck, NY 11024 (the â€œBloxbizâ€ or â€œHolderâ€), the principal amount of FOUR HUNDRED FORTY-SIX THOUSAND ONE HUNDRED FIFTEEN DOLLARS ($446,115.00 USD) (the â€œPrincipalâ€), on the repayment terms set forth hereinbelow, but no later than the ten (10) month anniversary of issuance (the â€œMaturity Dateâ€), in addition to the issuance of restricted shares of common stock (the â€œSharesâ€) of the Company upon execution hereof and as detailed hereinbelow. Â The following is a statement of the rights of the Holder and certain conditions to which this Note is subject, and to which the Holder, by the acceptance of this Note, agrees: Â 1.Â Â Â Â Definitions. As used in this Note, the following capitalized terms have the following meanings: Â (a)Â Â Â â€œBusiness Dayâ€ means a day (i) other than Saturday or Sunday, and (ii) on which commercial banks are open for business in the State of California. Â (b)Â Â Â â€œDefault Rateâ€ means an interest rate of twenty percent (20.0%) per annum. Â (c)Â Â Â â€œEvent of Defaultâ€ has the meaning given in Section 6 hereof. Â (d)Â Â Â â€œHolderâ€ shall mean the entity specified in the introductory paragraph of this Note or any other entity, or person, who shall at the time be the registered holder of this Note. Â (e)Â Â Â Â â€œInterestâ€ has the meaning set forth in Section 3 hereof. Â (f)Â Â Â â€œNoteâ€ shall mean this Unsecured Promissory Note. Â (g)Â Â Â â€œObligationsâ€ means all debts, liabilities and obligations of the Company to the Holder under this Note, including all unpaid Principal and accrued Interest of this Note, and all other amounts payable by the Company to the Holder hereunder, whether due or to become due, absolute or contingent, liquidated or unliquidated, determined or undetermined. Â (h)Â Â Â â€œSharesâ€ means the restricted shares of common stock of the Company, $0.001 par value, that are being issued to Holder in connection with this Note pursuant to Section 4 hereinbelow. Â 2.Â Â Â Â Repayment Schedule. The repayment schedule shall be as follows: (i) upon receipt of new equity funding in the aggregate amount of $3 million or more subsequent to the date of this Note, in one transaction or series of transactions, the Note shall be repaid with interest in four (4) equal monthly installments commencing on the initial closing date of such equity funding where $3 million or more of gross proceeds has closed; (ii) upon receipt of new equity funding in the aggregate amount of $5 million or more subsequent to the date of this Note, in one transaction or series of transactions, the Note shall be repaid with interest in three (3) equal monthly installments commencing on the initial closing date of such equity funding where $5 million or more of gross proceeds has closed; (iii) upon new equity funding received by the Company in the aggregate amount of $7 million or more subsequent to the date of this Note, in one transaction or series of transactions, the Note shall be repaid with interest in two (2) equal monthly installments commencing on the initial closing date of such equity funding where $7 million or more of gross proceeds has closed; or (iv) in the event none of subsections 2(i)-(iii) occur, then the Note shall be repaid in full on June 1, 2025, the Maturity Date. Â 1Â Â 3.Â Â Â Â Interest. Interest shall accrue on the outstanding Principal at the rate of eight and one-half percent (8.5%) per annum (the â€œInterestâ€). Interest shall accrue until the earlier of (i) repayment in full, or (ii) the Maturity Date; provided, however, during the existence of an Event of Default, interest shall accrue on all outstanding Principal at the Default Rate. Â 4.Â Â Â Â No Prepayment Penalty. All outstanding Principal and accrued Interest may be prepaid by the Company prior to the Maturity Date at the election of the Company and without the prior written consent of the Holder, with the express understanding that all prepayments shall be first applied to accrued Interest and then to outstanding Principal. Â 5.Â Â Â Â Restricted Common Stock Issuance. Â (a)Â Â Â Â During the period commencing January 2, 2025 and concluding on January 6, 2025, an issuance of sixty-five thousand six hundred and twenty-five (65,625) Shares shall be made in the name of Holder. In conjunction therewith, Company shall instruct its transfer agent to issue, in book-entry form, the Shares set forth in the immediately preceding sentence. Further, upon the expiration of the requisite six (6) month hold period, the Company will procure a legal opinion on behalf of the Holder for purposes of permitting the sale and/or transfer of the Shares by Holder. Â 6.Â Â Â Â Events of Default. Any of the following events which shall occur shall constitute an â€œEvent of Defaultâ€: Â (a)Â Â Â Â the Company shall fail to pay when due the Obligations hereunder, where such failure continues for five (5) days after receipt of written notice from Holder specifying such failure; or Â (b)Â Â Â Â the Company shall: (i) apply for or consent to the appointment of a receiver, trustee, liquidator or custodian of itself or of all or any material part of its property; (ii) admit in writing its inability to pay its debts generally as they become due; (iii) make a general assignment for the benefit of any of its creditors; (iv) be dissolved in full; (v) commence a voluntary case or other proceeding seeking liquidation, reorganization or other relief with respect to itself or its debts under any bankruptcy, insolvency or other similar law now or hereafter in effect or consent to any such relief or to the appointment of or taking possession of its property by any official in an involuntary case or other proceeding commenced against it; or (vi) take or approve any action for the purpose of effecting any of the foregoing; or Â (c)Â Â Â Â proceedings for the appointment of a receiver, trustee, liquidator or custodian of the Company or of all or any material part of its property, or a voluntary or involuntary case or other proceedings seeking liquidation, reorganization or other relief with respect to the Company or the debts thereof under any bankruptcy, insolvency or other similar law now or hereafter in effect, shall be commenced and such involuntary case or proceeding shall not be dismissed or discharged within sixty (60) days of commencement; or an order for relief shall be entered against the Company under the federal bankruptcy laws as now or hereafter in effect; or Â (d)Â Â Â Â a default or event of default under any agreement of the Company shall occur that gives the holder of any other indebtedness for borrowed money of the Company the right to accelerate the maturity of such indebtedness (subject to any applicable cure periods set forth therein, if any); or Â (e)Â Â Â Â the Company shall fail to observe or perform any other covenant, obligation, condition or agreement contained in this Note and (i) such failure shall continue for fifteen (15) days, or (ii) if such failure is not curable within such fifteen (15) day period, but is reasonably capable of cure within thirty (30) days, either (A) such failure shall continue for thirty (30) days or (B) the Company shall not have commenced a cure in a manner reasonably satisfactory to Holder within the initial fifteen (15) day period; or Â (f)Â Â Â Â any representation or warranty made or furnished by or on behalf of Company to Holder in writing in connection with this Note shall be false, incorrect, incomplete or misleading in any material respect when made or furnished. Â Upon the occurrence of any Event of Default, (x) the Holder may at any time declare all unpaid Obligations to be immediately due and payable without presentment, demand, protest or any other notice of any kind, all of which are hereby expressly waived by the Company; (y) the Holder may exercise all rights and remedies available to the Holder hereunder and applicable law, and (z) in the case of an Event of Default described in Section 6(b) or 6(c), all unpaid Obligations shall automatically become immediately due and payable, without presentment, demand, protest or any other notice of any kind, all of which are hereby expressly and irrevocably waived by the Company. Â 2Â Â 7.Â Â Â Â Successors and Assigns. Subject to the restrictions on transfer described in Section 8 hereinbelow, the rights and obligations of the Company and the Holder hereunder shall be binding upon and inure to the benefit of the successors, assigns, heirs, administrators, and transferees of the parties. Due to the reliance by the Company on the exemption from securities registration provided by Rule 506 of Regulation D, as promulgated pursuant to the Securities Act of 1933, and the representation by Holder to the Company that Holder is an â€œaccredited investorâ€ as such term is defined by Rule 501(a) of Regulation D, no assignment of this Note shall be made to any person who is not an â€œaccredited investorâ€, where any assignment or transfer of this Note, or any attempt thereof, shall be null and void. Â 8.Â Â Â Â Amendments and Waivers. This Note may not be amended or modified, nor may any of its terms be waived, except by written instruments signed by the Company and Holder. Each waiver or consent under any provision hereof shall be effective only in the specific instances for the purpose for which given. Â 9.Â Â Â Â Transfer of this Note. The Holder shall have the right to sell/assign its ownership of the Note and transfers of this Note shall be registered upon registration books maintained for such purpose by the Company. Prior to presentation of this Note for registration of transfer, the Company shall deem the registered Holder hereof as the owner and the holder of this Note for the purpose of receiving all payments of Principal and Interest hereon and for all other purposes whatsoever, whether or not this Note shall be overdue and the Company shall not be affected by notice to the contrary. Â 10.Â Â Â Â Sale or Assignment of Note by the Company. The Company may not sell or assign the obligations set forth in this Note, in whole or in part, to a third party; provided, however, it is expressly understood and agreed by the parties that any minority, majority or one hundred percent (100%) purchase of the voting stock of the Company shall not be considered a sale or assignment pursuant to this section 10. Â 11.Â Â Â Â Notices. Except as otherwise provided herein, all notices, requests, demands, consents, instructions, or other communications to or upon the Company or Holder under this Note shall be in writing and mailed or delivered to each party to its respective address of record in the opening paragraph hereof. All such notices and communications shall be effective (a) when sent by a commercially recognized means of overnight delivery providing confirmation of receipt, on the business day following the deposit with such service; (b) when mailed, by registered or certified mail, first class postage prepaid and addressed as aforesaid through FedEx or other overnight carrier, upon receipt; and (c) when delivered by hand, upon delivery. Â 12.Â Â Â Â Expenses; Waivers. The Company agrees to pay, on demand, Holder for all reasonable costs and expenses, including reasonable attorneysâ€™ fees and costs, in connection with the enforcement of Note, whether or not any suit is instituted. Should a suit be commenced to collect this Note or any portion thereof, such sum as the court may deem reasonable shall be added hereto as attorneyâ€™s fees, including any fees awarded on any appeal. The Company hereby waives notice of default, presentment or demand for payment, protest or notice of nonpayment or dishonor and all other notices or demands relative to this instrument. Â 13.Â Â Â Â Further Assurance. Each party shall execute, acknowledge, deliver, file, notarize and register (at its own expense) all documents, instruments, certificates, agreements and assurances and provide all information and take or forbear from all such action as the other party may reasonably deem necessary or appropriate to achieve the purposes of the Note or satisfy the obligations of the Company hereunder. Â 14.Â Â Â Â Severability. Whenever possible, each provision of this Note shall be interpreted in such manner as to be effective and valid under all applicable laws and regulations. If, however, any provision of this Note shall be prohibited by or be invalid under any such law or regulation in any jurisdiction, it shall, as to such jurisdiction, be deemed modified to conform to the minimum requirements of such law or regulation, or, if for any reason it is not deemed so modified, it shall be ineffective and invalid only to the extent of such prohibition or invalidity without affecting the remaining provisions of this Note, or the validity or effectiveness of such provision in any other jurisdiction. Â 15.Â Â Â Â Cumulative Rights, etc. The rights, powers and remedies of Holder under this Note shall be in addition to all rights, powers and remedies given to Holder by virtue of any applicable law, rule or regulation of any governmental authority, all of which rights, powers, and remedies shall be cumulative and may be exercised successively or concurrently without impairing Holderâ€™s rights hereunder. The Company waives any right to require Holder to proceed against any person or entity or to exhaust any collateral or to pursue any remedy in Holderâ€™s power. Â 16.Â Â Â Â No Waiver. No course of dealing between the Company and the Holder or any delay on the part of the Holder in exercising any rights or remedies shall operate as a waiver of any such right or remedy of the Holder. Â 3Â Â 17.Â Â Â Â Construction. This Note is the result of negotiations among, and has been reviewed by, the Company, Holder and their respective counsel. Accordingly, this Note shall be deemed to be the product of all parties hereto, and no ambiguity shall be construed in favor of or against the Company or Holder. Â 18.Â Â Â Â Governing Law and Jurisdiction. THIS NOTE AND ALL ACTIONS ARISING OUT OF OR IN CONNECTION WITH THIS NOTE SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE INTERNAL LAWS OF THE STATE OF CALIFORNIA, WITHOUT REGARD TO THE CONFLICTS OF LAW RULES OF THE STATE OF CALIFORNIA OR OF ANY OTHER JURISDICTION. THE HOLDER HEREBY IRREVOCABLY AND UNCONDITIONALLY SUBMITS TO THE EXCLUSIVE JURISDICTION OF THE SUPERIOR COURT, LOS ANGELES COUNTY, STATE OF CALIFORNIA. THE HOLDER IRREVOCABLY WAIVES ANY OBJECTION WHICH IT MAY NOW OR HEREAFTER HAVE TO THE LAYING OF THE VENUE OF ANY SUCH LITIGATION IN ANY SUCH COURT. Â 19.Â Â Â Â Waiver of Jury Trial. EACH OF THE COMPANY AND THE HOLDER, TO THE FULLEST EXTENT PERMITTED BY APPLICABLE LAW, HEREBY IRREVOCABLY WAIVES ALL RIGHT TO A TRIAL BY JURY AS TO ANY ISSUE RELATED HERETO IN ANY ACTION, PROCEEDING OR COUNTERCLAIM ARISING OUT OF OR RELATING TO THIS NOTE. Â IN WITNESS WHEREOF, this Note has been executed by the Company as of the date first written above. Â Â COMPANY: Super League Enterprise, Inc., a Delaware corporation Â Â Â Â Â Â Â Â Â Â Â By: /s/ Ann Hand Â Â Â Ann Hand CEO Â Â Â Acknowledged and agreed as of August 1, 2024. Â Â HOLDER: BLOXBIZ CO, a Delaware corporation Â Â Â Â Â Â Â Â Â Â Â By: /s/ Sam Drozdov Â Â Name: Sam Drozdov Â Â Title: Â Â Â Â Â By: /s/ Ben Khakshoor Â Â Name: Ben Khakshoor Â Â Title: Â Â Â Â EX-10.16 5 ex_745365.htm EXHIBIT 10.16 ex_745365.htm Exhibit 10.16 Â NEITHER THIS UNSECURED PROMISSORY NOTE (THIS â€œNOTEâ€), NOR THE SHARES OF COMMON STOCK ISSUED IN CONNECTION THEREWITH, HAS BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE â€œSECURITIES ACTâ€), OR ANY OTHER APPLICABLE FEDERAL OR STATE SECURITIES LAWS, AND HAVE BEEN ISSUED AND SOLD IN RELIANCE UPON EXEMPTIONS FROM THE REGISTRATION REQUIREMENTS OF SUCH LAWS, INCLUDING, WITHOUT LIMITATION, THE EXEMPTION CONTAINED IN SECTION 4(2) OF THE SECURITIES ACT. NEITHER THIS NOTE NOR THE SECURITIES MAY BE SOLD OR TRANSFERRED UNLESS (1) A REGISTRATION STATEMENT HAS BECOME AND IS THEN EFFECTIVE WITH RESPECT TO SUCH SECURITIES, (2) THIS NOTE OR SUCH SECURITIES, AS APPLICABLE, IS TRANSFERRED PURSUANT TO RULE 144 PROMULGATED UNDER THE SECURITIES ACT (OR ANY SUCCESSOR RULE) OR (3) THE COMPANY (AS HEREINAFTER DEFINED) HAS RECEIVED AN OPINION OF COUNSEL REASONABLY SATISFACTORY TO IT, TO THE EFFECT THAT THE PROPOSED SALE OR TRANSFER OF THIS NOTE OR THE SHARES OF COMMON STOCK ISSUABLE IN CONNECTION HEREWITH, IS EXEMPT FROM REGISTRATION UNDER THE SECURITIES ACT AND ALL OTHER APPLICABLE FEDERAL OR STATE SECURITIES LAWS. Â $669,171.00 USD Â Â Â August 1, 2024 Â Â Â SUPER LEAGUE ENTERPRISE, INC. Â UNSECURED PROMISSORY NOTE Â FOR VALUE RECEIVED, SUPER LEAGUE ENTERPRISE, INC., a Delaware corporation located at 2912 Colorado Ave., Suite 203, Santa Monica, CA 90404 (â€œCompanyâ€), hereby promises to pay to the order of BEN KHAKSHOOR, an individual located at 21 Flower Lane, Great Neck, NY 11024 (the â€œHolderâ€), the principal amount of SIX HUNDRED SIXTY-NINE THOUSAND ONE HUNDRED SEVENTY-ONE DOLLARS ($669,171.00 USD) (the â€œPrincipalâ€), on the repayment terms set forth hereinbelow, but no later than the ten (10) month anniversary of issuance (the â€œMaturity Dateâ€), in addition to the issuance of restricted shares of common stock (the â€œSharesâ€) of the Company upon execution hereof and as detailed hereinbelow. Â The following is a statement of the rights of the Holder and certain conditions to which this Note is subject, and to which the Holder, by the acceptance of this Note, agrees: Â 1.Â Â Â Â Definitions. As used in this Note, the following capitalized terms have the following meanings: Â (a)Â Â Â â€œBusiness Dayâ€ means a day (i) other than Saturday or Sunday, and (ii) on which commercial banks are open for business in the State of California. Â (b)Â Â Â â€œDefault Rateâ€ means an interest rate of twenty percent (20.0%) per annum. Â (c)Â Â Â â€œEvent of Defaultâ€ has the meaning given in Section 6 hereof. Â (d)Â Â Â â€œHolderâ€ shall mean the entity specified in the introductory paragraph of this Note or any other entity, or person, who shall at the time be the registered holder of this Note. Â (e)Â Â Â Â â€œInterestâ€ has the meaning set forth in Section 3 hereof. Â (f)Â Â Â â€œNoteâ€ shall mean this Unsecured Promissory Note. Â (g)Â Â Â â€œObligationsâ€ means all debts, liabilities and obligations of the Company to the Holder under this Note, including all unpaid Principal and accrued Interest of this Note, and all other amounts payable by the Company to the Holder hereunder, whether due or to become due, absolute or contingent, liquidated or unliquidated, determined or undetermined. Â (h)Â Â Â â€œSharesâ€ means the restricted shares of common stock of the Company, $0.001 par value, that are being issued to Holder in connection with this Note pursuant to Section 4 hereinbelow. Â 2.Â Â Â Â Repayment Schedule. The repayment schedule shall be as follows: (i) upon receipt of new equity funding in the aggregate amount of $3 million or more subsequent to the date of this Note, in one transaction or series of transactions, the Note shall be repaid with interest in four (4) equal monthly installments commencing on the initial closing date of such equity funding; (ii) upon receipt of new equity funding in the aggregate amount of $5 million or more subsequent to the date of this Note, in one transaction or series of transactions, the Note shall be repaid with interest in three (3) equal monthly installments commencing on the initial closing date of such equity funding; (iii) upon new equity funding received by the Company in the aggregate amount of $7 million or more subsequent to the date of this Note, in one transaction or series of transactions, the Note shall be repaid with interest in two (2) equal monthly installments commencing on the initial closing date of such equity funding; or (iv) in the event none of subsections 2(i)-(iii) occur, then the Note shall be repaid in full on the Maturity Date of June 1, 2025. Â 1Â Â 3.Â Â Â Â Interest. Interest shall accrue on the outstanding Principal at the rate of eight and one-half percent (8.5%) per annum (the â€œInterestâ€). Interest shall accrue until the earlier of (i) repayment in full, or (ii) the Maturity Date; provided, however, during the existence of an Event of Default, interest shall accrue on all outstanding Principal at the Default Rate. Â 4.Â Â Â Â No Prepayment Penalty. All outstanding Principal and accrued Interest may be prepaid by the Company prior to the Maturity Date at the election of the Company and without the prior written consent of the Holder, with the express understanding that all prepayments shall be first applied to accrued Interest and then to outstanding Principal. Â 5.Â Â Â Â Restricted Common Stock Issuance. Â (a)Â Â Â Â During the period commencing January 2, 2025 and concluding on January 6, 2025, an issuance of ninety-eight thousand four hundred thirty-eight (98,438) Shares shall be made in the name of Holder. In conjunction therewith, Company shall instruct its transfer agent to issue, in book-entry form, the Shares set forth in the immediately preceding sentence. Further, upon the expiration of the requisite six (6) month hold period, the Company will procure a legal opinion on behalf of the Holder for

purposes of permitting the sale and/or transfer of the Shares by Holder. Â 6.Â Â Â Â Events of Default. Any of the following events which shall occur shall constitute an â€œEvent of Defaultâ€: Â (a)Â Â Â Â the Company shall fail to pay when due the Obligations hereunder, where such failure continues for five (5) days after receipt of written notice from Holder specifying such failure; or Â (b)Â Â Â Â the Company shall: (i) apply for or consent to the appointment of a receiver, trustee, liquidator or custodian of itself or of all or any material part of its property; (ii) admit in writing its inability to pay its debts generally as they become due; (iii) make a general assignment for the benefit of any of its creditors; (iv) be dissolved in full; (v) commence a voluntary case or other proceeding seeking liquidation, reorganization or other relief with respect to itself or its debts under any bankruptcy, insolvency or other similar law now or hereafter in effect or consent to any such relief or to the appointment of or taking possession of its property by any official in an involuntary case or other proceeding commenced against it; or (vi) take or approve any action for the purpose of effecting any of the foregoing; or Â (c)Â Â Â Â proceedings for the appointment of a receiver, trustee, liquidator or custodian of the Company or of all or any material part of its property, or a voluntary or involuntary case or other proceedings seeking liquidation, reorganization or other relief with respect to the Company or the debts thereof under any bankruptcy, insolvency or other similar law now or hereafter in effect, shall be commenced and such involuntary case or proceeding shall not be dismissed or discharged within sixty (60) days of commencement; or an order for relief shall be entered against the Company under the federal bankruptcy laws as now or hereafter in effect; or Â (d)Â Â Â Â a default or event of default under any agreement of the Company shall occur that gives the holder of any other indebtedness for borrowed money of the Company the right to accelerate the maturity of such indebtedness (subject to any applicable cure periods set forth therein, if any); or Â (e)Â Â Â Â the Company shall fail to observe or perform any other covenant, obligation, condition or agreement contained in this Note and (i) such failure shall continue for fifteen (15) days, or (ii) if such failure is not curable within such fifteen (15) day period, but is reasonably capable of cure within thirty (30) days, either (A) such failure shall continue for thirty (30) days or (B) the Company shall not have commenced a cure in a manner reasonably satisfactory to Holder within the initial fifteen (15) day period; or Â (f)Â Â Â Â any representation or warranty made or furnished by or on behalf of Company to Holder in writing in connection with this Note shall be false, incorrect, incomplete or misleading in any material respect when made or furnished. Â Upon the occurrence of any Event of Default, (x) the Holder may at any time declare all unpaid Obligations to be immediately due and payable without presentment, demand, protest or any other notice of any kind, all of which are hereby expressly waived by the Company; (y) the Holder may exercise all rights and remedies available to the Holder hereunder and applicable law, and (z) in the case of an Event of Default described in Section 6(b) or 6(c), all unpaid Obligations shall automatically become immediately due and payable, without presentment, demand, protest or any other notice of any kind, all of which are hereby expressly and irrevocably waived by the Company. Â 2 Â Â 7.Â Â Â Â Successors and Assigns. Subject to the restrictions on transfer described in Section 9 hereinbelow, the rights and obligations of the Company and the Holder hereunder shall be binding upon and inure to the benefit of the successors, assigns, heirs, administrators, and transferees of the parties. Due to the reliance by the Company on the exemption from securities registration provided by Rule 506 of Regulation D, as promulgated pursuant to the Securities Act of 1933, and the representation by Holder to the Company that Holder is an â€œaccredited investorâ€ as such term is defined by Rule 501(a) of Regulation D, no assignment of this Note shall be made to any person who is not an â€œaccredited investorâ€, where any assignment or transfer of this Note, or any attempt thereof, shall be null and void. Â 8.Â Â Â Â Amendments and Waivers. This Note may not be amended or modified, nor may any of its terms be waived, except by written instruments signed by the Company and Holder. Each waiver or consent under any provision hereof shall be effective only in the specific instances for the purpose for which given. Â 9.Â Â Â Â Transfer of this Note. The Holder shall have the right to sell/assign its ownership of the Note and transfers of this Note shall be registered upon registration books maintained for such purpose by the Company. Prior to presentation of this Note for registration of transfer, the Company shall deem the registered Holder hereof as the owner and the holder of this Note for the purpose of receiving all payments of Principal and Interest hereon and for all other purposes whatsoever, whether or not this Note shall be overdue and the Company shall not be affected by notice to the contrary. Â 10.Â Â Â Â Sale or Assignment of Note by the Company. The Company may not sell or assign the obligations set forth in this Note, in whole or in part, to a third party; provided, however, it is expressly understood and agreed by the parties that any minority, majority or one hundred percent (100%) purchase of the voting stock of the Company shall not be considered a sale or assignment pursuant to this section 10. Â 11.Â Â Â Â Notices. Except as otherwise provided herein, all notices, requests, demands, consents, instructions, or other communications to or upon the Company or Holder under this Note shall be in writing and mailed or delivered to each party to its respective address of record in the opening paragraph hereof. All such notices and communications shall be effective (a) when sent by a commercially recognized means of overnight delivery providing confirmation of receipt, on the business day following the deposit with such service; (b) when mailed, by registered or certified mail, first class postage prepaid and addressed as aforesaid through FedEx or other overnight carrier, upon receipt; and (c) when delivered by hand, upon delivery. Â 12.Â Â Â Â Expenses; Waivers. The Company agrees to pay, on demand, Holder for all reasonable costs and expenses, including reasonable attorneysâ€™ fees and costs, in connection with the enforcement of this Note, whether or not any suit is instituted. Should a suit be commenced to collect this Note or any portion thereof, such sum as the court may deem reasonable shall be added hereto as attorneyâ€™s fees, including any fees awarded on any appeal. The Company hereby waives notice of default, presentment or demand for payment, protest or notice of nonpayment or dishonor and all other notices or demands relative to this instrument. Â 13.Â Â Â Â Further Assurance. Each party shall execute, acknowledge, deliver, file, notarize and register (at its own expense) all documents, instruments, certificates, agreements and assurances and provide all information and take or forbear from all such action as the other party may reasonably deem necessary or appropriate to achieve the purposes of the Note or satisfy the obligations of the Company hereunder. Â 14.Â Â Â Â Severability. Whenever possible, each provision of this Note shall be interpreted in such manner as to be effective and valid under all applicable laws and regulations. If, however, any provision of this Note shall be prohibited by or be invalid under any such law or regulation in any jurisdiction, it shall, as to such jurisdiction, be deemed modified to conform to the minimum requirements of such law or regulation, or, if for any reason it is not deemed so modified, it shall be ineffective and invalid only to the extent of such prohibition or invalidity without affecting the remaining provisions of this Note, or the validity or effectiveness of such provision in any other jurisdiction. Â 15.Â Â Â Â Cumulative Rights, etc. The rights, powers and remedies of Holder under this Note shall be in addition to all rights, powers and remedies given to Holder by virtue of any applicable law, rule or regulation of any governmental authority, all of which rights, powers, and remedies shall be cumulative and may be exercised successively or concurrently without impairing Holderâ€™s rights hereunder. The Company waives any right to require Holder to proceed against any person or entity or to exhaust any collateral or to pursue any remedy in Holderâ€™s power. Â 16.Â Â Â Â No Waiver. No course of dealing between the Company and the Holder or any delay on the part of the Holder in exercising any rights or remedies shall operate as a waiver of any such right or remedy of the Holder. Â 3 Â Â 17.Â Â Â Â Construction. This Note is the result of negotiations among, and has been reviewed by, the Company, Holder and their respective counsel. Accordingly, this Note shall be deemed to be the product of all parties hereto, and no ambiguity shall be construed in favor of or against the Company or Holder. Â 18.Â Â Â Â Governing Law and Jurisdiction. THIS NOTE AND ALL ACTIONS ARISING OUT OF OR IN CONNECTION WITH THIS NOTE SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE INTERNAL LAWS OF THE STATE OF CALIFORNIA, WITHOUT REGARD TO THE CONFLICTS OF LAW RULES OF THE STATE OF CALIFORNIA OR OF ANY OTHER JURISDICTION. THE HOLDER HEREBY IRREVOCABLY AND UNCONDITIONALLY SUBMITS TO THE EXCLUSIVE JURISDICTION OF THE SUPERIOR COURT, LOS ANGELES COUNTY, STATE OF CALIFORNIA. THE HOLDER IRREVOCABLY WAIVES ANY OBJECTION WHICH IT MAY NOW OR HEREAFTER HAVE TO THE LAYING OF THE VENUE OF ANY SUCH LITIGATION IN ANY SUCH COURT. Â 19.Â Â Â Â Waiver of Jury Trial. EACH OF THE COMPANY AND THE HOLDER, TO THE FULLEST EXTENT PERMITTED BY APPLICABLE LAW, HEREBY IRREVOCABLY WAIVES ALL RIGHT TO A TRIAL BY JURY AS TO ANY ISSUE RELATED HERETO IN ANY ACTION, PROCEEDING OR COUNTERCLAIM ARISING OUT OF OR RELATING TO THIS NOTE. Â IN WITNESS WHEREOF, this Note has been executed by the Company as of the date first written above. Â Â COMPANY:Â Super League Enterprise, Inc., a Delaware corporation Â Â Â Â Â Â Â Â Â Â Â Â By: /s/ Ann Hand Â Â Â Ann Hand CEO Â Â Â Â Â Acknowledged and agreed as of August 1, 2024. Â Â HOLDER: BEN KHAKSHOOR Â Â Â Â Â Â Â Â Â Â Â Â By: /s/ Ben Khakshoor Â Â Â EX-10.17 6 ex_747060.htm EXHIBIT 10.17 ex_747060.htm Exhibit 10.17 Â BUSINESS LOAN AND SECURITY AGREEMENT Â Â THIS BUSINESS LOAN AND SECURITY AGREEMENT (as the same may be amended, restated, modified, or supplemented from time to time, this â€œAgreementâ€) dated as of November 8, 2024 (the â€œEffective Dateâ€) among Agile Capital Funding, LLC as collateral agent (in such capacity, together with its successors and assigns in such capacity, â€œCollateral Agentâ€), and Agile Lending, LLC, a Virginia limited liability company (â€œLead Lenderâ€) and each assignee that becomes a party to this Agreement pursuant to Section 12.1 (each individually with the Lead Lender, a â€œLenderâ€ and collectively with the Lead Lender, the â€œLendersâ€), and SUPER LEAGUE ENTERPRISE, INC., A Domestic Delaware Corporation (â€œParentâ€ or â€œBorrowerâ€) and its subsidiaries, INPVP, LLC, A Domestic Delaware Corporation, individually and collectively, jointly and severally, â€œGuarantorsâ€), and provides the terms on which the Lenders shall lend to Borrower and Borrower shall repay the Lenders the loans described herein. The Collateral Agent, Lenders, and Borrower, each a â€œPartyâ€ and collectively the â€œPartiesâ€, intending to be legally bound, hereby agree as follows: Â Â 1. DEFINITIONS, ACCOUNTING AND OTHER TERMS Â 1.1Â Â Â Â Capitalized terms used herein shall have the meanings set forth in Section 13 to the extent defined therein. All other capitalized terms used but not defined herein shall have the meaning given to such terms in the Code. Any accounting term used but not defined herein shall be construed in accordance with GAAP and all calculations shall be made in accordance with GAAP. The term â€œfinancial statementsâ€ shall include the accompanying notes and schedules thereto. Any section, subsection, schedule or exhibit references are to this Agreement unless otherwise specified. Â 2. LOANS AND TERMS OF PAYMENT Â 2.1Â Â Â Â Promise to Pay. Borrower hereby unconditionally promises to pay each Lender the outstanding principal amount of the Term Loan advanced to Borrower by such Lender and accrued and unpaid interest thereon and any other amounts due hereunder as and when due in accordance with this Agreement. Â 2.2Â Â Term Loans. Â (a)Â Â Â Â Availability. The Lenders, relying upon each of the representations and warranties set out in this Agreement, as well as each of the representations, covenants and warranties set out in the other Loan Documents, hereby severally and not jointly agree with the Borrower that, subject to and upon the terms and conditions of this Agreement, shall advance the Principal Loan to the Borrower on the Effective Date, but in any event no later than two (2) Business Days after the date hereof, by wiring the funds to the Borrowerâ€™s Account. Â (b)Â Â Â Â Repayment. Borrower agrees to pay all amounts owing pursuant to the terms of this Agreement, including any financing charge, specified fees, interest and any other charges that may be assessed as provided in this Agreement or as documented in the Business Loan and Security Agreement Supplement (the â€œSupplementâ€) or the Secured Promissory Note (as defined below). The Term Loan shall be repaid by Borrower on the dates specified on Exhibit B-4 of this Agreement (each a â€œScheduled Repayment Dateâ€) by the amount set out opposite each Scheduled Repayment Date (each a â€œScheduled Repayment Amountâ€) and in accordance with the Term Loan Amortization Schedule. If any payment on the Secured Promissory Note is due on a day which is not a Business Day, such payment shall be due on the next succeeding Business Day, and such extension of time shall be taken into account in calculating the amount of interest payable under this Note. All unpaid principal and accrued and unpaid interest with respect to the Term Loan is due and payable in full on the Maturity Date. The Term Loan may only be prepaid in accordance with Sections 2.2(c) and 2.2(d). Once repaid, no portion of the Term Loan may be reborrowed. Â (c)Â Â Â Â Mandatory Prepayments. If an event described in Section 7.2 hereof occurs, or the Term Loan is accelerated following the occurrence of an Event of Default, Borrower shall immediately pay to Lenders, payable to each Lender in accordance with its respective Pro Rata Share, an amount equal to the sum of: (i) all outstanding principal of the Term Loans plus accrued and unpaid interest thereon through the prepayment date, (ii) the Prepayment Fee (as defined in Section 2.2(d) below), plus (iii) all other Obligations that are due and payable, including, without limitation, interest at the Default Rate with respect to any past due amounts. Â Â Â Â (d)Â Â Â Â Permissive Prepayments and Make-Whole Premium. Borrower shall have the right to make a full prepayment or partial prepayment of any or all of the Obligations in accordance with the prepayment amendment in Exhibit E of this Agreement. The foregoing notwithstanding, upon the prepayment of any principal amount, Borrower shall be obligated to pay a make-whole premium payment on account of such principal so paid, which shall be equal to the aggregate and actual amount of interest (at the contract rate of interest) that would be paid through the Maturity Date (â€œPrepayment Feeâ€). Â 2.3Â Â Payment of Interest on the Term Loans. Â (a)Â Â Â Â Interest Rate. Borrower agrees to pay in full the interest as set forth in the Supplement found in Exhibit B-5 of this Agreement. Interest shall accrue on the Term Loan commencing on, and including, the Effective Date of such Term Loan, and shall accrue on the principal amount outstanding under the Term Loan through and including the day on which the Term Loan is paid in full. Â (b)Â Â Â Â Default Rate. Immediately upon the occurrence and during the continuance of an Event of Default, Obligations shall accrue interest at a fixed per annum rate equal to the rate that is otherwise applicable thereto plus five percentage points (5.00%) (the â€œDefault Rateâ€). Payment or acceptance of the increased interest rate provided in this Section 2.3(b) is not a permitted alternative to timely payment and shall not constitute a waiver of any Event of Default or otherwise prejudice or limit any rights or remedies of Collateral Agent. Â (c)Â Â Â Â 360 Day Year. Interest shall be computed on the basis of a three hundred sixty (360) day year and the actual number of days elapsed. Â (d)Â Â Â Â Debit of Accounts; Payments. All payments on the Secured Promissory Note shall be made via automated clearing house transfers of immediately available funds to be initiated by Lender in accordance with the authorization and direction of Borrower to Lead Lender provided in Exhibit B-6 of this Agreement. Â (e)Â Â Â Â Usury Savings Clause. This Agreement and the other Loan Documents are subject to the express condition that at no time shall Borrower be required to pay interest on the principal balance of the Term Loan at a rate which could subject Lenders to either civil or criminal liability as a result of being in excess of the Maximum Legal Rate. If by the terms of this Agreement or the other Loan Documents, Borrower is at any time required or obligated to pay interest on the principal balance due hereunder at a rate in excess of the Maximum Legal Rate, the Interest Rate or the Default Rate, as the case may be, shall be deemed to be immediately reduced to the Maximum Legal Rate and all previous payments in excess of the Maximum Legal Rate shall be deemed to have been payments in reduction of principal and not on account of the interest due hereunder. All sums paid or agreed to be paid to the Collateral Agent or Lenders for the use, forbearance, or detention of the sums due under the Loan, shall, to the extent permitted by applicable law, be amortized, prorated, allocated, and spread throughout the full stated term of the Loan until payment in full. Â 2.4Â Â Â Fees. Borrower shall pay to Collateral Agent and/or Lenders: Â (a)Â Â Â Â Administrative Agent Fee. The Administrative Agent Fee of NINETY-TWO THOUSAND FIVE HUNDRED DOLLARS ($92,500.00, which shall be paid at closing out of proceeds of the Term Loan for the account of Collateral Agent. Â 2.5Â Â Â Â Secured Promissory Notes. The Term Loan shall be evidenced by a Secured Promissory Note in the form attached as Exhibit D hereto (â€œSecured Promissory Noteâ€) and shall be repayable as set forth in this Agreement. Â 3. CONDITIONS OF LOANS Â 3.1Â Â Â Â Conditions Precedent to Term Loan. Each Lenderâ€™s obligation to make the Term Loan is subject to the condition precedent that each Lender shall consent to or shall have received, in form and substance satisfactory to each Lender, such documents, and completion of such other matters, as each Lender may reasonably deem necessary or appropriate. Â Â Â Â 4. CREATION OF SECURITY INTEREST Â 4.1Â Â Â Â Grant of Security Interest. Effective from and after the Effective Date of the Term Loan, Borrower hereby grants Collateral Agent, for the ratable benefit of the Lenders, to secure the payment and performance in full of all of the Obligations, a continuing security interest in, and pledges to Collateral Agent, for the ratable benefit of the Lenders, the Collateral, wherever located, whether now owned or hereafter acquired or arising, and all proceeds and products thereof. If Borrower shall acquire a commercial tort claim (as defined in the Code), Borrower shall grant to Collateral Agent, for the ratable benefit of the Lenders, a security interest therein and in the proceeds thereof, all upon the terms of this Agreement, with such writing to be in form and substance reasonably satisfactory to Collateral Agent. If this Agreement is terminated, Collateral Agentâ€™s Lien in the Collateral shall continue until the Obligations (other than inchoate indemnity obligations) are repaid in full in cash. Upon payment in full in cash of the Obligations (other than inchoate indemnity obligations) and at such time as the Lendersâ€™ obligation to extend the Term Loan has terminated, Collateral Agent shall, at the sole cost and expense of Borrower, release its Liens in the Collateral and all rights therein shall revert to Borrower. Â 4.2Â Â Â Â Authorization to File Financing Statements. Borrower hereby authorizes Collateral Agent to file such financing statements and/or take any other action required to perfect Collateral Agentâ€™s security interests in the Collateral, without notice to Borrower, with all appropriate jurisdictions to perfect or protect Collateral Agentâ€™s interest or rights in the Collateral and under the Loan Documents; provided, however, Collateral Agent may only file such financing statements and/or take any other action required to perfect Collateral Agentâ€™s security interests in the Collateral, upon the occurrence of an Event of Default. Â 4.3Â Â Â Guaranty. (Intentionally omitted). Â 5. REPRESENTATIONS AND WARRANTIES Â Each Borrower, jointly and severally, represents and warrants to Collateral Agent and the Lenders as follows: Â 5.1Â Â Â Â Due Organization, Authorization: Power and Authority. Each Borrower and each of its respective Subsidiaries is duly formed, validly existing and in good standing as under the laws of its jurisdiction of organization or formation and each Borrower and each of its respective Subsidiaries is qualified and licensed to do business and is in good standing in any jurisdiction in which the conduct of its businesses or its ownership of property requires that it be qualified except where the failure to do so could not reasonably be expected to result in a

Material Adverse Change. Â 5.2Â Â Â Â Collateral. Borrower and Subsidiaries have good title to, have rights in, and the power to transfer each item of the Collateral upon which it purports to grant a Lien under the Loan Documents, free and clear of any and all Liens except Permitted Liens, and neither Borrower nor any of its Subsidiaries have any deposit accounts, securities accounts, commodity accounts or other investment accounts other than the collateral accounts or other investment accounts (the â€œCollateral Accountsâ€), if any, described in the Perfection Certificates delivered to Collateral Agent in connection herewith with respect to which Borrower has given Collateral Agent notice and taken, subject to Section 6.6 (a), such actions as are necessary to give Collateral Agent a perfected security interest therein. The security interests granted herein are and shall at all times continue to be a first priority perfected security interest in the Collateral, subject only to Permitted Liens that are permitted by the terms of this Agreement to have priority to Collateral Agentâ€™s Lien. All Inventory and Equipment that is part of the Collateral is in all material respects of good and marketable quality, free from material defects. Â 5.3Â Â Â Â Litigation. Except as disclosed on the Perfection Certificate, there are no actions, suits, investigations, or proceedings pending or, to the knowledge of any of the Responsible Officers, threatened in writing by or against Borrower or any of its Subsidiaries involving more than Fifty Thousand Dollars ($50,000.00). Â Â Â Â 5.4Â Â Â Â No Material Adverse Change; Financial Statements. All consolidated financial statements for Parent and its Subsidiaries, delivered to Collateral Agent fairly present, in conformity with GAAP, in all material respects the consolidated financial condition of Parent and its Subsidiaries, and the consolidated results of operations of Parent and its Subsidiaries. Since the date of the most recent financial statements submitted to any Lender, there has not been a Material Adverse Change. Â 5.5Â Â Â Solvency. As of September 30, 2024, Borrower and each of its Subsidiaries, when taken as a whole, is Solvent. Â 5.6Â Â Â Â Regulatory Compliance. Neither Borrower nor any of its Subsidiaries has violated any laws, ordinances or rules, the violation of which could reasonably be expected to result in a Material Adverse Change. Borrower and each of its Subsidiaries has obtained all consents, approvals and authorizations of, made all declarations or filings with, and given all notices to, all governmental authorities that are necessary to continue their respective businesses as currently conducted. Â 5.7Â Â Â Â Investments. Neither Borrower nor any of its Subsidiaries owns any stock, shares, partnership interests or other equity securities except for Permitted Investments. Â 5.8Â Â Â Â Tax Returns and Payments; Pension Contributions. Each Borrower and each of its respective Subsidiaries has timely filed all required tax returns and reports, and, except as disclosed, each Borrower and each of its respective Subsidiaries, has timely paid all foreign, federal, state, and local taxes, assessments, deposits and contributions owed by such Borrower and such Subsidiaries, in all jurisdictions in which such Borrower or any such Subsidiary is subject to taxes, including the United States, unless such taxes are being contested in good faith. Â 5.9Â Â Â Â Use of Proceeds. Borrower shall use the proceeds of the Term Loan solely to fund its general business requirements in accordance with the provisions of this Agreement, and not for personal, family, household or agricultural purposes. Â 5.10Â Â Full Disclosure. No written representation, warranty or other statement of any Borrower or any of itsÂ Subsidiaries in any certificate or written statement given to Collateral Agent or any Lender, as of the date such representation, warranty, or other statement was made, taken together with all such written certificates and written statements given to Collateral Agent or any Lender, contains any untrue statement of a material fact or omits to state a material fact necessary to make the statements contained in the certificates or statements not misleading (it being recognized that projections and forecasts provided by Borrower in good faith and based upon reasonable assumptions are not viewed as facts and that actual results during the period or periods covered by such projections and forecasts may differ from the projected or forecasted results). Â 5.11Â Â Â Â Shares. Each Borrower has full power and authority to create a first lien on its Shares and no disability or contractual obligation exists that would prohibit such Borrower from pledging the Shares pursuant to this Agreement. To Borrowerâ€™s knowledge, there are no subscriptions, warrants, rights of first refusal or other restrictions on transfer relative to, or options exercisable with respect to the Shares. With respect to each Subsidiary which is a corporation, the Shares have been and will be duly authorized and validly issued, and are fully paid and non-assessable. To Borrowerâ€™s knowledge, the Shares are not the subject of any present or threatened suit, action, arbitration, administrative or other proceeding, and Borrower knows of no reasonable grounds for the institution of any such proceedings. Â 5.12Â Â Â Â Guarantee. (Intentionally omitted) Â 6. AFFIRMATIVE COVENANTS Â Borrower shall, and shall cause each of its Subsidiaries to, do all of the following: Â 6.1Â Â Â Â Government Compliance. Maintain its and all its Subsidiariesâ€™ legal existence and good standing in their respective jurisdictions of organization and maintain qualification in each jurisdiction in which the failure to so qualify could reasonably be expected to have a Material Adverse Change. Â Â Â Â 6.2Â Â Â Financial Statements, Reports, Certificates, Notices. Â (a)Â Â Â Â Deliver to Collateral Agent and each Lender: (i) as soon as available, but no later than forty-five (45) days after the last day of each month, a company prepared consolidated and consolidating balance sheet, income statement and cash flow statement covering the consolidated operations of Parent and its Subsidiaries for such month certified by a Responsible Officer and in a form reasonably acceptable to Collateral Agent; (ii) prompt notice of any material amendments of or other changes to the capitalization table of Borrower (other than Parent) and to the Operating Documents of Borrower or any of its Subsidiaries, together with any copies reflecting such amendments or changes with respect thereto; (iii) as soon as available, but no later than forty-five (45) days after the last day of each month, copies of the month end account statements for each Collateral Account maintained by Borrower or its Subsidiaries, which statements may be provided to Collateral Agent and each Lender by Borrower or directly from the applicable institution(s); (iv) prompt notice of any event that (A) could reasonably be expected to materially and adversely affect the Borrowerâ€™s Intellectual Property and (B) could reasonably be expected to result in a Material Adverse Change; (v) written notice at least (10) daysâ€™ prior to Borrowerâ€™s creation of a new Subsidiary in accordance with the terms of Section 6.10; (vi) written notice at least (30) daysâ€™ prior to Borrowerâ€™s (A) changing its jurisdiction of organization, (B) changing its organizational structure or type, (C) changing its legal name, (D) changing any organizational number (if any) assigned by its jurisdiction of organization, or (E) registering or filing any Intellectual Property; (vii) upon Borrower becoming aware of the existence of any Event of Default or event which, with the giving of notice or passage of time, or both, would constitute an Event of Default, prompt (and in any event within three (3) Business Days) written notice of such occurrence, which such notice shall include a reasonably detailed description of such Event of Default or event which, with the giving of notice or passage of time, or both, would constitute an Event of Default; (viii) notice of any commercial tort claim of Borrower or any Guarantor and of the general details thereof; (ix) other information as reasonably requested by Collateral Agent or any Lender. (x) written notice of any litigation or governmental proceedings pending or threatened (in writing) against Borrower or any of its Subsidiaries, which could reasonably be expected to result in damages or costs to Borrower or any of its Subsidiaries of more than Fifty Thousand Dollars ($50,000.00); and (xi) written notice of all returns, recoveries, disputes and claims regarding Inventory that involve more than Fifty Thousand Dollars ($50,000.00) individually or in the aggregate in any calendar year. Â (b)Â Â Â Â Keep proper, complete and true books of record and account in accordance with GAAP and in all material respects. Borrower shall, and shall cause each of its Subsidiaries to, allow, at the sole cost of Borrower, Collateral Agent or any Lender, during regular business hours upon reasonable prior notice (provided that no notice shall be required when an Event of Default has occurred and is continuing), to visit and inspect any of its properties, to examine and make abstracts or copies from any of its books and records, and to conduct a collateral audit and analysis of its operations and the Collateral. Such audits shall be conducted no more often than twice every year unless (and more frequently if) an Event of Default has occurred and is continuing. Notwithstanding the foregoing, upon request of any Lender, Borrower agrees to permit such Lender to communicate with Borrowerâ€™s accounting firm, in the presence of a Responsible Officer of the Borrower or the Parent, with respect to the consolidated financial statements delivered pursuant to this Section 6.2. Â 6.3Â Â Â Inventory and Returns. Keep all Inventory in good and marketable condition, free from material defects.Â Returns and allowances between Borrower, or any of its Subsidiaries, and their respective account debtors shall follow Borrowerâ€™s, or such Subsidiaryâ€™s, customary practices as they exist at the Effective Date. Â 6.4Â Â Â Â Taxes. Timely file and require each of its Subsidiaries to timely file, all required tax returns and reports and timely pay, and require each of its Subsidiaries to timely pay, all foreign, federal, state, and local taxes, assessments, deposits and contributions owed by Borrower or its Subsidiaries, except as otherwise permitted pursuant to the terms of Section 5.8 hereof. Â 6.5Â Â Â Insurance. Keep Borrowerâ€™s and its Subsidiariesâ€™Â business and the Collateral insured for risks and inÂ amounts standard for companies in Borrowerâ€™s and its Subsidiariesâ€™ industry and location and as Collateral Agent may reasonably request (including customary lenderâ€™s loss payable endorsements and naming the Collateral Agent as an additional insured), and give the Collateral Agent thirty (30) daysâ€™ prior written notice before any such policy or policies shall be materially altered or canceled (other than cancellation for non-payment of premiums, for which ten (10) daysâ€™ prior written notice shall be required). At Collateral Agentâ€™s request, Borrower shall deliver certified copies of policies and evidence of all premium payments to Collateral Agent. If Borrower or any of its Subsidiaries fails to obtain insurance as required under this Section 6.5 or to pay any amount or furnish any required proof of payment to third persons, Collateral Agent and/or any Lender may make (but has no obligation to do so), at Borrowerâ€™s expense, all or part of such payment or obtain such insurance policies required in this Section 6.5, and take any action under the policies Collateral Agent or such Lender deems prudent. Â Â Â Â 6.6Â Â Â Â Operating Accounts. Borrower shall provide Collateral Agent ten (10) daysâ€™ prior written notice before Borrower or any of its Subsidiaries establishes any Collateral Account. Â 6.7Â Â Â Â Litigation Cooperation. Commencing on the Effective Date and continuing through the termination of this Agreement, make available to Collateral Agent and the Lenders, without expense to Collateral Agent or the Lenders, Borrower and each of Borrowerâ€™s officers, employees and agents and Borrowerâ€™s books and records, to the extent that Collateral Agent or any Lender may reasonably deem them necessary to prosecute or defend any third party suit or proceeding instituted by or against Collateral Agent or any Lender with respect to any Collateral or relating to Borrower. Â 6.8Â Â Â Â Landlord Waivers; Bailee Waivers. In the event that Borrower, after the Effective Date, intends to add any new offices or business locations, including warehouses, or otherwise store any portion of the Collateral with, or deliver any portion of the Collateral to, a bailee, in each case pursuant to Section 7.2, then Borrower must first receive the written consent of Collateral Agent to do so. Â 6.9Â Â Â Â Further Assurances. Execute any further instruments and take any and all further action as Collateral Agent or any Lender reasonably requests to perfect or continue Collateral Agentâ€™s Lien in the Collateral or to effect the purposes of this Agreement, including without limitation, permit Collateral Agent or any Lender to discuss Borrowerâ€™s financial condition with Borrowerâ€™s accountants in the presence of a Responsible Officer of the Borrower or the Parent. Â 6.10Â Â Â Â Lockbox Agreement. Upon the request of any Lender at any time after the Effective Date and for any reason in Lendersâ€™ sole and absolute discretion, Borrower shall enter into a lockbox arrangement with Lenders with respect to Borrowerâ€™s accounts receivable at a financial institution of the Lendersâ€™ choosing in their sole and absolute discretion and shall execute a deposit control agreement in favor of Lenders in a form satisfactory to Lenders in their sole and absolute discretion; provided, however, a lockbox agreement will not be utilized unless an Event of Default occurs. Â 7. NEGATIVE COVENANTS Â Borrower shall not, and shall not permit any of its Subsidiaries to, do any of the following without the prior written consent of the Required Lenders, provided, however, all pending transactions by and between Borrower and Infinite Reality, Inc., a Delaware corporation, shall be deemed permissible in all respects and not violative of any provision of this Section 7: Â 7.1Â Â Â Â Dispositions. Convey, sell, lease, transfer, assign, dispose of (collectively, â€œTransferâ€), or permit any of its Subsidiaries to Transfer, all or any part of its business or property (including Intellectual Property), except for Transfers (a) of (i) Inventory in the ordinary course of business and (ii) Inventory, that, prior to the Effective Date, has been written down or written off, together with related tangible assets and non-material Intellectual Property; (b) of worn out or obsolete Equipment; (c) in connection with Permitted Liens, Permitted Investments and Permitted Licenses; (d) of any non-material Intellectual Property; (e) from (i) Borrower to another Borrower Guarantor, (ii) a non-Borrower Subsidiary to a Borrower, and (iii) a non-Borrower Subsidiary to another non-Borrower ; or (f) permitted under Section 7.3 below. Â 7.2Â Â Â Â Changes in Business or Management, Ownership. (a) Engage in or permit any of its Subsidiaries to engage in any business other than the businesses engaged in by Borrower as of the Effective Date or reasonably related thereto; (b) liquidate or dissolve or permit any of its Subsidiaries to liquidate or dissolve; or (c) cause or permit, voluntarily or involuntarily, any Key Person to cease to be actively engaged in the management of Borrower unless written notice thereof is provided to Collateral Agent and each Lender within ten (10) days of such Key Person ceasing to be actively engaged in the management of Borrower. Â 7.3Â Â Â Â Mergers or Acquisitions. Merge or consolidate, or permit any of its Subsidiaries to merge or consolidate, with any other Person, or acquire, or permit any of its Subsidiaries to acquire, all or substantially all of the capital stock, shares or property of another Person Â Â Â Â 7.4Â Â Â Â Indebtedness. Create, incur, assume, or be liable for any Indebtedness, or permit any Subsidiary to do so, other than Permitted Indebtedness. For the avoidance of doubt, Indebtedness includes Merchant Cash Advances. Â 7.5Â Â Â Â Encumbrance. Create, incur, allow, or suffer any Lien on any of its property, or assign or convey any right to receive income, including the sale of any Accounts, or permit any of its Subsidiaries to do so, except for Permitted Liens, or permit any Collateral not to be subject to the first priority security interest granted herein (except for Permitted Liens), or enter into any agreement, document, instrument or other arrangement (except with or in favor of Collateral Agent, for the ratable benefit of the Lenders) with any Person which directly or indirectly prohibits or has the effect of prohibiting Borrower, or any of its Subsidiaries, from assigning, mortgaging, pledging, granting a security interest in or upon, or encumbering any of Borrowerâ€™s or such Subsidiaryâ€™s Intellectual Property. Â 7.6Â Â Â Â Maintenance of Collateral Accounts. Maintain any Collateral Account except pursuant to the terms of Section 6.6 hereof. Â 7.7Â Â Â Â Restricted Payments. Pay any dividends (other than dividends payable solely in capital stock) or make any distribution or payment in respect of or redeem, retire or purchase any capital stock. Â 7.8Â Â Â Â Investments. Directly or indirectly make any Investment other than Permitted Investments, or permit any of its Subsidiaries to do so. Â 7.9Â Â Â Â Transactions with Affiliates. Directly or indirectly enter into or permit to exist any material transaction with any Affiliate of Borrower or any of its Subsidiaries (other than among Borrower), except for (a) transactions that are in the ordinary course of Borrowerâ€™s or such Subsidiaryâ€™s business, upon fair and reasonable terms that are no less favorable to Borrower or such Subsidiary than would be obtained in an armâ€™s length transaction with a non- affiliated Person, and (b) Subordinated Debt or equity investments by Borrowerâ€™s investors in Borrower or its Subsidiaries. Â 7.10Â Â Â Â Subordinated Debt. Make or permit any payment on any Subordinated Debt or alternative financings that may encumber any assets of Borrower. Â 7.11Â Â Â Â Material Agreements. Other than in the ordinary course of business, (a) enter into a Material Agreement or (b) terminate or materially amend a Material Agreement. Â 7.12Â Â Â Financial Covenants. Waived. Â 8. EVENTS OF DEFAULT Â Any one of the following shall constitute an event of default (an â€œEvent of Defaultâ€) under this Agreement: Â 8.1Â Â Â Â Payment Default. Borrower fails to (a) make any payment of principal or interest on the Term Loan on its due date, or (b) pay any other Obligation within three (3) Business Days after such Obligation is due and payable (which three (3) Business Day grace period shall not apply to payments due on the Maturity Date or the date of acceleration pursuant to Section 9.1 (a) hereof. Â 8.2Â Â Â Â Covenant Default. Borrower or any of its Subsidiaries fails or neglects to perform any obligation in Sections 6.2 (Financial Statements, Reports, Certificates), 6.4 (Taxes), 6.5 (Insurance), 6.6 (Operating Accounts), or Borrower violates any provision in Section 7. Â 8.3Â Â Â Material Adverse Change. A Material Adverse Change has occurred. Â 8.4Â Â Â Attachment; Levy; Restraint on Business. Â (a)Â Â Â Â (i) The service of process seeking to attach, by trustee or similar process, any funds of Borrower or any of its Material Subsidiaries or of any entity under control of Borrower or its Material Subsidiaries on deposit with any institution at which Borrower or any of its Subsidiaries maintains a Collateral Account, or (ii) a notice of lien, levy, or assessment is filed against Borrower or any of its Material Subsidiaries or their respective assets by any government agency, and the same under subclauses (i) and (ii) hereof are not, within ten (10) days after the occurrence thereof, discharged or stayed (whether through the posting of a bond or otherwise); and Â Â Â Â (b)Â Â Â Â (i) any material portion of Borrowerâ€™s or any of its Subsidiariesâ€™ assets is attached, seized, levied on, or comes into possession of a trustee or receiver, or (ii) any court order enjoins, restrains, or prevents Borrower or any of its Subsidiaries from conducting any part of its business; Â 8.5Â Â Â Â Insolvency. (a) Parent is or becomes Insolvent; (b) Parent and its Subsidiaries, taken as a whole, are or become Insolvent; (c) Borrower or any Material Subsidiary begins an Insolvency Proceeding; or (d) an Insolvency Proceeding is begun against Borrower or any Material Subsidiary and is not dismissed or stayed within forty five (45) days (but no Term Loan shall be extended while Parent or any Subsidiary is Insolvent and/or until any Insolvency Proceeding is dismissed); Â 8.6Â Â Â Â Other Agreements. There is a default in any agreement between Borrower or any of its Subsidiaries and a third party or parties resulting in a right by such third party or parties, whether or not exercised, to accelerate the maturity of any Indebtedness. Â 8.7Â Â Â Â Judgments. (a) One or more judgments, orders, or decrees for the payment of money in an amount, individually or in the aggregate, of at least Two Hundred Fifty Thousand Dollars ($250,000.00) (not covered by independent third party insurance) shall be rendered against Borrower or any of its Subsidiaries and shall remain unsatisfied, unvacated, or unstayed for a period of twenty (20) days after the entry thereof or (b) any judgments, orders or decrees rendered against Borrower that could reasonably be expected to result in a Material Adverse Change; Â 8.8Â Â Â Â Misrepresentations. Borrower or any of its Subsidiaries or any Person acting for Borrower or any of its Subsidiaries makes any representation, warranty, or other statement now or later in this Agreement, any Loan Document or in any writing delivered to Collateral Agent and/or Lenders or to induce Collateral Agent and/or the Lenders to enter this Agreement or any Loan Document, and such representation, warranty, or other statement, when taken as a whole, is incorrect in any material respect when made. Â 8.9Â Â Â Â Subordinated Debt. A default or breach occurs under any agreement between Borrower or any of its Subsidiaries and any creditor of Borrower or any

of its Subsidiaries that signed a subordination, intercreditor, or other similar agreement with Collateral Agent or the Lenders, or any creditor that has signed such an agreement with Collateral Agent or the Lenders breaches any terms of such agreement; Â 8.10Â Â Guaranty. (Intentionally Omitted) Â 8.11Â Â Â Â Lien Priority. Any Lien created hereunder or by any other Loan Document shall at any time fail to constitute a valid and perfected first Lien on any of the Collateral purported to be secured thereby, subject to no prior or equal Lien, other than Permitted Liens arising as a matter of applicable law. Â 9. RIGHTS AND REMEDIES Â 9.1Â Â Â Â Rights and Remedies. Upon the occurrence of an Event of Default hereunder (unless all Events of Default have been cured by Borrower, as applicable, or waived by Lenders in writing), Lenders may, at their option: (i) by written notice to Borrower, declare the entire unpaid principal balance of the Term Loan, together with all accrued interest thereon and any other charges or fees payable hereunder, immediately due and payable regardless of any prior forbearance and (ii) exercise any and all rights and remedies available to it hereunder, under the Secured Promissory Note and/or under applicable law, including, without limitation, the right to collect from Borrower all sums due under this Agreement and the Secured Promissory Note and repossess any Collateral at Borrowerâ€™s expense. Borrower shall pay all reasonable costs and expenses incurred by or on behalf of Lenders or Collateral Agent in connection with Lendersâ€™ exercise of any or all of its rights and remedies under this Agreement or the Secured Promissory Note, including, without limitation, reasonable attorneys' fees. Borrower waives the right to any stay of execution and the benefit of all exemption laws now or hereafter in effect. Â Â Â 9.2Â Â Â Â Power of Attorney. Borrower hereby irrevocably appoints Collateral Agent as its lawful attorney in fact, exercisable upon the occurrence and during the continuance of an Event of Default, to: (a) endorse Borrowerâ€™s or any of its Subsidiariesâ€™ name on any checks or other forms of payment or security; (b) sign Borrowerâ€™s or any of its Subsidiariesâ€™ name on any invoice or bill of lading for any Account or drafts against Account Debtors; (c) settle and adjust disputes and claims about the Accounts directly with Account Debtors, for amounts and on terms Collateral Agent determines reasonable; (d) make, settle, and adjust all claims under Borrowerâ€™s insurance policies; (e) pay, contest or settle any Lien, charge, encumbrance, security interest, and adverse claim in or to the Collateral, or any judgment based thereon, or otherwise take any action to terminate or discharge the same; and (f) transfer the Collateral into the name of Collateral Agent or a third party as the Code or any applicable law permits. Borrower hereby appoints Collateral Agent as its lawful attorney in fact to sign Borrowerâ€™s or any of its Subsidiariesâ€™ name on any documents necessary to perfect or continue the perfection of Collateral Agentâ€™s security interest in, and lien on, the Collateral regardless of whether an Event of Default has occurred until all Obligations (other than inchoate indemnity obligations) have been satisfied in full and Collateral Agent and the Lenders are under no further obligation to extend the Term Loan hereunder. Collateral Agentâ€™s foregoing appointment as Borrowerâ€™s or any of its Subsidiariesâ€™ attorney in fact, and all of Collateral Agentâ€™s rights and powers, coupled with an interest, are irrevocable until all Obligations (other than inchoate indemnity obligations) have been fully repaid and performed and Collateral Agentâ€™s and the Lendersâ€™ obligation to provide the Term Loan terminates. Â 9.3Â Â Â Â No Waiver; Remedies Cumulative. Failure by Collateral Agent or any Lender, at any time or times, to require strict performance by Borrower of any provision of this Agreement or any other Loan Document shall not waive, affect, or diminish any right of Collateral Agent or any Lender thereafter to demand strict performance and compliance herewith or therewith. No waiver hereunder shall be effective unless signed by Collateral Agent and the Required Lenders and then is only effective for the specific instance and purpose for which it is given. The rights and remedies of Collateral Agent and the Lenders under this Agreement and the other Loan Documents are cumulative. Collateral Agent and the Lenders have all rights and remedies provided under the Code, any applicable law, by law, or in equity. The exercise by Collateral Agent or any Lender of one right or remedy is not an election, and Collateral Agentâ€™s or any Lenderâ€™s waiver of any Event of Default is not a continuing waiver. Collateral Agentâ€™s or any Lenderâ€™s delay in exercising any remedy is not a waiver, election, or acquiescence. Â 9.4Â Â Â Â Demand Waiver. Borrower waives, to the fullest extent permitted by law, demand, notice of default or dishonor, notice of payment and nonpayment, notice of any default, nonpayment at maturity, release, compromise, settlement, extension, or renewal of accounts, documents, instruments, chattel paper, and guarantees held by Collateral Agent or any Lender on which Borrower or any Subsidiary is liable. Â 10. NOTICES Â All notices, consents, requests, approvals, demands, or other communication (collectively, â€œCommunicationâ€) by any party to this Agreement or any other Loan Document must be in writing and shall be deemed to have been validly served, given, or delivered: (a) upon the earlier of actual receipt and three (3) Business Days after deposit in the U.S. mail, first class, registered or certified mail return receipt requested, with proper postage prepaid; (b) upon transmission, when sent by facsimile transmission or e-mail; (c) one (1) Business Day after deposit with a reputable overnight courier with all charges prepaid; or (d) when delivered, if hand delivered by messenger, all of which shall be addressed to the party to be notified and sent to the address, facsimile number, or email address indicated below. Any of Collateral Agent, any Lender or Borrower may change its mailing address or facsimile number by giving the other party written notice thereof in accordance with the terms of this Section 10. Â If to Borrower: Super League Enterprise, Inc. 2856 Colorado Ave. Santa Monica, CA 90404 E-Mail Address: clayton.haynes@superleague.com Â Â Â If to Collateral Agent: Â Agile Capital Funding, LLC 244 Madison Ave, Suite 168 New York, NY 10016 E-Mail Address: aaron@agilecapitalfunding.com Â 11. CHOICE OF LAW, VENUE AND JURY TRIAL WAIVER Â 11.1Â Â Â Â Waiver of Jury Trial. EACH OF BORROWER, COLLATERAL AGENT AND LENDERS UNCONDITIONALLY WAIVES ANY AND ALL RIGHT TO A JURY TRIAL OF ANY CLAIM OR CAUSE OF ACTION BASED UPON OR ARISING OUT OF THIS AGREEMENT, ANY OF THE OTHER LOAN DOCUMENTS, ANY OF THE INDEBTEDNESS SECURED HEREBY, ANY DEALINGS AMONG BORROWER, COLLATERAL AGENT AND/OR LENDERS RELATING TO THE SUBJECT MATTER OF THIS TRANSACTION OR ANY RELATED TRANSACTIONS, AND/OR THE RELATIONSHIP THAT IS BEING ESTABLISHED AMONG BORROWER, COLLATERAL AGENT AND/OR LENDERS. THE SCOPE OF THIS WAIVER IS INTENDED TO BE ALL ENCOMPASSING OF ANY AND ALL DISPUTES THAT MAY BE FILED IN ANY COURT. THIS WAIVER IS IRREVOCABLE. THIS WAIVER MAY NOT BE MODIFIED EITHER ORALLY OR IN WRITING. THE WAIVER ALSO SHALL APPLY TO ANY SUBSEQUENT AMENDMENTS, RENEWALS, SUPPLEMENTS OR MODIFICATIONS TO THIS AGREEMENT, ANY OTHER LOAN DOCUMENTS, OR TO ANY OTHER DOCUMENTS OR AGREEMENTS RELATING TO THIS TRANSACTION OR ANY RELATED TRANSACTION. THIS AGREEMENT MAY BE FILED AS A WRITTEN CONSENT TO A TRIAL BY THE COURT. Â Â 11.2 Governing Law and Jurisdiction. Â (a)Â Â Â Â THIS AGREEMENT, THE OTHER LOAN DOCUMENTS (EXCLUDING THOSE LOAN DOCUMENTS THAT BY THEIR OWN TERMS ARE EXPRESSLY GOVERNED BY THE LAWS OF ANOTHER JURISDICTION) AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES HEREUNDER AND THEREUNDER SHALL IN ALL RESPECTS BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH, THE INTERNAL LAWS OF THE COMMONWEALTH OF VIRGINIA (WITHOUT REGARD TO THE CONFLICT OF LAWS PRINCIPLES THAT WOULD RESULT IN THE APPLICATION OF ANY LAWS OTHER THAN THE LAWS OF THE COMMONWEALTH OF VIRGINIA), INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE, REGARDLESS OF THE LOCATION OF THE COLLATERAL, PROVIDED, HOWEVER, THAT IF THE LAWS OF ANY JURISDICTION OTHER THAN VIRGINIA SHALL GOVERN IN REGARD TO THE VALIDITY, PERFECTION OR EFFECT OF PERFECTION OF ANY LIEN OR IN REGARD TO PROCEDURAL MATTERS AFFECTING ENFORCEMENT OF ANY LIENS IN COLLATERAL, SUCH LAWS OF SUCH OTHER JURISDICTIONS SHALL CONTINUE TO APPLY TO THAT EXTENT. Â Â Â (b)Â Â Â Â Submission to Jurisdiction. Any legal action or proceeding with respect to the Loan Documents shall be brought exclusively in the courts of the Commonwealth of Virginia, including, without limitation the Circuit Court of Arlington County in the Commonwealth of Virginia and, by execution and delivery of this Agreement, Borrower hereby accepts for itself and in respect of its Property, generally and unconditionally, the jurisdiction of the aforesaid courts. Notwithstanding the foregoing, Collateral Agent and Lenders shall have the right to bring any action or proceeding against Borrower (or any property of Borrower) in the court of any other jurisdiction Collateral Agent or Lenders deem necessary or appropriate in order to realize on the Collateral or other security for the Obligations. The parties hereto hereby irrevocably waive any objection, including any objection to the laying of venue or based on the grounds of forum non conveniens, that any of them may now or hereafter have to the bringing of any such action or proceeding in such jurisdictions. Borrowers expressly acknowledge that they are subject to personal jurisdiction in the Commonwealth of the Virginia, that they intentionally entered into the transactions that are the subject of this Agreement with Collateral Agent and Lender, who are located in the Commonwealth of Virginia, and that Borrowers waive any and all objections to the exercise of personal jurisdiction over them of the Commonwealth of Virginia and to venue in the Circuit Court for Arlington County, Virginia and any other court within the Commonwealth of Virginia. Â (c)Â Â Â Â Service of Process. Borrower irrevocably waives personal service of any and all legal process, summons, notices and other documents and other service of process of any kind and consents to such service in any suit, action or proceeding brought in the United States of America with respect to or otherwise arising out of or in connection with any Loan Document by any means permitted by applicable requirements of law, including by the mailing thereof (by registered or certified mail, postage prepaid) to the address of Borrower specified herein (and shall be effective when such mailing shall be effective, as provided therein). Borrower agrees that a final judgment in any such action or proceeding shall be conclusive and may be enforced in other jurisdictions by suit on the judgment or in any other manner provided by law. Â (d)Â Â Â Â Non-exclusive Jurisdiction. Nothing contained in this Section 11.2 shall affect the right of Collateral Agent or Lenders to serve process in any other manner permitted by applicable requirements of law or commence legal proceedings or otherwise proceed against Borrower in any other jurisdiction. Â 12. GENERAL PROVISIONS Â 12.1Â Â Â Â Successors and Assigns. This Agreement binds and is for the benefit of the successors and permitted assigns of each Party. Borrower may not transfer, pledge or assign this Agreement or any rights or obligations under it without Collateral Agentâ€™s prior written consent (which may be granted or withheld in Collateral Agentâ€™s discretion, subject to Section 12.5). The Lenders have the right, without the consent of or notice to Borrower, to sell, transfer, assign, pledge, negotiate, or grant participation in (any such sale, transfer, assignment, negotiation, or grant of a participation, a â€œLender Transferâ€) all or any part of, or any interest in, any one or more Lendersâ€™ obligations, rights, and benefits under this Agreement and the other Loan Documents. In the event of such a Lender Transfer, Collateral Agent or Lead Lender shall have the right to, at its respective sole and absolute option, (a) notify Borrower of such Lender Transfer, in accordance with Section 10 hereof, and direct Borrower to make payments directly to such other Lender or Lenders, indicating such other Lendersâ€™ Pro Rata share of the Term Loan and the amount of the payment to be made in connection therewith, or (b) continue to collect payments hereunder and under the other Loan Documents and pay such other Lenders their Pro Rata Share of the Term Loan, in accordance with, and on such terms, as are determined by and between the Lenders. Â 12.2Â Â Â Â Indemnification. Borrower, jointly and severally, agrees to indemnify, defend and hold Collateral Agent and the Lenders and their respective members, managers, directors, officers, employees, consultants, agents, attorneys, or any other Person affiliated with or representing Collateral Agent or the Lenders (each, an â€œIndemnified Personâ€) harmless against: (a) all obligations, demands, claims, and liabilities (collectively, â€œClaimsâ€) asserted by any other party in connection with; related to; following; or arising from, out of or under, the transactions contemplated by the Loan Documents; and (b) all losses or expenses incurred, or paid by Indemnified Person in connection with; related to; following; or arising from, out of or under, the transactions contemplated by the Loan Documents between Collateral Agent, and/or the Lenders and Borrower (including reasonable attorneysâ€™ fees and expenses), except for Claims and/or losses directly caused by such Indemnified Personâ€™s gross negligence or willful misconduct. Borrower hereby further, jointly and severally, indemnifies, defends and holds each Indemnified Person harmless from and against any and all liabilities, obligations, losses, damages, penalties, actions, judgments, suits, claims, costs, expenses and disbursements of any kind or nature whatsoever (including the fees and disbursements of counsel for such Indemnified Person) in connection with any investigative, response, remedial, administrative or judicial matter or proceeding, whether or not such Indemnified Person shall be designated a party thereto and including any such proceeding initiated by or on behalf of Borrower, and the reasonable expenses of investigation by engineers, environmental consultants and similar technical personnel and any commission, fee or compensation claimed by any broker (other than any broker retained by Collateral Agent or Lenders) asserting any right to payment for the transactions contemplated hereby which may be imposed on, incurred by or asserted against such Indemnified Person as a result of or in connection with the transactions contemplated hereby and the use or intended use of the proceeds of the loan proceeds except for liabilities, obligations, losses, damages, penalties, actions, judgments, suits, claims, costs, expenses and disbursements directly caused by such Indemnified Personâ€™s gross negligence or willful misconduct. Â Â Â Â 12.3Â Â Â Â Severability of Provisions. Each provision of this Agreement is severable from every other provision in determining the enforceability of any provision. Â 12.4Â Â Â Â Correction of Loan Documents. Collateral Agent may correct patent errors and fill in any blanks in this Agreement and the other Loan Documents consistent with the agreement of the parties. Â 12.5Â Â Â Â Amendments in Writing; Integration. (a) No amendment, modification, termination or waiver of any provision of this Agreement or any other Loan Document, no approval or consent thereunder, and no consent to any departure by Borrower or any of its Subsidiaries therefrom, shall in any event be effective unless the same shall be in writing and signed by Borrower, Collateral Agent and the Required Lenders provided that: Â (i)Â Â Â Â no such amendment, waiver or other modification that would have the effect of increasing or reducing a Lenderâ€™s Term Loan Commitment or Commitment Percentage shall be effective as to such Lender without such Lenderâ€™s written consent; Â (ii)Â Â Â Â no such amendment, waiver or modification that would affect the rights and duties of Collateral Agent shall be effective without Collateral Agentâ€™s written consent or signature; and Â (iii)Â Â Â Â no such amendment, waiver or other modification shall, unless signed by all the Lenders directly affected thereby, (A) reduce the principal of, rate of interest on or any fees with respect to the Term Loan or forgive any principal, interest (other than default interest) or fees (other than late charges) with respect to the Term Loan (B) postpone the date fixed for, or waive, any payment of principal of the Term Loan or of interest on the Term Loan (other than default interest) or any fees provided for hereunder (other than late charges or for any termination of any commitment); (C) change the definition of the term â€œRequired Lendersâ€ or the percentage of Lenders which shall be required for the Lenders to take any action hereunder; (D) release all or substantially all of any material portion of the Collateral, authorize Borrower to sell or otherwise dispose of all or substantially all or any material portion of the Collateral, except, in each case with respect to this clause (D), as otherwise may be expressly permitted under this Agreement or the other Loan Documents (including in connection with any disposition permitted hereunder); (E) amend, waive or otherwise modify this Section 12.5 or the definitions of the terms used in this Section 12.5 insofar as the definitions affect the substance of this Section 12.5; (F) consent to the assignment, delegation or other transfer by Borrower of any of its rights and obligations under any Loan Document or release Borrower of its payment obligations under any Loan Document, except, in each case with respect to this clause (F), pursuant to a merger or consolidation permitted pursuant to this Agreement; (G) amend any of the provisions of Section 9.4 or amend any of the definitions of Pro Rata Share, Term Loan Commitment, Commitment Percentage or that provide for the Lenders to receive their Pro Rata Shares of any fees, payments, setoffs or proceeds of Collateral hereunder; (H) subordinate the Liens granted in favor of Collateral Agent securing the Obligations. It is hereby understood and agreed that all Lenders shall be deemed directly affected by an amendment, waiver or other modification of the type described in the preceding clauses (C), (D), (E), (F), (G) and (H) of the immediately preceding sentence. Â (b)Â Â Â Â Other than as expressly provided for in Section 12.5(a)(i) (iii), Collateral Agent may, if requested by the Required Lenders, from time to time designate covenants in this Agreement less restrictive by notification to a representative of Borrower. Â (c)Â Â Â Â This Agreement and the Loan Documents represent the entire agreement about this subject matter and supersede prior negotiations or agreements with respect to such subject matter. All prior agreements, understandings, representations, warranties, and negotiations between the parties about the subject matter of this Agreement and the Loan Documents merge into this Agreement and the Loan Documents. Â Â Â Â 12.6Â Â Â Â Counterparts; Electronic Signatures. This Agreement may be executed in any number of counterparts and by different parties on separate counterparts, each of which, when executed and delivered, is an original, and all taken together, constitute one Agreement. Any and all electronic signatures, whether by scan, e-mail, PDF, Docusign or similar means, and any electronic delivery of signature pages hereto, shall be treated as originals. Â 12.7Â Â Â Â Survival. All covenants, representations and warranties made in this Agreement continue in full force and effect until this Agreement has terminated pursuant to its terms and all Obligations (other than inchoate indemnity obligations and any other obligations which, by their terms, are to survive the termination of this Agreement) have been satisfied. The obligation of Borrower in Section 12.2 to indemnify each Lender and Collateral Agent, as well as the confidentiality provisions in Section 12.8 below, shall survive until the statute of limitations with respect to such claim or cause of action shall have run. Â 12.8Â Â Â Â Confidentiality. In handling any confidential information of Borrower, the Lenders and Collateral Agent shall exercise the same degree of care that it exercises for their own proprietary information, but disclosure of information may be made: (a) subject to the terms and conditions of this Agreement, to the Lendersâ€™ and Collateral Agentâ€™s Subsidiaries or Affiliates; (b) to prospective transferees (other than those identified in (a) above) or purchasers of any interest in the Term Loan (provided, however, the Lenders and Collateral Agent shall obtain such prospective transfereeâ€™s or purchaserâ€™s agreement to the terms of this provision or to similar confidentiality terms); (c) as required by law, regulation, subpoena, or other order; (d) to Lendersâ€™ or Collateral Agentâ€™s regulators or as otherwise required in connection with an examination or audit; (e) as Collateral Agent reasonably considers appropriate in exercising remedies under the Loan Documents; and (f) to third party service providers of the Lenders and/or Collateral Agent so long as such service providers have executed a confidentiality agreement or have agreed to similar confidentiality terms with the Lenders and Collateral Agent with terms no less restrictive than those contained herein.

Confidential information does not include information that either: (i) is in the public domain or in the Lendersâ€™ and/or Collateral Agentâ€™s possession when disclosed to the Lenders and/or Collateral Agent, or becomes part of the public domain after disclosure to the Lenders and/or Collateral Agent at no fault of the Lenders or the Collateral Agent; or (ii) is disclosed to the Lenders and/or Collateral Agent by a third party, if the Lenders and/or Collateral Agent does not know that the third party is prohibited from disclosing the information. Collateral Agent and the Lenders may use confidential information for any purpose, including, without limitation, for the development of client databases, reporting purposes, and market analysis. The provisions of the immediately preceding sentence shall survive the termination of this Agreement. The agreements provided under this Section 12.8 supersede all prior agreements, understanding, representations, warranties, and negotiations between the parties about the subject matter of this Section 12.8. Â 12.9Â Â Â Â Right of Set Off. Borrower hereby grants to Collateral Agent and to each Lender, a lien, security interest and right of set off as security for all Obligations to Collateral Agent and each Lender hereunder, whether now existing or hereafter arising, upon and against all deposits, credits, collateral and property, now or hereafter in the possession, custody, safekeeping or control of Collateral Agent or the Lenders or any entity under the control of Collateral Agent or the Lenders (including a Collateral Agent affiliate) or in transit to any of them. At any time after the occurrence and during the continuance of an Event of Default, without demand or notice, Collateral Agent or the Lenders may set off the same or any part thereof and apply the same to any liability or obligation of Borrower even though unmatured and regardless of the adequacy of any other collateral securing the Obligations. ANY AND ALL RIGHTS TO REQUIRE COLLATERAL AGENT TO EXERCISE ITS RIGHTS OR REMEDIES WITH RESPECT TO ANY OTHER COLLATERAL WHICH SECURES THE OBLIGATIONS, PRIOR TO EXERCISING ITS RIGHT OF SETOFF WITH RESPECT TO SUCH DEPOSITS, CREDITS OR OTHER PROPERTY OF BORROWER ARE HEREBY KNOWINGLY, VOLUNTARILY AND IRREVOCABLY WAIVED BY BORROWER. Â Â Â Â 12.10Â Â Â Â Borrower Liability. Each Borrower may, acting singly, request credit extensions hereunder. Each Borrower hereby appoints the other as agent for the other for all purposes hereunder, including with respect to requesting credit extensions hereunder. Each Borrower hereunder shall be jointly and severally obligated to repay all credit extensions made hereunder, regardless of which Borrower actually receives said credit extension, as if each Borrower hereunder directly received all credit extensions. Each Borrower waives (a) any suretyship defenses available to it under the Code or any other applicable law, and (b) any right to require Collateral Agent or any Lender to: (i) proceed against any Borrower or any other person; (ii) proceed against or exhaust any security; or (iii) pursue any other remedy. Collateral Agent and/or any Lender may exercise or not exercise any right or remedy it has against any Borrower or any security it holds (including the right to foreclose by judicial or non-judicial sale) without affecting any Borrowerâ€™s liability. Notwithstanding any other provision of this Agreement or other related document, each Borrower irrevocably waives all rights that it may have at law or in equity (including, without limitation, any law subrogating Borrower to the rights of Collateral Agent and the Lenders under this Agreement) to seek contribution, indemnification or any other form of reimbursement from any other Borrower, or any other Person now or hereafter primarily or secondarily liable for any of the Obligations, for any payment made by Borrower with respect to the Obligations in connection with this Agreement or otherwise and all rights that it might have to benefit from, or to participate in, any security for the Obligations as a result of any payment made by Borrower with respect to the Obligations in connection with this Agreement or otherwise. Any agreement providing for indemnification, reimbursement or any other arrangement prohibited under this Section 12.10 shall be null and void. If any payment is made to a Borrower in contravention of this Section 12.10, such Borrower shall hold such payment in trust for Collateral Agent and the Lenders and such payment shall be promptly delivered to Collateral Agent for application to the Obligations, whether matured or unmatured. Â 12.11. Change of Law. If, due to any change in applicable law or regulations, or the interpretation thereof by any court of law or other governing body having jurisdiction subsequent to the date of this Agreement, the performance of any provision of this Agreement, the loans granted pursuant hereto or any transaction contemplated hereby shall become unlawful, impracticable or impossible, the Lender shall have the right, with the consent of the Borrower not to be unreasonably withheld, conditioned or delayed, to amend the terms hereof in good faith so as to comply with the then current laws, rules and/or regulations in the way that, in its reasonable judgment, best and most closely reflects the terms and conditions negotiated herein and intended hereby. Â 13. DEFINITIONS Â As used in this Agreement, the following terms have the following meanings: Â â€œAccountsâ€ shall mean accounts receivable of Parent. Â â€œAffiliateâ€ of any Person is a Person that owns or controls directly or indirectly the Person, any Person that controls or is controlled by or is under common control with the Person, and each of that Personâ€™s senior executive officers, directors, partners if such Person is a partnership and, for any Person that is a limited liability company, that Personâ€™s managers and members. Â â€œBorrowing Baseâ€ shall mean, at any time, an amount equal to 100% of Eligible Accounts. Â â€œBusiness Dayâ€ is any day that is not a Saturday, Sunday or a day on which banks are closed in the Commonwealth of Virginia. Â â€œCodeâ€ is the Uniform Commercial Code, as enacted in the Commonwealth of Virginia. Â â€œCollateralâ€ is any and all properties, rights and assets of Borrower described on Exhibit A. Â â€œDisbursement Instruction Formâ€ is that certain form attached hereto as Exhibit B-2. Â â€œDrawdownâ€ means any principal amount borrowed or to be borrowed (by any means) under the provisions hereof. Â â€œEligible Accountsâ€ shall mean Accounts that are not excluded as ineligible by virtue of one or more of the criteria set forth below. None of the following shall be Eligible Accounts: (A) Accounts (i) with respect to which the scheduled due date is more than 60 days after the original invoice date, (ii) which are unpaid more than (A) 90 days after the date of the original invoice therefor; (B) Accounts which (i) do not arise from the sale of goods or performance of services in the ordinary course of business, (ii) are not evidenced by an invoice or other documentation reasonably satisfactory to the Collateral Agent, (iii) represent a progress billing, or (iv) are contingent upon any Borrowerâ€™s completion of any further performance; (C) Accounts which are owed by an account debtor which (i) does not maintain its chief executive office in the United States or (ii) is not organized under any applicable law of the United States, any State of the United States or the District of Columbia; (D) Accounts which are owed in any currency other than dollars; or (E) Accounts which are owed by any Affiliate, employee, officer, director or stockholder of any Borrower or Guarantor. Â Â Â Â â€œEquipmentâ€ is all â€œequipmentâ€ as defined in the Code with such additions to such term as may hereafter be made, and includes without limitation all machinery, fixtures, goods, vehicles (including motor vehicles and trailers), and any interest in any of the foregoing. Â â€œExisting Indebtednessâ€ is the indebtedness of Borrower listed in the Perfection Certificate. Â â€œIndebtednessâ€ is (a) indebtedness for borrowed money or the deferred price of property or services, such as reimbursement and other obligations for surety bonds and letters of credit, (b) obligations evidenced by notes, bonds, debentures or similar instruments, (c) capital lease obligations, (d) merchant cash advances; and (e) Contingent Obligations in respect of any of the foregoing. Â â€œInsolvency Proceedingâ€ is any proceeding by or against any Person under the United States Bankruptcy Code, or any other bankruptcy or insolvency law, including assignments for the benefit of creditors, compositions or proceedings seeking reorganization, arrangement, or other relief. Â â€œInsolventâ€ means not Solvent. Â â€œIntellectual Propertyâ€ shall mean, all (a) trademarks, trademark rights, trade names, trade name rights, service marks, service mark rights, logos, trade dress, domain names, web sites, and all other indicia of origin or quality, and goodwill associated therewith and arising therefrom; (b) patents and patent rights; and (c) works of authorship and copyrights therein, and all common law rights in all of the foregoing, and registration and applications for all of the foregoing issued by or filed with the US Patent and Trademark Office, any State of the US, the US Copyright Office, or any foreign equivalent thereof, and all of the foregoing (a)-(c) used in, at, or in connection with and/or necessary for the (i) conduct of any Borrowerâ€™s business and/or (ii) use and/or operation of the Collateral. Â â€œInventoryâ€ is all â€œinventoryâ€ as defined in the Code in effect on the date hereof with such additions to such term as may hereafter be made under the Code, and includes without limitation all merchandise, raw materials, parts, supplies, packing and shipping materials, work in process and finished products, including without limitation such inventory as is temporarily out of any Personâ€™s custody or possession or in transit and including any returned goods and any documents of title representing any of the above. Â â€œInvestmentâ€ is any beneficial ownership interest in any Person (including stock, partnership interest or other securities), and any loan, advance or capital contribution to any Person. Â â€œKey Personâ€ is CLAYTON JAMES HAYNES. Â â€œLienâ€ is a mortgage, deed of trust, levy, charge, pledge, security interest, or other encumbrance of any kind, whether voluntarily incurred or arising by operation of law or otherwise against any property. Â â€œLoan Documentsâ€ are, collectively, this Agreement, each Secured Promissory Note, each Disbursement Instruction Form, any subordination agreements, any note, or notes or guaranties executed by Borrower or any other Person, and any other present or future document, certificate, form or agreement entered into by Borrower or any other Person for the benefit of the Lenders and Collateral Agent in connection with this Agreement; all as amended, restated, or otherwise modified or supplemented from time to time. Â â€œMaterial Adverse Changeâ€ is (a) a material adverse change in the business, operations or condition (financial or otherwise) of Parent, or Parent and each Subsidiary, taken as a whole; (b) a material impairment of the prospect of repayment of any portion of the Obligations, or (c) a material adverse effect on the Collateral. Â Â Â Â â€œMaterial Agreementâ€ is any license, agreement or other similar contractual arrangement with a Person or Governmental Authority whereby Borrower or any of its Subsidiaries is reasonably likely to be required to transfer, either in-kind or in cash, prior to the Maturity Date, assets or property valued (book or market) at more than Fifty Thousand Dollars ($50,000.00) in the aggregate or any license, agreement or other similar contractual arrangement conveying rights in or to any material Intellectual Property. Â â€œMaturity Dateâ€ is 28 weeks from the Effective Date. Â â€œMaximum Legal Rateâ€ shall mean the maximum nonusurious interest rate, if any, that at any time or from time to time may be contracted for, taken, reserved, charged or received on the indebtedness evidenced by the Note and as provided for herein or the other Loan Documents, under the laws of such state or states whose laws are held by any court of competent jurisdiction to govern the interest rate provisions of the Term Loan. Â â€œObligationsâ€ are all of Borrowerâ€™s obligations to pay when due any debts, principal, interest, the Prepayment Fee, the Final Fee, and other amounts Borrower owes the Lenders now or later, in connection with, related to, following, or arising from, out of or under, this Agreement or, the other Loan Documents, or otherwise, and including interest accruing after Insolvency Proceedings begin (whether or not allowed) and debts, liabilities, or obligations of Borrower assigned to the Lenders and/or Collateral Agent, and the performance of Borrowerâ€™s duties under the Loan Documents. Â â€œOperating Documentsâ€ are, for any Person, such Personâ€™s formation documents, as certified by the Secretary of State (or equivalent agency) of such Personâ€™s jurisdiction of organization on a date that is no earlier than thirty (30) days prior to the Effective Date, and, (a) if such Person is a corporation, its bylaws in current form,Â (b)Â if such Person is a limited liability company, its limited liability company agreement (or similar agreement), andÂ (c)Â if such Person is a partnership, its partnership agreement (or similar agreement), each of the foregoing with all current amendments or modifications thereto. Â â€œPerfection Certificateâ€ is that certain form attached hereto as Exhibit B-1. Â â€œPermitted Indebtednessâ€ is: (a) Borrowerâ€™s Indebtedness to the Lenders and Collateral Agent under this Agreement and the other Loan Documents; (b) Indebtedness existing on the Effective Date and disclosed on the Perfection Certificate(s); (c) unsecured Indebtedness to trade creditors and Indebtedness in connection with credit cards incurred in the ordinary course of business; (d) up to $3,000,000 in the form of an unsecured loan through one or more third parties introduced by SternAegis based on ongoing discussions; (e) extensions, refinancings, modifications, amendments and restatements of any items of Permitted Indebtedness (a) through (d) above, provided that the principal amount thereof is not increased or the terms thereof are not modified to impose materially more burdensome terms upon Borrower, or its Subsidiary, as the case may be. Â â€œPermitted Investmentsâ€ are: (a) investments (including debt obligations) received in connection with the bankruptcy or reorganization of customers or suppliers and in settlement of delinquent obligations of, and other disputes with, customers or suppliers arising in the ordinary course of business; (b) Investments consisting of notes receivable of, or prepaid royalties and other credit extensions, to customers and suppliers who are not Affiliates, in the ordinary course of business; provided that this paragraph (b) shall not apply to Investments of Borrower in any Subsidiary; and (c) shares of common stock of Infinite Reality, Inc., a Delaware corporation, received pursuant to the equity exchange agreement executed by and between Borrower and Infinite Reality, Inc. on September 30, 2024 and amended and restated on October 29, 2024. Â â€œPermitted Licensesâ€ are licenses of over-the-counter software that is commercially available to the public. Â â€œPermitted Liensâ€ are Liens existing on the Effective Date, including SLR Digital Finance, LLC, and disclosed on the Perfection Certificates or arising under this Agreement and the other Loan Documents; Â â€œPersonâ€ is any individual, sole proprietorship, partnership, limited liability company, joint venture, company, trust, unincorporated organization, association, corporation, institution, public benefit corporation, firm, joint stock company, estate, entity or government agency. Â â€œPropertyâ€ means any interest in any kind of property or asset, whether real, personal or mixed, and whether tangible or intangible. Â Â Â Â â€œPro Rata Shareâ€ is, as of any date of determination, with respect to each Lender, a percentage (expressed as a decimal, rounded to the ninth decimal place) determined by dividing the outstanding principal amount of the Term Loan held by such Lender by the aggregate outstanding principal amount of the Term Loan. Â â€œRelated Personsâ€ means, with respect to any Person, each Affiliate of such Person and each director, officer, employee, agent, trustee, representative, attorney, accountant and each insurance, environmental, legal, financial and other advisor and other consultants and agents of or to such Person or any of its Affiliates. Â â€œRequired Lendersâ€ means (i) for so long as the Lead Lender has not assigned or transferred any of its interests in the Term Loan, Lenders holding one hundred percent (100%) of the aggregate outstanding principal balance of the Term Loan, or (ii) at any time from and after the Lead Lender has assigned or transferred any interest in its Term Loan, Lenders holding at least fifty one percent (51%) of the aggregate outstanding principal balance of the Term Loan. Â â€œResponsible Officerâ€ is any of the President, Chief Executive Officer, or Chief Financial Officer of Borrower or Parent. Â â€œSecured Promissory Noteâ€ is defined in Section 2.5. Â â€œSharesâ€ means one hundred percent (100.0%) of the stock, units or other evidence of equity ownership held by Borrower or its Subsidiaries of any Subsidiary which is organized under the laws of the United States. Â â€œSolventâ€ is, with respect to any Person: the fair salable value of such Personâ€™s consolidated assets (including goodwill minus disposition costs) exceeds the fair value of such Personâ€™s liabilities; such Person is not left with unreasonably small capital after the transactions in this Agreement; and such Person is able to pay its debts (including trade debts) as they mature in the ordinary course (without taking into account any forbearance and extensions related thereto). Â â€œSubordinated Debtâ€ is indebtedness incurred by Borrower or any of its Subsidiaries subordinated to all Indebtedness of Borrower and/or its Subsidiaries to the Lenders (pursuant to a subordination, intercreditor, or other similar agreement in form and substance satisfactory to Collateral Agent and the Lenders entered into between Collateral Agent, Borrower, and/or any of its Subsidiaries, and the other creditor), on terms acceptable to Collateral Agent and the Lenders. Â â€œSubsidiaryâ€ is, with respect to any Person, any Person of which more than fifty percent (50%) of the voting stock or other equity interests (in the case of Persons other than corporations) is owned or controlled, directly or indirectly, by such Person or through one or more intermediaries. Unless otherwise specified, references herein to a Subsidiary means a Subsidiary of Borrower. Â â€œTerm Loanâ€ is defined in Section 2.2(a) hereof. Â â€œTerm Loan Amortization Scheduleâ€ means the amortization schedule set forth in Exhibit B-4 of this Agreement. Â Â [Balance of Page Intentionally Left Blank] Â Â Â Â IN WITNESS WHEREOF, the Parties have caused this Agreement to be duly executed by one of its officers thereunto duly authorized on the date hereof. Â Â Â Â Â Â Â Â Â Â PartiesÂ Name of Signatory andÂ Title Signature BorrowersÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â SUPER LEAGUE ENTERPRISE, INC CLAYTON JAMES HAYNES, CFO /s/ Clayton James Haynes INPVP, LLC CLAYTON JAMES HAYNES, CFO /s/ Clayton James Haynes Â Â Â Â Â Â Â GuarantorsÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â SUPER LEAGUE ENTERPRISE, INC CLAYTON JAMES HAYNES, CFO /s/ Clayton James Haynes INPVP, LLC CLAYTON JAMES HAYNES, CFO /s/ Clayton James Haynes Â Â Â Â Â Â LEAD LENDER: Agile Lending, LLC Â COLLATERAL AGENT: Agile Capital Funding, LLC Â Â Â Â Â Â Â /s/ Aaron Greenblott Â /s/ Aaron Greenblott By: Aaron GreenblottÂ Â By: Aaron GreenblottÂ Its: Member Â Its: Member Â Â Â EXHIBITS TO FOLLOW Â Â Â Â APPENDIX 1 Â BORROWER LIST Â [Exhibit Intentionally Omitted] Â Â Â Â Â Â Â Â EXHIBIT A Â DESCRIPTION OF COLLATERAL Â The Collateral consists of all of Borrowerâ€™s right, title and interest in and to the following property: Â All of Borrowerâ€™s goods, Accounts, Equipment, Inventory, contract rights or rights to payment of money, leases, license agreements, franchise agreements, General Intangibles (including Intellectual Property), commercial tort claims, documents, instruments (including any promissory notes), chattel paper (whether tangible or electronic), cash, deposit accounts and other Collateral Accounts, all certificates of deposit, fixtures, letters of credit rights (whether or not the letter of credit is evidenced by a writing), securities, and all other investment property, supporting obligations, and financial assets, whether now owned or hereafter acquired, wherever located; and Â All of Borrowerâ€™s books and records relating to the foregoing, and any and all claims, rights and interests in any of the above and all substitutions for, additions, attachments, accessories, accessions and improvements to and replacements, products, proceeds and insurance proceeds of any or all of the foregoing. Â Notwithstanding the foregoing, the Collateral does not include (i) any license or contract, in each case if the granting of a Lien in such license or contract is prohibited by or would constitute a default under the agreement governing such license or contract (but (A) only to the extent such prohibition is enforceable under applicable law and (B) other than to the extent that any such term would be rendered ineffective pursuant to Sections 9-406, 9- 408 or 9-409 (or any other Section) of Division 9 of the Code); provided that upon the termination, lapsing or expiration of any such prohibition, such license or contract, as applicable, shall automatically be subject to the security interest granted in favor of Collateral Agent hereunder and become part of the â€œCollateral.â€ Â Â Â Â Â EXHIBIT B-1Â Â PERFECTION CERTIFICATE Â Â [Exhibit Intentionally Omitted] Â Â Â Â Â Â EXHIBITÂ B-2 Â DISBURSEMENT INSTRUCTION FORM Â Â [Exhibit Intentionally Omitted] Â Â Â Â Â Â EXHIBIT B-3 Â DRAWDOWN SCHEDULE Â Â Within 2

Business Days of Closing Date. Â Â Â Â EXHIBIT B-4 Â REPAYMENT AND AMORTIZATION SCHEDULE Â Â Projected Payment Schedule Â Weekly Payment 11/14/2024 $93,821.43 11/21/2024 $93,821.43 11/28/2024 $93,821.43 12/5/2024 $93,821.43 12/12/2024 $93,821.43 12/19/2024 $93,821.43 12/26/2024 $93,821.43 1/2/2025 $93,821.43 1/9/2025 $93,821.43 1/16/2025 $93,821.43 1/23/2025 $93,821.43 1/30/2025 $93,821.43 2/6/2025 $93,821.43 2/13/2025 $93,821.43 2/20/2025 $93,821.43 2/27/2025 $93,821.43 3/6/2025 $93,821.43 3/13/2025 $93,821.43 3/20/2025 $93,821.43 3/27/2025 $93,821.43 4/3/2025 $93,821.43 4/10/2025 $93,821.43 4/17/2025 $93,821.43 4/24/2025 $93,821.43 5/1/2025 $93,821.43 5/8/2025 $93,821.43 5/15/2025 $93,821.43 5/22/2025 $93,821.39 Total $2,627,000.00 Â Â Â Â EXHIBIT B-5 Â Business Loan and Security Agreement Supplement Â Principal Amount of Loan: $1,850,000.00, including the Administrative Agent Fee, available as set forth in the Drawdown Schedule found in Exhibit B-3 of this Agreement.Â Â Total Repayment Amount: The total repayment amount of the Term Loan, including all interest, lender fees, and third-party fees, assuming all payments are made on time is $2,627,000.00. Â Payment Schedule: As set forth in the Repayment and Amortization Schedule found in Exhibit B-4 of the Agreement. Â Payment Multiplier: (The per dollar cost of the loan inclusive of all interest and fees). 1.42 Â Interest Charge: $777,000.00, assuming all payments are made on time. Â Fees payable to Collateral Agent and its designees: Administrative Agent Fee: $92,500.00, payable at closing out of proceeds of the Term Loan Â Â Â Â Â EXHIBIT B-6 Â Â AUTHORIZATION AGREEMENT FOR AUTOMATED CLEARING HOUSE TRANSACTIONS Â [Exhibit Intentionally Omitted] Â Â Â Â EXHIBIT D Â CONFESSED JUDGMENT SECURED PROMISSORY NOTE Â IMPORTANT NOTICE: THIS INSTRUMENT CONTAINS A CONFESSION OF JUDGMENT PROVISION WHICH CONSTITUTES A WAIVER OF IMPORTANT RIGHTS YOU MAY HAVE AS A DEBTOR AND ALLOWS THE CREDITOR TO OBTAIN A JUDGMENT AGAINST YOU WITHOUT ANY FURTHER NOTICE. Â Â CONFESSED JUDGMENT SECURED PROMISSORY NOTE Â $1,850,000.00 Dated: November 8, 2024 Â Â Â Â Â Â Â Â Â Â FOR VALUE RECEIVED, the undersigned SUPER LEAGUE ENTERPRISE, INC., A Domestic Delaware Corporation (â€œParentâ€ or â€œBorrowerâ€) and its subsidiaries, INPVP, LLC, A Domestic Delaware Corporation, individually and collectively, jointly and severally, â€œGuarantorsâ€), HEREBY JOINTLY AND SEVERALLY PROMISE TO PAY to the order of Agile Lending, LLC, or its designees or assigns (â€œLead Lenderâ€) the principal amount of ONE MILLION EIGHT HUNDRED FIFTY THOUSAND DOLLARS ($1,850,000.00) or such lesser amount as shall equal the outstanding principal balance of the Term Loan made to Borrower by Lender, plus interest on the aggregate unpaid principal amount of such Term Loan, at the rates and in accordance with the terms of the Business Loan and Security Agreement dated November 8, 2024, by and among Borrower, Lender, Collateral Agent, and the other Lenders from time to time party thereto (as amended, restated, supplemented or otherwise modified from time to time, the â€œLoan Agreementâ€). If not sooner paid, the entire principal amount and all accrued and unpaid interest hereunder shall be due and payable on the Maturity Date as set forth in the Loan Agreement. Any capitalized term not otherwise defined herein shall have the meaning attributed to such term in the Loan Agreement. Â Principal, interest and all other amounts due with respect to the Term Loan, are payable in lawful money of the United States of America to Lender as set forth in the Loan Agreement and this Confessed Judgment Secured Promissory Note (this â€œNoteâ€). Â The Loan Agreement, among other things, (a) provides for the making of a secured Term Loan by Lender to Borrower, and (b) contains provisions for acceleration of the maturity hereof upon the happening of certain stated events. Â This Note may not be prepaid except as set forth in Section 2.2 (c) and Section 2.2(d) of the Loan Agreement. Â This Note and the obligation of Borrower to repay the unpaid principal amount of the Term Loan, interest on the Term Loan and all other amounts due Lender under the Loan Agreement is secured as provided under the Loan Agreement. Â Presentment for payment, demand, notice of protest and all other demands and notices of any kind in connection with the execution, delivery, performance and enforcement of this Note are hereby waived. Â Borrower shall pay all reasonable fees and expenses, including, without limitation, reasonable attorneysâ€™ fees and costs, incurred by Lender in the enforcement or attempt to enforce any of Borrowerâ€™s obligations hereunder not performed when due. Â This Note shall be governed by, and construed and interpreted in accordance with, the internal laws of the Commonwealth of Virginia. Â Â Â Â The ownership of an interest in this Note shall be registered on a record of ownership maintained by Lender or its agent. Notwithstanding anything else in this Note to the contrary, the right to the principal of, and stated interest on, this Note may be transferred only if the transfer is registered on such record of ownership and the transferee is identified as the owner of an interest in the obligation. Borrower shall be entitled to treat the registered holder of this Note (as recorded on such record of ownership) as the owner in fact thereof for all purposes and shall not be bound to recognize any equitable or other claim to or interest in this Note on the part of any other person or entity. Â BORROWER HEREBY KNOWINGLY, VOLUNTARILY AND INTELLIGENTLY WAIVES ANY AND ALL RIGHTS THAT EACH PARTY TO THIS NOTE MAY NOW OR HEREAFTER HAVE UNDER THE LAWS OF THE UNITED STATES OF AMERICA OR THE COMMONWEALTH OF VIRGINIA, TO A TRIAL BY JURY OF ANY AND ALL ISSUES ARISING DIRECTLY OR INDIRECTLY IN ANY ACTION OR PROCEEDING RELATING TO THIS NOTE, THE LOAN DOCUMENTS OR ANY TRANSACTIONS CONTEMPLATED THEREBY OR RELATED THERETO. IT IS INTENDED THAT THIS WAIVER SHALL APPLY TO ANY AND ALL DEFENSES, RIGHTS, CLAIMS AND/OR COUNTERCLAIMS IN ANY SUCH ACTION OR PROCEEDING. BORROWER EXPRESSLY ACKNOWLEDGES THAT BORROWER IS SUBJECT TO PERSONAL JURISDICTION IN THE COMMONWEALTH OF THE VIRGINIA, THAT BORROWER INTENTIONALLY ENTERED INTO THE TRANSACTIONS THAT ARE THE SUBJECT OF THIS CONFESSED JUDGMENT PROMISSORY NOTE WITH LENDER, WHO IS LOCATED IN THE COMMONWEALTH OF VIRGINIA, AND THAT BORROWER WAIVES ANY AND ALL OBJECTIONS TO THE EXERCISE OF PERSONAL JURISDICTION OVER BORROWER OF THE COMMONWEALTH OF VIRGINIA AND TO VENUE IN THE CIRCUIT COURT FOR ARLINGTON COUNTY, VIRGINIA AND ANY OTHER COURT WITHIN THE COMMONWEALTH OF VIRGINIA. Â BORROWER UNDERSTANDS THAT THIS WAIVER IS A WAIVER OF A CONSTITUTIONAL SAFEGUARD, AND EACH PARTY INDIVIDUALLY BELIEVES THAT THERE ARE SUFFICIENT ALTERNATE PROCEDURAL AND SUBSTANTIVE SAFEGUARDS, INCLUDING, A TRIAL BY AN IMPARTIAL JUDGE, THAT ADEQUATELY OFFSET THE WAIVER CONTAINED HEREIN. Â UPON THE OCCURRENCE OF AN EVENT OF DEFAULT HEREUNDER OR UNDER THE LOAN AGREEMENT, LEAD LENDER MAY CONFESS JUDGMENT AGAINST BORROWER AS PROVIDED HEREIN. UPON THE OCCURRENCE OF ANY EVENT OF DEFAULT HEREUNDER, BORROWER HEREBY AUTHORIZES AND EMPOWERS THE CLERK OF ANY COURT OF RECORD IN THE COMMONWEALTH OF VIRGINIA, INCLUDING BUT NOT LIMITED TO THE CLERK OF THE CIRCUIT COURT FOR THE COUNTY OF ARLINGTON TO ENTER JUDGMENT BY CONFESSION AGAINST BORROWER IN FAVOR OF LEAD LENDER FOR THE FULL AMOUNT DUE AND PAYABLE UNDER THE FINANCING AGREEMENTS AND SECURED BY THE LOAN AGREEMENT, TOGETHER WITH ALL PERMITTED FEES AND INTEREST, AS EVIDENCED BY AN AFFIDAVIT SIGNED BY AN OFFICER OF LEAD LENDER SETTING FORTH THE AMOUNT THEN DUE, TOGETHER WITH REASONABLE ATTORNEYSâ€™ FEES AND COLLECTION COSTS INCURRED BY LEAD LENDER AS PROVIDED IN THIS INSTRUMENT, TO THE EXTENT PERMITTED BY LAW, EXPRESSLY WAIVING SUMMONS AND OTHER PROCESS, AND DOES HEREBY CONSENT TO THE IMMEDIATE EXECUTION OF SUCH JUDGMENT, EXPRESSLY WAIVING THE BENEFIT OF ALL EXEMPTION OR HOMESTEAD LAWS. Â BORROWER HEREBY CONSTITUTES AND APPOINTS JODIE E. BUCHMAN, ESQ., PIERCE C. MURPHY, ESQ., OF SILVERMAN, THOMPSON, SLUTKIN & WHITE, 400 E PRATT ST, SUITE 900, BALTIMORE, MD, 21202, OR A DULY APPOINTED SUBSTITUTE AS THE TRUE AND LAWFUL ATTORNEY-IN-FACT FOR BORROWER AND ALL PERSONS CLAIMING THROUGH OR UNDER BORROWER TO SIGN AN AGREEMENT FOR ENTERING IN ANY COMPETENT COURT AN AMICABLE ACTION IN EJECTMENT FOR POSSESSION OF THE COLLATERAL AND/OR TO APPEAR IN THE CLERKâ€™S OFFICE OF THE CIRCUIT COURT OF ARLINGTON COUNTY,VIRGINIA, OR ANY COURT OF COMPETENT JURISDICTION AND TO CONFESS JUDGMENT AGAINST BORROWER, AND ALL PERSONS CLAIMING UNDER OR THROUGH BORROWER IN FAVOR OF LEAD LENDER, FOR WHICH THIS NOTE, OR A COPY THEREOF VERIFIED BY AFFIDAVIT, SHALL BE SUFFICIENT WARRANT; WHEREUPON A WRIT OF POSSESSION MAY IMMEDIATELY ISSUE FOR POSSESSION OF THE COLLATERAL, WITHOUT ANY PRIOR WRIT OR PROCEEDING WHATSOEVER AND WITHOUT ANY STAY OF EXECUTION. LEAD LENDER MAY BRING AN AMICABLE ACTION IN EJECTMENT AND/OR CONFESS JUDGMENT THEREIN EITHER BEFORE OR AFTER THE INSTITUTION OF PROCEEDINGS TO ENFORCE THIS NOTE AND/OR AFTER ENTRY OF JUDGMENT ON THIS NOTE, OR AFTER A PUBLIC SALE OF THE COLLATERAL IN WHICH LEAD LENDER IS THE SUCCESSFUL BIDDER. Â Â Â Â BORROWER HEREBY RATIFIES AND CONFIRMS ALL THAT SAID ATTORNEY OR ATTORNEYS MAY DO PURSUANT TO THE FOREGOING POWER. PURSUANT TO SECTION 8.01-435 OF THE CODE OF VIRGINIA OF 1950, AS AMENDED, BORROWER IS HEREBY NOTIFIED THAT A SUBSTITUTE ATTORNEY-IN-FACT UNDER THIS PARAGRAPH MAY BE APPOINTED BY THE LEAD LENDER, OBLIGEE, OR PERSON OTHERWISE ENTITLED TO PAYMENT UNDER THIS AGREEMENT BY RECORDING AN INSTRUMENT NAMING SUCH SUBSTITUTE ATTORNEY-IN- FACT IN THE CLERKâ€™S OFFICE WHERE JUDGMENT IS TO BE CONFESSED. Â THE FOREGOING AUTHORIZATION TO PURSUE PROCEEDINGS FOR CONFESSING JUDGMENT AND ANY AND ALL JUDGMENT ENFORCEMENT MEASURES THAT LEAD LENDER OPTS TO PURSUE, INCLUDING BUT NOT LIMITED TO OBTAINING POSSESSION OF THE COLLATERAL, AND IS AN ESSENTIAL PART OF LEAD LENDERâ€™S REMEDIES FOR ENFORCEMENT OF THIS NOTE AND THE LOAN AGREEMENT AND SHALL SURVIVE ANY ENFORCEMENT ACTIONS OR FORECLOSURE SALE BY OR TO LEAD LENDER. Â Â Â [Signature Page to Follow} Â Â Â Â IN WITNESS WHEREOF, Borrower caused this Note to be duly executed under seal by one of its officers thereunto duly authorized on the date hereof. Â BORROWER: Â Â By: CLAYTON JAMES HAYNES Date: November 8, 2024 Â Â Â STATE: COUNTY OF: Â I hereby certify that onÂ Â Â Â Â Â Â Â Â , before me, the undersigned, Notary Public in and for the State of California, at large, personally appeared CLAYTON JAMES HAYNES, individually and as the CFO of SUPER LEAGUE ENTERPRISE, INC., A Domestic Delaware Corporation(â€œParentâ€) and its subsidiaries, INPVP, LLC, A Domestic Delaware Corporation known to me or satisfactorily proven to be the person whose name is subscribed to the foregoing instrument and acknowledged that he executed the foregoing on behalf of himself individually, SUPER LEAGUE ENTERPRISE, INC., A Domestic Delaware Corporation (â€œParentâ€) and its subsidiaries, INPVP, LLC, A Domestic Delaware Corporation for the purposes set forth therein. Â Â Â Â (Seal) Notary PublicÂ Â Â Â My Commission Expires: Registration Number: Â Â Â Â EXHIBIT E Â PREPAYMENT AMENDMENT Â Upon the prepayment of any principal amount, Borrower shall be obligated to pay a Prepayment Fee comprising make-whole premium payment on account of such principal so paid, which Prepayment Fee shall be equal to the aggregate and actual amount of interest (at the contract rate of interest) that would be paid through the Maturity Date Â Â Â Calendar Days After FundingÂ Payoff Amount 30

DaysÂ
$2,312,500.00 45

DaysÂ
$2,405,000.00 60

DaysÂ
$2,497,500.00 Â Â Â Â EX-10.18 7 ex_747061.htm EXHIBIT 10.18 ex_747061.htm Exhibit 10.18 Â CONFESSED JUDGMENT SECURED PROMISSORY NOTE Â IMPORTANT NOTICE: THIS INSTRUMENT CONTAINS A CONFESSION OF JUDGMENT PROVISION WHICH CONSTITUTES A WAIVER OF IMPORTANT RIGHTS YOU MAY HAVE AS A DEBTOR AND ALLOWS THE CREDITOR TO OBTAIN A JUDGMENT AGAINST YOU WITHOUT ANY FURTHER NOTICE. Â Â CONFESSED JUDGMENT SECURED PROMISSORY NOTE Â $1,850,000.00 Dated: November 8, 2024 Â Â FOR VALUE RECEIVED, the undersigned SUPER LEAGUE ENTERPRISE, INC., A Domestic Delaware Corporation (â€œParentâ€ or â€œBorrowerâ€) and its subsidiaries, INPVP, LLC, A Domestic Delaware Corporation, individually and collectively, jointly and severally, â€œGuarantorsâ€), HEREBY JOINTLY AND SEVERALLY PROMISE TO PAY to the order of Agile Lending, LLC, or its designees or assigns (â€œLead Lenderâ€) the principal amount of ONE MILLION EIGHT HUNDRED FIFTY THOUSAND DOLLARS ($1,850,000.00) or such lesser amount as shall equal the outstanding principal balance of the Term Loan made to Borrower by Lender, plus interest on the aggregate unpaid principal amount of such Term Loan, at the rates and in accordance with the terms of the Business Loan and Security Agreement dated November 8, 2024, by and among Borrower, Lender, Collateral Agent, and the other Lenders from time to time party thereto (as amended, restated, supplemented or otherwise modified from time to time, the â€œLoan Agreementâ€). If not sooner paid, the entire principal amount and all accrued and unpaid interest hereunder shall be due and payable on the Maturity Date as set forth in the Loan Agreement. Any capitalized term not otherwise defined herein shall have the meaning attributed to such term in the Loan Agreement. Â Principal, interest and all other amounts due with respect to the Term Loan, are payable in lawful money of the United States of America to Lender as set forth in the Loan Agreement and this Confessed Judgment Secured Promissory Note (this â€œNoteâ€). Â The Loan Agreement, among other things, (a) provides for the making of a secured Term Loan by Lender to Borrower, and (b) contains provisions for acceleration of the maturity hereof upon the happening of certain stated events. Â This Note may not be prepaid except as set forth in Section 2.2 (c) and Section 2.2(d) of the Loan Agreement. Â This Note and the obligation of Borrower to repay the unpaid principal amount of the Term Loan, interest on the Term Loan and all other amounts due Lender under the Loan Agreement is secured as provided under the Loan Agreement. Â Presentment for payment, demand, notice of protest and all other demands and notices of any kind in connection with the execution, delivery, performance and enforcement of this Note are hereby waived. Â Borrower shall pay all reasonable fees and expenses, including, without limitation, reasonable attorneysâ€™ fees and costs, incurred by Lender in the enforcement or attempt to enforce any of Borrowerâ€™s obligations hereunder not performed when due. Â Â Â Â This Note shall be governed by, and construed and interpreted in accordance with, the internal laws of the Commonwealth of Virginia. The ownership of an interest in this Note shall be registered on a record of ownership maintained by Lender or its agent. Notwithstanding anything else in this Note to the contrary, the right to the principal of, and stated interest on, this Note may be transferred only if the transfer is registered on such record of ownership and the transferee is identified as the owner of an interest in the obligation. Borrower shall be entitled to treat the registered holder of this Note (as recorded on such record of ownership) as the owner in fact thereof for all purposes and shall not be bound to recognize any equitable or other claim to or interest in this Note on the part of any other person or entity. 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MURPHY, ESQ., OF SILVERMAN, THOMPSON, SLUTKIN & WHITE, 400 E PRATT ST, SUITE 900, BALTIMORE, MD, 21202, OR A DULY APPOINTED SUBSTITUTE AS THE TRUE AND LAWFUL ATTORNEY-IN-

FACT FOR BORROWER AND ALL PERSONS CLAIMING THROUGH OR UNDER BORROWER TO SIGN AN AGREEMENT FOR ENTERING IN ANY COMPETENT COURT AN AMICABLE ACTION IN EJECTMENT FOR POSSESSION OF THE COLLATERAL AND/OR TO APPEAR IN THE CLERKâ€™S OFFICE OF THE CIRCUIT COURT OF ARLINGTON COUNTY,VIRGINIA, OR ANY COURT OF COMPETENT JURISDICTION AND TO CONFESS JUDGMENT AGAINST BORROWER, AND ALL PERSONS CLAIMING UNDER OR THROUGH BORROWER IN FAVOR OF LEAD LENDER, FOR WHICH THIS NOTE, OR A COPY THEREOF VERIFIED BY AFFIDAVIT, SHALL BE SUFFICIENT WARRANT; WHEREUPON A WRIT OF POSSESSION MAY IMMEDIATELY ISSUE FOR POSSESSION OF THE COLLATERAL, WITHOUT ANY PRIOR WRIT OR PROCEEDING WHATSOEVER AND WITHOUT ANY STAY OF EXECUTION. LEAD LENDER MAY BRING AN AMICABLE ACTION IN EJECTMENT AND/OR CONFESS JUDGMENT THEREIN EITHER BEFORE OR AFTER THE INSTITUTION OF PROCEEDINGS TO ENFORCE THIS NOTE AND/OR AFTER ENTRY OF JUDGMENT ON THIS NOTE, OR AFTER A PUBLIC SALE OF THE COLLATERAL IN WHICH LEAD LENDER IS THE SUCCESSFUL BIDDER. Â BORROWER HEREBY RATIFIES AND CONFIRMS ALL THAT SAID ATTORNEY OR ATTORNEYS MAY DO PURSUANT TO THE FOREGOING POWER. PURSUANT TO SECTION 8.01-435 OF THE CODE OF VIRGINIA OF 1950, AS AMENDED, BORROWER IS HEREBY NOTIFIED THAT A SUBSTITUTE ATTORNEY-IN-FACT UNDER THIS PARAGRAPH MAY BE APPOINTED BY THE LEAD LENDER, OBLIGEE, OR PERSON OTHERWISE ENTITLED TO PAYMENT UNDER THIS AGREEMENT BY RECORDING AN INSTRUMENT NAMING SUCH SUBSTITUTE ATTORNEY-IN- FACT IN THE CLERKâ€™S OFFICE WHERE JUDGMENT IS TO BE CONFESSED. Â THE FOREGOING AUTHORIZATION TO PURSUE PROCEEDINGS FOR CONFESSING JUDGMENT AND ANY AND ALL JUDGMENT ENFORCEMENT MEASURES THAT LEAD LENDER OPTS TO PURSUE, INCLUDING BUT NOT LIMITED TO OBTAINING POSSESSION OF THE COLLATERAL, AND IS AN ESSENTIAL PART OF LEAD LENDERâ€™S REMEDIES FOR ENFORCEMENT OF THIS NOTE AND THE LOAN AGREEMENT AND SHALL SURVIVE ANY ENFORCEMENT ACTIONS OR FORECLOSURE SALE BY OR TO LEAD LENDER. Â Â [Signature Page to Follow} Â Â Â Â IN WITNESS WHEREOF, Borrower caused this Note to be duly executed under seal by one of its officers thereunto duly authorized on the date hereof. Â BORROWER: Â Â /s/ Clayton Haynes By: CLAYTON JAMES HAYNES Date: November 8, 2024 Â Â Â STATE: COUNTY OF: Â I hereby certify that onÂ Â Â Â Â Â Â Â Â , before me, the undersigned, Notary Public in and for the State of California, at large, personally appeared CLAYTON JAMES HAYNES, individually and as the CFO of SUPER LEAGUE ENTERPRISE, INC., A Domestic Delaware Corporation(â€œParentâ€) and its subsidiaries, INPVP, LLC, A Domestic Delaware Corporation known to me or satisfactorily proven to be the person whose name is subscribed to the foregoing instrument and acknowledged that he executed the foregoing on behalf of himself individually, SUPER LEAGUE ENTERPRISE, INC., A Domestic Delaware Corporation (â€œParentâ€) and its subsidiaries, INPVP, LLC, A Domestic Delaware Corporation for the purposes set forth therein. Â Â Â Â Â (Seal) Notary PublicÂ Â Â Â Â Â My Commission Expires: Registration Number: Â Â Â EX-31.1 8 ex_741917.htm EXHIBIT 31.1 ex_741917.htm Â EXHIBIT 31.1 Â CERTIFICATION PURSUANT TO RULE 13A-14 OF THE SECURITIES EXCHANGE ACT OF 1934 AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002 Â I, Ann Hand, Chief Executive Officer of Super League Enterprise, Inc., certify that: Â 1. I have reviewed this Quarterly Report on Form 10-Q of Super League Enterprise, Inc.; 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 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 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 b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; Â Â c. Evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and Â Â d. Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and Â 5. 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 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 Â /s/ Ann Hand Â Date: November 14, 2024 Ann Hand Chief Executive Officer (Principal Executive Officer) Â Â Â Â EX-31.2 9 ex_741918.htm EXHIBIT 31.2 ex_741918.htm Â EXHIBIT 31.2 Â CERTIFICATION PURSUANT TO RULE 13A-14 OF THE SECURITIES EXCHANGE ACT OF 1934 AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002 Â I, Clayton Haynes, Chief Financial Officer of Super League Enterprise, Inc., certify that: Â 1. I have reviewed this Quarterly Report on Form 10-Q of Super League Enterprise, Inc.; 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 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 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 b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; Â Â c. Evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and Â Â d. Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and Â 5. 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 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 Â /s/ Clayton Haynes Â Date: November 14, 2024 Clayton Haynes Chief Financial Officer (Principal Financial and Accounting Officer) Â Â Â EX-32.1 10 ex_741919.htm EXHIBIT 32.1 ex_741919.htm Â EXHIBIT 32.1 Â CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002 Â In connection with the Quarterly Report of Super League Enterprise, Inc. (the â€œCompanyâ€) on Form 10-Q for the period ended September 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the â€œReportâ€), I, Ann Hand,Â Chief Executive Officer of the Company, and Clayton Haynes, Chief Financial Officer of the Company, each certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that: Â (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and Â (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company. Â Date: November 14, 2024 /s/ Ann Hand Â Ann Hand Â Chief Executive Officer (Principal Executive Officer) Â Â Â /s/ Clayton Haynes Â Clayton Haynes Chief Financial Officer (Principal Financial and Accounting Officer) Â Â Â EX-101.SCH 11 slgg-20240930.xsd XBRL TAXONOMY EXTENSION SCHEMA 000 - Document - Document And Entity Information link:calculationLink link:definitionLink link:presentationLink 001 - Statement - Condensed Consolidated Balance Sheets (Current Period Unaudited) link:calculationLink link:definitionLink link:presentationLink 002 - Statement - Condensed Consolidated Balance Sheets (Current Period Unaudited) (Parentheticals) link:calculationLink link:definitionLink link:presentationLink 003 - Statement - Condensed Consolidated Statements of Operations (Unaudited) link:calculationLink link:definitionLink link:presentationLink 004 - Statement - Condensed Consolidated Statements of Stockholders' Equity (Unaudited) link:calculationLink link:definitionLink link:presentationLink 005 - Statement - Condensed Consolidated Statements of Cash Flows (Unaudited) link:calculationLink link:definitionLink link:presentationLink 006 - Disclosure - Note 1 - Description of Business link:calculationLink link:definitionLink link:presentationLink 007 - Disclosure - Note 2 - Summary of Significant Accounting Policies link:calculationLink link:definitionLink link:presentationLink 008 - Disclosure - Note 3 - Intangible Assets link:calculationLink link:definitionLink link:presentationLink 009 - Disclosure - Note 4 - Acquisitions link:calculationLink link:definitionLink link:presentationLink 010 - Disclosure - Note 5 - Debt link:calculationLink link:definitionLink link:presentationLink 011 - Disclosure - Note 6 - Stockholders' Equity and Equity-linked Instruments link:calculationLink link:definitionLink link:presentationLink 012 - Disclosure - Note 7 - Commitments and Contingencies link:calculationLink link:definitionLink link:presentationLink 013 - Disclosure - Note 8 - Subsequent Events link:calculationLink link:definitionLink link:presentationLink 995459 - Disclosure - Significant Accounting Policies (Policies) link:calculationLink link:definitionLink link:presentationLink 995460 - Disclosure - Note 2 - Summary of Significant Accounting Policies (Tables) link:calculationLink link:definitionLink link:presentationLink 995461 - Disclosure - Note 3 - Intangible Assets (Tables) link:calculationLink link:definitionLink link:presentationLink 995462 - Disclosure - Note 4 - Acquisitions (Tables) link:calculationLink link:definitionLink link:presentationLink 995463 - Disclosure - Note 6 - Stockholders' Equity and Equity-linked Instruments (Tables) link:calculationLink link:definitionLink link:presentationLink 995464 - Disclosure - Note 1 - Description of Business (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995465 - Disclosure - Note 2 - Summary of Significant Accounting Policies (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995466 - Disclosure - Note 2 - Summary of Significant Accounting Policies - Disaggregation of Revenue (Details) link:calculationLink link:definitionLink link:presentationLink 995467 - Disclosure - Note 2 - Summary of Significant Accounting Policies - Summary of Contract Liabilities (Details) link:calculationLink link:definitionLink link:presentationLink 995468 - Disclosure - Note 2 - Summary of Significant Accounting Policies - Noncash Stock-based Compensation Expense (Details) link:calculationLink link:definitionLink link:presentationLink 995469 - Disclosure - Note 2 - Summary of Significant Accounting Policies - Schedule of Concentration Risks (Details) link:calculationLink link:definitionLink link:presentationLink 995470 - Disclosure - Note 2 - Summary of Significant Accounting Policies - Schedule of Earnings Per Share (Details) link:calculationLink link:definitionLink link:presentationLink 995471 - Disclosure - Note 3 - Intangible Assets (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995472 - Disclosure - Note 3 - Intangible Assets - Intangible and Other Assets (Details) link:calculationLink link:definitionLink link:presentationLink 995473 - Disclosure - Note 3 - Intangible Assets - Schedule of Intangible Assets Future Amortization Expenses (Details) link:calculationLink link:definitionLink link:presentationLink 995474 - Disclosure - Note 4 - Acquisitions (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995475 - Disclosure - Note 4 - Acquisition - Purchase Price Allocation (Details) link:calculationLink link:definitionLink link:presentationLink 995476 - Disclosure - Note 4 - Acquisitions - Schedule of Assets Acquired and Liabilities Assumed (Details) link:calculationLink link:definitionLink link:presentationLink 995477 - Disclosure - Note 4 - Acquisitions - Schedule of Acquired Intangible Assets (Details) link:calculationLink link:definitionLink link:presentationLink 995478 - Disclosure - Note 4 - Acquisitions - Schedule of Contingent Consideration (Details) link:calculationLink link:definitionLink link:presentationLink 995479 - Disclosure - Note 4 - Acquisitions - Schedule of Pro Forma Information (Details) link:calculationLink link:definitionLink link:presentationLink 995480 - Disclosure - Note 5 - Debt (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995481 - Disclosure - Note 6 - Stockholders' Equity and Equity-linked Instruments (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995482 - Disclosure - Note 6 - Stockholders' Equity and Equity-linked Instruments - Schedule of Preferred Stock (Details) link:calculationLink link:definitionLink link:presentationLink 995483 - Disclosure - Note 6 - Stockholders' Equity and Equity-linked Instruments - Schedule of Warrant Activity (Details) link:calculationLink link:definitionLink link:presentationLink 995484 - Disclosure - Note 7 - Stockholders' Equity and Equity-linked Instruments - Warrant Assumptions (Details) link:calculationLink link:definitionLink link:presentationLink 995485 - Disclosure - Note 6 - Stockholders' Equity and Equity Linked Instruments - Schedule of Dividends (Details) link:calculationLink link:definitionLink link:presentationLink 995486 - Disclosure - Note 7 - Commitments and Contingencies (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995487 - Disclosure - Note 8 - Subsequent Events (Details Textual) link:calculationLink link:definitionLink link:presentationLink EX-101.DEF 12 slgg-20240930_def.xml XBRL TAXONOMY EXTENSION DEFINITION LINKBASE EX-101.LAB 13 slgg-20240930_lab.xml XBRL TAXONOMY EXTENSION LABEL LINKBASE Document And Entity Information Identifiable intangible assets Note To Financial Statement Details Textual Significant Accounting Policies Note 2 - Summary of Significant Accounting Policies Accounts receivable and other assets Note 3 - Intangible Assets Note 4 - Acquisitions Note 6 - Stockholders' Equity and Equity-linked Instruments Note 2 - Summary of Significant Accounting Policies - Disaggregation of Revenue (Details) Note 2 - Summary of Significant Accounting Policies - Summary of Contract Liabilities (Details) Note 2 - Summary of Significant Accounting Policies - Noncash Stock-based Compensation Expense (Details) Warrant liability Represents the amount of warrant liability. Note 2 - Summary of Significant Accounting Policies - Schedule of Concentration Risks (Details) Note 2 - Summary of Significant Accounting Policies - Schedule of Earnings Per Share (Details) us-gaap_BusinessCombinationContingentConsiderationLiabilityCurrent Accrued contingent consideration Note 3 - Intangible Assets - Intangible and Other Assets (Details) us-gaap_LiabilitiesCurrent Total current liabilities Note 3 - Intangible Assets - Schedule of Intangible Assets Future Amortization Expenses (Details) Note 4 - Acquisition - Purchase Price Allocation (Details) Note 4 - Acquisitions - Schedule of Assets Acquired and Liabilities Assumed (Details) Note 4 - Acquisitions - Schedule of Acquired Intangible Assets (Details) Bannerfy Acquisition [Member] Represents information related to Bannerfy acquisition. Note 4 - Acquisitions - Schedule of Contingent Consideration (Details) Fair value of equity consideration issued at closing Note 4 - Acquisitions - Schedule of Pro Forma Information (Details) Fair value of total consideration issued at closing Note 6 - Stockholders' Equity and Equity-linked Instruments - Schedule of Preferred Stock (Details) Note 6 - Stockholders' Equity and Equity-linked Instruments - Schedule of Warrant Activity (Details) Stock Price Tranche 1 [Member] Relating to stock price vesting tranche. us-gaap_FinitelivedIntangibleAssetsAcquired1 Acquired intangible assets Note 7 - Stockholders' Equity and Equity-linked Instruments - Warrant Assumptions (Details) Revenue Tranche 2 [Member] Relating to the second tranche of awards that best on revenue objectives. us-gaap_AcquiredFiniteLivedIntangibleAssetsWeightedAverageUsefulLife Estimated Useful Life (in years) (Year) Note 6 - Stockholders' Equity and Equity Linked Instruments - Schedule of Dividends (Details) Notes To Financial Statements Stock Price Tranche 2 [Member] Relating to the second stock price tranche Fair value of contingent consideration at closing Notes To Financial Statements [Abstract] Proceeds from issuance of common stock, net of issuance costs The cash inflow from the issuance of common stock net of stock issuance costs. Second Earnout Period, Stock Payments [Member] Relating to stock payments on the second earnout period. Second Earnout Period, Cash Payments [Member] Relating to cash payments for the second earnout period. Revenue Tranche 1 [Member] Relating to the first set of revenue objectives for vesting. Vesting Monthly [Member] Relating to awards that vest monthly. Super League closing stock price per share on the Melon Closing Date (in dollars per share) Business Acquisition, Share Price Number of customers Represents the number of major customers accounting for 10% or more of the specified concentration risk benchmark, which includes, but not limited to, sales revenue, accounts receivable, etc. us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeituresWeightedAverageGrantDateFairValue Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeitures, Weighted Average Grant Date Fair Value slgg_MajorCustomers Number of

customers Represents the number of major customer during the period. us-gaap_LitigationSettlementExpense Litigation Settlement, Fee Expense us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeited in Period Accrued contingent consideration Represents the current amount of contingent consideration accrued in the period. Advertising and Sponsorships [Member] Represents information related to advertising and sponsorships. Content Sales [Member] Represents information related to content sales. Super League [Member] Relating to Super League. slgg_IncreaseDecreaseInContingentConsiderationLiability Accrued contingent consideration Represents the increase (decrease in contingent consideration liability. us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period slgg_BusinessCombinationConsiderationTransferredNetOfContingentConsideration Business Combination, Consideration Transferred, Net of Contingent Consideration Represents the amount of consideration transferred in a business combination net of contingent consideration. slgg_PaymentsForContingentConsiderationOperating Contingent consideration Payments for contingent consideration in operating expenses. Number of vendors Represents number of vendors. us-gaap_BusinessAcquisitionsProFormaNetIncomeLoss Net Loss Promissory note - contingent consideration us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsVestedInPeriodFairValue1 Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested in Period, Fair Value Business Acquisition, Pro Forma Information [Table Text Block] us-gaap_BusinessAcquisitionsProFormaRevenue Revenue slgg_BusinessCombinationContingentConsiderationPercentageReductionIfFounderNoLongerEmployee Business Combination, Contingent Consideration, Percentage Reduction if Founder No Longer Employee The percent reduction in contingent consideration if a founder no longer is an employee in a business combination. Series AAA-2 Convertible Preferred Stock [Member] Represents Series AAA-2 Convertible Preferred Stock. Series AAA Convertible Preferred Stock [Member] Represents Series AAA Convertible Preferred Stock. Publishing and Content Studio [Member] Represents publishing and content studio. us-gaap_BusinessCombinationContingentConsiderationLiabilityMeasurementInput Business Combination, Contingent Consideration, Liability, Measurement Input Series AA-4 Convertible Preferred Stock [Member] Represents Series AA-4 Convertible Preferred Stock. Series AA-3 Convertible Preferred Stock [Member] Represents Series AA-3 Convertible Preferred Stock. Secured loan â€“ SLR Facility Series A A Preferred Stock [Member] Series AA preferred Stock Accounts payable and accrued expenses us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsForfeituresInPeriodWeightedAverageExercisePrice Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Forfeitures in Period, Weighted Average Exercise Price Change in fair value(3) Amount of increase (decrease) in the fair value of a contingent consideration liability, including, but not limited to, differences arising upon settlement. Contract liabilities Series AA-2 Convertible Preferred Stock [Member] Represents Series AA-2 Convertible Preferred Stock. Series AA Convertible Preferred Stock [Member] Represents Series AA Convertible Preferred Stock. us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageExercisePrice Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Grants in Period, Weighted Average Exercise Price Exercise of prefunded common stock warrants at $2.60 per share, net of issuance costs Value of shares issued during the period from warrants exercised. Series AA Preferred additional investment rights Amount of increase in additional paid in capital (APIC) resulting from additional investment rights. Second Earnout Period [Member] Relating to the second earnout period. Series AAA-4 Junior Preferred Stock [Member] Relating to Series AAA-4 Junior preferred stock. First Earnout Period [Member] Relating to the first earnout period. Series AAA-3 and AAA-4 Junior Preferred Stock Warrants [Member] Relating to Series AAA-3 and AAA-4 Junior Preferred Stock Warrants. Series AAA-3 Junior Preferred Stock [Member] Relating to Series AA-3 Junior Preferred stock. us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsGranted Share-Based Compensation Arrangement by Share-Based Payment Award, Non-Option Equity Instruments, Granted (in shares) Trademarks [Member] Schedule of Recognized Identified Assets Acquired and Liabilities Assumed [Table Text Block] us-gaap_PolicyTextBlockAbstract Accounting Policies Trademarks and Trade Names [Member] Trade Names [Member] Dividend [Policy Text Block] Disclosure of accounting policy for dividends. Issuance of Superbiz Note in connection with extinguishment of accrued contingent consideration liability Issuance of common stock us-gaap_PaymentsToDevelopSoftware Capitalization of software development costs us-gaap_PaymentsToAcquireIntangibleAssets Acquisition of other intangible assets us-gaap_PaymentsToAcquirePropertyPlantAndEquipment Purchase of property and equipment SUPPLEMENTAL NONCASH OPERATING AND INVESTING ACTIVITIES Registered Direct Offering [Member] Relating to a registered direct offering. Infinite Reality Common Stock [Member] Relating to Infinite Reality Common Stock. SuperBiz Note [Member] Relating to the SuperBiz Note. Deemed dividend on Series AA Preferred Stock â€“ down round feature Deemed Dividend on Preferred Stock Amount of deemed dividend on preferred stock. slgg_BusinessCombinationContingentConsiderationArrangementsSettlementsLiability Issuance of Superbiz Note (as described below) Amount of decrease in the value of a contingent consideration liability arising upon settlement. us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardAwardVestingPeriod1 Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Period Noncompete Agreements [Member] Weighted-average number of common shares outstanding, basic and diluted (in shares) Infinite Reality Term Sheet [Member] Relating to the Infinite Reality Term Sheet. slgg_StockIssuedDuringPeriodSharesEquityExchange Stock Issued During Period, Shares, Equity Exchange Number of shares of stock issued during the period as part of an equity exchange transaction. us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardAwardVestingRightsPercentage Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Rights, Percentage Share-Based Payment Arrangement, Tranche Three [Member] Minehut [Member] Represents Minehut. Series AAA-3 & AAA-4 Junior Subscription Agreements [Member] Relating to Series AAA-2 & AAA-4 Junior Subscription Agreements. us-gaap_InterestPaid Interest Paid, Including Capitalized Interest, Operating and Investing Activities Vesting [Axis] Developed Technology Rights [Member] Preferred Stock Converted to Preferred Stock [Member] Relating to preferred stock converted to preferred stock. Vesting [Domain] Share-Based Payment Arrangement, Tranche One [Member] us-gaap_Assets Total assets Share-Based Payment Arrangement, Tranche Two [Member] Internet Domain Names [Member] Preferred Stock Converted to Common Stock [Member] Relating to preferred stock converted to common stock. Copyrights [Member] Disclosure of Share-Based Compensation Arrangements by Share-Based Payment Award [Table Text Block] Exchange Two [Member] Relating to a second exchange. Technology-Based Intangible Assets [Member] us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedStockOptions Share-Based Payment Arrangement, Nonvested Award, Option, Cost Not yet Recognized, Amount O2024Q31 Dividends [Member] Relating to ordinary Q3 2024 dividends. Certain Claims Arising From an Interpretation of Certain Rights of SPA [Member] Represents certain claims arising from an interpretation of certain rights of SPA. us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedShareBasedAwardsOtherThanOptions Share-Based Payment Arrangement, Nonvested Award, Excluding Option, Cost Not yet Recognized, Amount Exchange One [Member] Relating to the first exchange. Exercise of prefunded common stock warrants at $2.60 per share, net of issuance costs (in shares) Number of shares issued during the period from warrants exercised. us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition1 Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition us-gaap_NetIncomeLossAvailableToCommonStockholdersBasic Net loss attributable to common stockholders O2024Q32 Dividends [Member] Relating to Q3 2024 ordinary dividends. Customer Relationships [Member] slgg_TotalCompensationCostsRecognizedAndNotYetRecognized Total Compensation Costs, Recognized and Not Yet Recognized Amount of total compensation cost both recognized and to be recognized. Amortization of convertible notes discount Amortization of convertible notes discount. Original PSUs [Member] Represents the Original PSUs. slgg_BusinessCombinationRemainingConsiderationTransferBalance Business Combination, Remaining Consideration Transfer Balance Amount of remaining consideration transfer balance under business combination. slgg_DebtInstrumentFinanceFeePercentage Debt Instrument, Finance Fee, Percentage Percentage of finance fee of debt instrument. Anime Battlegrounds X [member] Represents information pertaining to Anime Battlegrounds X. SLR Agreement [Member] Represents SLR agreement. slgg_DebtInstrumentServiceFeeRate Debt Instrument, Service Fee Rate Percentage of servicing fee on debt instrument. slgg_IncreaseDecreaseInPrepaidExpenseAndOtherCurrentAssets Prepaid expense and other current assets Amount of increase (decrease) in prepaid expenses, and current assets classified as other. Executive Grant Modifications [Member] Represents Executive Grant Modifications. Finite-Lived Intangible Assets by Major Class [Axis] Finite-Lived Intangible Assets, Major Class Name [Domain] slgg_DebtInstrumentMultiplicationOfFaceValueOfAccount Debt Instrument, Multiplication of Face Value of Account Percentage of multiplication of face value of accounts for debt instrument. Employee Grant Modifications [Member] Represents Employee Grant Modifications. Contingent Consideration by Type [Axis] Contingent Consideration Type [Domain] us-gaap_ContractWithCustomerAssetNet Contract with Customer, Asset, after Allowance for Credit Loss Equity Interest Type [Axis] Equity Interest Issued or Issuable, Type [Domain] Facility Rate [Member] Represents the facility rate. slgg_DebtInstrumentMinimumUtilization Debt Instrument, Minimum Utilization Represents the minimum utilization amount under the debt instrument. Schedule of Business Acquisitions by Acquisition, Contingent Consideration [Table Text Block] Award Type [Domain] us-gaap_PreferredStockDividendsIncomeStatementImpact Preferred Dividends paid in shares of common stock Superbiz [Member] Represents information pertaining to Superbiz. slgg_StockIssuedDuringPeriodSharesWarrantExchange Stock Issued During Period, Shares, Warrant Exchange (in shares) Number of shares issued during the period for warrant exchange. Net Loss NET LOSS Award Type [Axis] us-gaap_FiniteLivedIntangibleAssetsAccumulatedAmortization Less: accumulated amortization Finite-Lived Intangible Assets, Accumulated Amortization us-gaap_FiniteLivedIntangibleAssetsNet Intangible assets, net Intangible assets, net Intangible Assets, Net (Excluding Goodwill) Capitalized Software Development Costs [Member] Represents capitalized software development costs. Restricted Stock Units (RSUs) [Member] Intangible assets, gross Finite-Lived Intangible Assets, Gross Restricted Stock [Member] Performance Shares [Member] Convertible Debt Securities [Member] Share-Based Payment Arrangement, Option [Member] Antidilutive Securities [Axis] Antidilutive Securities, Name [Domain] Series AA Preferred Additional Investment Rights [Member] Represents series AA preferred additional investment rights. Settled Litigation [Member] us-gaap_PreferredStockConvertibleConversionPrice Preferred Stock, Convertible, Conversion Price Influencers Content Creators [Member] Represents influencers content creators. Litigation Status [Axis] Litigation Status [Domain] Business Combination Disclosure [Text Block] Commitments and Contingencies Disclosure [Text Block] Property and equipment, net Schedule of Business Acquisitions, by Acquisition [Table Text Block] Goodwill Percentage of revenue Represents percentage of revenue. One Vendor [Member] Represents one vendor. Securities Purchase Agreement [Member] Represents Securities Purchase Agreement. Note Holders [Member] Represents note holders. us-gaap_Dividends Preferred stock dividends â€“ common stock (Note 2) Conversion Prices (in dollars per share) Per share conversion price of preferred stock at issuance. slgg_ConversionOfStockSharesIssuable Original (in shares) Represents right to receive shares for conversion of stock. Adjusted Conversion Prices (in dollars per share) Conversion where the price is adjusted moving higher or lower. Three Customers [Member] Represents three customers. CASH FLOWS FROM INVESTING ACTIVITIES Earnings Per Share Developer Relationships [Member] Represents developer relationships. Schedule of Earnings Per Share, Basic, by Common Class, Including Two Class Method [Table Text Block] Measurement Input, Rate of Return [Member] Represents measurement input, rate of return. us-gaap_IncreaseDecreaseInAccountsPayableAndAccruedLiabilities Accounts payable and accrued expense Accrued interest on note payable slgg_IntangibleAssetMeasurementInput Intangible Asset, Measurement Input Value of input used to measure intangible assets. Measurement Input, Royalty Rate [Member] Represents measurement input, royalty rate. us-gaap_IncomeTaxExpenseBenefit Benefit from income taxes Gain on sale of intangible assets Gain on sale of intangible assets Disposal Group, Not Discontinued Operation, Gain (Loss) on Disposal Series AA Additional Investment Right [Member] Relating to Series AA Additional Investment Rights. Conversion of Series A and AA to Series AAA [Member] Relating to the conversion of Series A and AA to Series AAA. slgg_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantedAggregateIntrinsicValue Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Granted, Aggregate Intrinsic Value Intrinsic value of outstanding award under share-based payment arrangement granted during the period. Excludes share and unit options. slgg_PreferredStockConvertibleConversionPriceFloor Preferred Stock, Convertible, Conversion Price Floor Per share conversion price floor of preferred stock. Series AAA Junior Preferred Stock [Member] Relating to Series AAA Junior Preferred Stock. New Placement Agent Warrants [Member] Relating to new placement agent warrants. slgg_DisposalGroupIncludingDiscontinuedOperationConsiderationReceivable Disposal Group, Including Discontinued Operation, Consideration, Receivable Amount of consideration receivable for the disposal of assets and liabilities, including discontinued operation. Series AAA-2 Junior Convertible Preferred Stock [Member] Relating to Series AAA-2 Junior Convertible Preferred Stock. us-gaap_OperatingExpenses Total operating expense Pioneer Capital Anstalt [Member] Relating to Pioneer Capital Anstalt. us-gaap_DebtInstrumentTerm Debt Instrument, Term General and administrative Cash and cash equivalents Cash and Cash Equivalents, at Carrying Value us-gaap_InterestExpenseNonoperating Interest expense us-gaap_DebtInstrumentConvertibleConversionPrice1 Debt Instrument, Convertible, Conversion Price us-gaap_AllocatedShareBasedCompensationExpense Share-Based Payment Arrangement, Expense us-gaap_DebtInstrumentConvertibleThresholdPercentageOfStockPriceTrigger Debt Instrument, Convertible, Threshold Percentage of Stock Price Trigger Amendment Flag dei_CityAreaCode City Area Code us-gaap_DebtInstrumentPeriodicPayment Debt Instrument, Periodic Payment Use of Estimates, Policy [Policy Text Block] New Accounting Pronouncements, Policy [Policy Text Block] Schedule of Warrants, Valuation Assumptions [Table Text Block] Tabular disclosure of the significant assumptions used during the year to estimate the fair value of warrants. Reclassification, Comparability Adjustment [Policy Text Block] us-gaap_SharesOutstanding Balance (in shares) Balance (in shares) us-gaap_IncreaseDecreaseInContractWithCustomerLiability Contract liabilities Common Stock, Shares, Outstanding (in shares) Balance (in shares) Outstanding (in shares) Preferred Stock, Shares Outstanding (in shares) Preferred Stock, Shares Outstanding Current Fiscal Year End Date us-gaap_DebtInstrumentBasisSpreadOnVariableRate1 Debt Instrument, Basis Spread on Variable Rate us-gaap_DebtInstrumentInterestRateStatedPercentage Debt Instrument, Interest Rate, Stated Percentage Document Fiscal Period Focus Document Fiscal Year Focus us-gaap_IncreaseDecreaseInDeferredIncomeTaxes Deferred taxes Consolidation, Policy [Policy Text Block] dei_DocumentPeriodEndDate Document Period End Date dei_EntityFileNumber Entity File Number dei_EntityExTransitionPeriod Entity Ex Transition Period Entity Emerging Growth Company us-gaap_DebtInstrumentFaceAmount Debt Instrument, Face Amount dei_DocumentType Document Type Loss on extinguishment of liability Loss on extinguishment of liability â€“ contingent consideration Gain (Loss) on Extinguishment of Debt Entity Small Business dei_EntityShellCompany Entity Shell Company Document Information [Line Items] Document Information [Table] us-gaap_FairValueMeasurementWithUnobservableInputsReconciliationRecurringBasisLiabilityPeriodIncreaseDecrease Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability, Period Increase (Decrease) Entity Filer Category Debt Instrument [Axis] dei_EntityCurrentReportingStatus Entity Current Reporting Status Debt Instrument, Name [Domain] us-gaap_ImpairmentOfIntangibleAssetsFinitelived Impairment of Intangible Assets, Finite-Lived slgg_ClassOfWarrantOrRightIssuedDuringPeriodPurchasePrice Class of Warrant or Right, Issued During Period, Purchase Price Purchase price per share of warrants or rights issued during period. Variable Rate [Domain] Prime Rate [Member] Deemed dividend on Series AA Preferred Stock us-gaap_AdjustmentsToAdditionalPaidInCapitalWarrantIssued Common stock purchase warrants issued â€“ Series AAA-3 and Series AAA-4 Junior preferred stock Variable Rate [Axis] us-gaap_IncreaseDecreaseInAccountsReceivable Accounts receivable Concentration risk Concentration risk Initial fair value of warrant liability â€“ grant date(Estimated grant date fair value of warrants or rights. Entity Tax Identification Number Entity Central Index Key dei_EntityRegistrantName Entity Registrant Name Product Concentration Risk [Member] Entity [Domain] Customer Concentration Risk [Member] Legal Entity [Axis] dei_EntityAddressAddressLine1 Entity Address, Address Line One Series AAA Junior preferred stock noncash issuance costs â€“ incremental fair value in connection with modifications to certain existing AIRs Supplier Concentration Risk [Member] us-gaap_AmortizationOfIntangibleAssets Amortization of Intangible Assets ecd_NonRule10b51ArrTrmntdFlag Non-Rule 10b5-1 Arrangement Terminated [Flag] dei_EntityAddressCityOrTown Entity Address, City or Town ecd_Rule10b51ArrTrmntdFlag Rule 10b5-1 Arrangement Terminated [Flag] ecd_Rule10b51ArrAdoptedFlag Rule 10b5-1 Arrangement Adopted [Flag] dei_EntityAddressPostalZipCode Entity Address, Postal Zip Code dei_EntityAddressStateOrProvince Entity Address, State or Province Concentration Risk Type [Axis] ecd_NonRule10b51ArrAdoptedFlag Non-Rule 10b5-1 Arrangement Adopted [Flag] Concentration Risk Type [Domain] Material Terms of Trading Arrangement [Text Block] dei_EntityCommonStockSharesOutstanding Entity Common Stock, Shares Outstanding (in shares) us-

gaap_AdvertisingExpense Advertising Expense us-gaap_StockIssuedDuringPeriodValueOther Other Revenue Benchmark [Member] Accounts Receivable [Member] us-gaap_StockDividendsShares Dividend Shares (in shares) Preferred stock dividends paid â€“ common stock Fair Value Shares Issued (1) Trading Symbol Preferred stock dividends paid â€“ common stock (in shares) Common Stock Dividends, Shares Concentration Risk Benchmark [Axis] Concentration Risk Benchmark [Domain] Common stock issued for Acquisition (in shares) Stock Issued During Period, Shares, Acquisitions Nature of Operations [Text Block] Conversion of preferred stock Conversion of preferred stock (in shares) dei_LocalPhoneNumber Local Phone Number Common stock issued for Acquisition Stock Issued During Period, Value, Acquisitions us-gaap_TableTextBlock Notes Tables us-gaap_GainLossOnDispositionOfIntangibleAssets Loss on intangible asset disposal us-gaap_LineOfCreditFacilityMaximumBorrowingCapacity Line of Credit Facility, Maximum Borrowing Capacity Stock-based compensation (in shares) Measurement Input, Competition Probability [Member] Measurement Input competition probability. Stock-based compensation Measurement Input, Attrition Rate [Member] The rate at which employees depart an organization. This can be from voluntarily or involuntarily us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodGross Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Gross us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresInPeriod Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures in Period Warrants, measurement input Warrants and Rights Outstanding, Measurement Input Selling, marketing and advertising us-gaap_WarrantsAndRightsOutstandingTerm Warrants and Rights Outstanding, Term Measurement Input, Revenue Impact [Member] Measurement input revenue impact. Line of Credit Facility, Lender [Domain] Collaborative Arrangement and Arrangement Other than Collaborative [Domain] Shares Purchased/ Issued in Exchange (in shares) Issuance of stock (in shares) Stock Issued During Period, Shares, New Issues Lender Name [Axis] us-gaap_LiabilitiesAndStockholdersEquity Total liabilities and stockholdersâ€™ equity us-gaap_EmbeddedDerivativeFairValueOfEmbeddedDerivativeNet Embedded Derivative, Fair Value of Embedded Derivative, Net Issuance of stock Stock Issued During Period, Value, New Issues Accumulated deficit Retained Earnings (Accumulated Deficit) Engineering, technology and development Share-based Payment Arrangement, Warrants, Activity [Table Text Block] Tabular disclosure of the number and weighted-average grant date fair value for warrants that were outstanding at the beginning and end of the year, and the number of warrants that were granted, vested, or forfeited during the year. Measurement Input, Discount Rate [Member] Measurement Input, Share Price [Member] Debt Disclosure [Text Block] slgg_DebtInstrumentDiscountPercent Debt Instrument, Discount, Percent The percent discount of debt instrument. Measurement Input, Price Volatility [Member] us-gaap_InterestExpenseDebt Interest Expense, Debt Measurement Input, Risk Free Interest Rate [Member] us-gaap_DisclosureTextBlockAbstract Notes to Financial Statements Subsequent Event [Member] Measurement Input, Expected Dividend Rate [Member] Measurement Input, Expected Term [Member] Subsequent Event Type [Axis] Subsequent Event Type [Domain] us-gaap_InterestExpenseShortTermBorrowings Interest Expense, Short-Term Borrowings Measurement Input, Conversion Price [Member] Subsequent Events [Text Block] slgg_DebtInstrumentCovenantMaximumUnsecuredLoans Debt Instrument, Covenant, Maximum Unsecured Loans In reference to the maximum unsecured loans that can be taken under the agreement. Measurement Input Type [Axis] 2024 Remaining Measurement Input Type [Domain] Agile Loan Agreement [Member] In reference to the Agile Loan Agreement. Fair Value Measurement, Policy [Policy Text Block] 2026 2027 2028 Schedule of Finite-Lived Intangible Assets, Future Amortization Expense [Table Text Block] Segment Reporting, Policy [Policy Text Block] 2025 Schedule of Acquired Finite-Lived Intangible Assets by Major Class [Table Text Block] Change in fair value of warrant liability Change in fair value Change in fair value of warrant liability Other receivable â€“ noncurrent us-gaap_ShareBasedCompensation Stock-based compensation Weighted Average Amortization Period (Year) Finite-Lived Intangible Asset, Useful Life slgg_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesContingentToBeIssued Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Contingent to be Issued (in shares) Number of shares contingent for issuance under share-based payment arrangement. Business Combinations Policy [Policy Text Block] Earnings Per Share, Policy [Policy Text Block] Operating Expenses us-gaap_FiniteLivedIntangibleAssetsPeriodIncreaseDecrease Finite-Lived Intangible Assets, Period Increase (Decrease) us-gaap_AmortizationOfDebtDiscountPremium Amortization of Debt Discount (Premium) Income Tax, Policy [Policy Text Block] slgg_ShareBasedCompensationArrangementByShareBasedPaymentAwardSharesContingentToBeIssuedExercisablePrice Share-Based Compensation Arrangement by Share-Based Payment Award, Shares Contingent to be Issued, Exercisable Price (in dollars per share) Exercisable price per share for shares contingent to be issued under share-based compensation. slgg_ShareBasedCompensationArrangementByShareBasedPaymentAwardAwardVestingRightsPercentageOfEBITDAForNextYear Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Rights, Percentage of EBITDA for Next Year Percentage of EBITDA for next year required for vesting rights under share-based compensation. Schedule of Finite-Lived Intangible Assets [Table Text Block] Research, Development, and Computer Software, Policy [Policy Text Block] us-gaap_StockholdersEquityNoteStockSplitConversionRatio1 Stockholders' Equity Note, Stock Split, Conversion Ratio us-gaap_ConversionOfStockSharesIssued1 Conversions / Exchanges (in shares) Converted to Common stock (in shares) Depreciation and amortization Intangible Assets Disclosure [Text Block] us-gaap_ConversionOfStockSharesConverted1 Conversion of preferred stock to common stock (in shares) Conversion of Stock, Shares Converted us-gaap_SharesIssuedPricePerShare Shares Issued, Price Per Share Stock Conversion Description [Axis] Conversion of Stock, Name [Domain] us-gaap_AssetsCurrent Total current assets Equity [Text Block] Two Customers [Member] Information related to two customers. Change in fair value of contingent consideration Compensation Related Costs, Policy [Policy Text Block] Advertising Cost [Policy Text Block] Common stock, par value $0.001 per share; 400,000,000 shares authorized; 11,714,087 and 4,774,116 shares issued and outstanding as of September 30, 2024 and December 31, 2023, respectively. Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract] us-gaap_CommonStockSharesAuthorized Common Stock, Shares Authorized (in shares) Common Stock, Shares, Issued (in shares) us-gaap_CommonStockParOrStatedValuePerShare Common Stock, Par or Stated Value Per Share (in dollars per share) Stockholders' Equity, Policy [Policy Text Block] Revenue from Contract with Customer [Policy Text Block] us-gaap_DeferredCostsCurrent Deferred Costs, Current Statistical Measurement [Domain] Share-Based Payment Arrangement, Tranche Five [Member] Share-Based Payment Arrangement, Tranche Five. Maximum [Member] Minimum [Member] Commitments and Contingencies, Policy [Policy Text Block] slgg_SharebasedCompensationArrangementBySharebasedPaymentAwardAwardVestingNumberOfSharesRequiredVested Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting, Number of Shares Required Vested (in shares) Number of shares to vest for each increment under the share-based compensation vesting plan. Product and Service [Axis] Product and Service [Domain] slgg_SharebasedCompensationArrangementBySharebasedPaymentAwardAwardVestingRequirementStockPrice Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Requirement, Stock Price (in dollars per share) Stock price needed to vest share-based compensation. Statistical Measurement [Axis] Share-Based Payment Arrangement, Tranche Four [Member] Share-Based Payment Arrangement, Tranche Four. Deferred Charges, Policy [Policy Text Block] Litigation Case [Axis] Litigation Case [Domain] Preferred stock, par value $0.001 per share; 10,000,000 shares authorized; 20,592 and 23,656 shares issued and outstanding as of September 30, 2024 and December 31, 2023, respectively. Debt, Policy [Policy Text Block] us-gaap_NumberOfReportingUnits Number of Reporting Units Thereafter Amount of amortization for asset, excluding financial asset and goodwill, lacking physical substance with finite life expected to be recognized after fourth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). Preferred Stock, Shares Issued (in shares) Intangible Assets, Finite-Lived, Policy [Policy Text Block] slgg_CommonStockMaximumSharesSold Common Stock, Maximum Shares Sold Maximum number of shares sold. Impairment or Disposal of Long-Lived Assets, Policy [Policy Text Block] us-gaap_PreferredStockSharesAuthorized Preferred Stock, Shares Authorized (in shares) Goodwill and Intangible Assets, Goodwill, Policy [Policy Text Block] us-gaap_PreferredStockParOrStatedValuePerShare Preferred Stock, Par or Stated Value Per Share (in dollars per share) REVENUE Customer [Axis] Customer [Domain] Going Concern [Policy Text Block] The disclosure for the accounting policy related to the going concern of the company. Net Cash Provided by (Used in) Operating Activities [Abstract] us-gaap_WarrantsAndRightsOutstanding Beginning balance Beginning balance Statement [Line Items] us-gaap_AllowanceForDoubtfulAccountsReceivableCurrent Accounts Receivable, Allowance for Credit Loss, Current Accounts receivable us-gaap_NumberOfReportableSegments Number of Reportable Segments Additional paid-in capital slgg_TotalCapitalSharesAuthorized Total Capital, Shares Authorized The number of shares authorized for total capital. Other Reverse Stock Split [Member] Represents Reverse Stock Split. us-gaap_NonoperatingIncomeExpense Total other income (expense) us-gaap_SaleOfStockPricePerShare Sale of Stock, Price Per Share us-gaap_RoyaltyIncomeNonoperating Royalty Income, Nonoperating Stock Warrants [Member] Represents stock warrants. us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsIncludingDisposalGroupAndDiscontinuedOperations Cash and Cash Equivalents - beginning of period Cash and Cash Equivalents - end of period us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect (DECREASE) INCREASE IN CASH us-gaap_Liabilities Total liabilities us-gaap_NetCashProvidedByUsedInFinancingActivities Net cash provided by financing activities Commitments and Contingencies Sale of Stock [Axis] Sale of Stock [Domain] Transfers and Servicing of Financial Assets, Transfers of Financial Assets, Policy [Policy Text Block] us-gaap_OperatingIncomeLoss NET OPERATING LOSS Nonoperating Income (Expense) us-gaap_NetCashProvidedByUsedInOperatingActivities Net cash used in operating activities Net Cash Provided by (Used in) Operating Activities Revenue recognized related to contract liabilities as of the beginning of the respective period Prepaid expense and other current assets us-gaap_NetCashProvidedByUsedInInvestingActivities Net cash used in investing activities COST OF REVENUE us-gaap_GrossProfit GROSS PROFIT Counterparty Name [Axis] Counterparty Name [Domain] Direct to Consumer [Member] Represents direct to consumer. Derivatives, Policy [Policy Text Block] us-gaap_ContractWithCustomerLiability Contract with Customer, Liability us-gaap_InterestPayableCurrentAndNoncurrent Interest Payable us-gaap_PaymentForContingentConsiderationLiabilityFinancingActivities Contingent consideration payments â€“ Melon Acquisition Payment for Contingent Consideration Liability, Financing Activities us-gaap_PaymentsOfStockIssuanceCosts Fees Concentration Risk, Credit Risk, Policy [Policy Text Block] Series A-2 Preferred Stock [Member] Represents Series A-2 Preferred Stock. Common Stock Potentially Issuable in Connection With The Exercise of Outstanding Additional Investment Rights [Member] The Common stock potentially issuable in connection with the exercise of outstanding additional investment rights Series A-3 Preferred Stock [Member] Represents Series A-3 Preferred Stock. Series A-4 Preferred Stock [Member] Represents Series A-4 Preferred Stock. Superbiz Acquisition [Member] Represents Superbiz Acquisition. Series A-5 Preferred Stock [Member] Represents series A-5 preferred stock. Series A Preferred Offerings [Member] Represents Series A, A-2, A-3, A-4 Preferred Stock. All Revenues [Member] Represents all the revenues. Subscription Agreements [Member] Represents Subscription Agreements. us-gaap_ProceedsFromIssuanceOrSaleOfEquity Proceeds from Issuance or Sale of Equity Scenario [Domain] Common Stock Underlying All Outstanding Stock Option, Restricted Stock Units and Warrants [Member] Represents common stock underlying all outstanding stock options, restricted stock units and warrants. Cost of Goods and Service [Policy Text Block] Forecast [Member] Retained Earnings [Member] us-gaap_ProceedsFromIssuanceOfCommonStock Proceeds from Issuance of Common Stock Scenario [Axis] us-gaap_ProceedsFromIssuanceOfPreferredStockAndPreferenceStock Gross Proceeds Additional Paid-in Capital [Member] Common Stock [Member] Preferred Stock [Member] Equity Components [Axis] Equity Component [Domain] Schedule of Stock by Class [Table Text Block] Prepaid Expenses and Other Current Assets [Member] Other Noncurrent Assets [Member] us-gaap_ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1 Class of Warrant or Right, Exchanged During Period, Exercise Price (in dollars per share) Class of Warrant or Right [Axis] Class of Warrant or Right [Domain] us-gaap_ClassOfWarrantOrRightNumberOfSecuritiesCalledByEachWarrantOrRight Class of Warrant or Right, Number of Securities Called by Each Warrant or Right Placement Agent Warrants (in shares) us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest Loss before benefit from income taxes us-gaap_ConvertibleNotesPayable Convertible Notes Payable us-gaap_ClassOfWarrantOrRightNumberOfSecuritiesCalledByWarrantsOrRights Class of Warrant or Right, Exchanged During Period (in shares) us-gaap_PaymentsOfLoanCosts Payments of Loan Costs Timing of Transfer of Good or Service [Domain] Transferred at Point in Time [Member] Transferred over Time [Member] Disaggregation of Revenue [Table Text Block] Timing of Transfer of Good or Service [Axis] Accounts Receivable [Policy Text Block] us-gaap_RepaymentsOfConvertibleDebt Payments on convertible notes Statement of Financial Position Location, Balance [Axis] Statement of Financial Position Location, Balance [Domain] us-gaap_DebtInstrumentUnamortizedDiscount Debt Instrument, Unamortized Discount dei_DocumentQuarterlyReport Document Quarterly Report Entity Incorporation, State or Country Code General and Administrative Expense [Member] us-gaap_DebtInstrumentCarryingAmount Long-Term Debt, Gross Accounting Policies [Abstract] Significant Accounting Policies [Text Block] dei_DocumentTransitionReport Document Transition Report Basis of Accounting, Policy [Policy Text Block] Schedules of Concentration of Risk, by Risk Factor [Table Text Block] dei_EntityInteractiveDataCurrent Entity Interactive Data Current Selling and Marketing Expense [Member] us-gaap_RepaymentsOfSecuredDebt Payments on accounts receivable facility Security Exchange Name Title of 12(b) Security Cost of Sales [Member] Research and Development Expense [Member] slgg_PreferredStockStatedValue Preferred Stock, Stated Value Stated value per share of preferred stock nonredeemable or redeemable solely at the option of the issuer. CASH FLOWS FROM FINANCING ACTIVITIES Statement of Income Location, Balance [Axis] Proceeds from issuance of preferred stock, net of issuance costs (Note 6) Net Proceeds The cash inflow from the issuance of preferred stock net of stock issuance costs. Statement of Income Location, Balance [Domain] Nonmonetary Transaction Type [Domain] Collaborative Arrangement and Arrangement Other than Collaborative [Axis] slgg_PreferredStockDividendsPercentageOfCommonShares Preferred Stock Dividends, Percentage of Common Shares Represents amount of preferred stock dividends payable in the form of number of shares of common stock as a percentage of total shares. Nonmonetary Transaction Type [Axis] Warrants Issued With Placement Agent Agreement [Member] Represents warrants issued with placement agent agreement. Placement Agent Warrants With Series A Preferred Stock [Member] Represents placement agent warrants with series A preferred stock. slgg_ClassOfWarrantsAndRightsNumberOfSecuritiesCalledByWarrantsOrRightsPercentageOfTotalCommonStockIssuableUponConversionOfPreferredShares Class of Warrants and Rights, Number of Securities Called by Warrants or Rights, Percentage of Total Common Stock Issuable Upon Conversion of Preferred Shares Number of securities into which the class of warrant or right may be converted as a percentage of total shares of common stock issuable upon conversion of preferred stock. Melon Acquisition [Member] The purchase agreement of Super League Gaming of the acquisition of Melon. Placement Agent Warrants With Series A-2 Preferred Stock [Member] Represents placement agent warrants with series A-2 preferred stock. Series AA-5 Convertible Preferred Stock [Member] Series AA-5 Convertible Preferred Stock. us-gaap_SharePrice Share Price (in dollars per share) us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount (in shares) Scenario, Plan [Member] Statement [Table] Statement of Financial Position [Abstract] Two Vendors [Member] Represents two vendors. Accounts Payable [Member] Basic and diluted net loss per common share (in dollars per share) Business Acquisition [Axis] Business Acquisition, Acquiree [Domain] Contract with Customer, Contract Asset, Contract Liability, and Receivable [Table Text Block] Statement of Cash Flows [Abstract] Statement of Stockholders' Equity [Abstract] us-gaap_BusinessCombinationContingentConsiderationArrangementsRangeOfOutcomesValueHigh Business Combination, Contingent Consideration Arrangements, Range of Outcomes, Value, High us-gaap_DisposalGroupIncludingDiscontinuedOperationConsideration Disposal Group, Including Discontinued Operation, Consideration Income Statement [Abstract] Disposal Group Name [Axis] Disposal Group Name [Domain] us-gaap_BusinessCombinationContingentConsiderationLiability Business Combination, Contingent Consideration, Liability Beginning balance Accrued contingent consideration(1) us-gaap_BusinessAcquisitionCostOfAcquiredEntityTransactionCosts Business Acquisition, Transaction Costs us-gaap_RepaymentsOfDebt Repayments of Debt Equity consideration at closing â€“ shares of common stock (in shares) Business Acquisition, Equity Interest Issued or Issuable, Number of Shares Accrued contingent consideration â€“ noncurrent Issuance of common stock in settlement of legal matter Value of stock issued in lieu of cash for legal settlement contributed to the entity. Issuance of common stock in settlement of legal matter (in shares) Number of shares issued in lieu of cash for legal settlement contributed to the entity Dividends Declared [Table Text Block] slgg_GainLossOnLegalSettlement Fair value of noncash legal settlement and other noncash charges Represents the amount of gain (loss) on legal settlement. Dividends [Axis] Dividends [Domain] Series A Preferred Stock [Member] us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedNet Identifiable net assets acquired us-gaap_ProceedsFromDivestitureOfBusinesses Proceeds from Divestiture of Businesses us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredGoodwillAndLiabilitiesAssumedNet Total purchase price Total stockholdersâ€™ equity Total stockholdersâ€™ equity Balance Balance us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedLiabilities Liabilities assumed us-gaap_PaymentsToAcquireBusinessesNetOfCashAcquired Cash paid in connection with Melon Acquisition Class of Stock [Axis] Supplier [Axis] Class of Stock [Domain] Supplier [Domain] Cash consideration at closing Payments to Acquire Businesses,

Gross EX-101.PRE 14 slgg-20240930_pre.xml XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE EX-101.CAL 15 slgg-20240930_cal.xml XBRL TAXONOMY EXTENSION CALCULATION LINKBASE XML 17 R1.htm IDEA: XBRL DOCUMENT v3.24.3 Document And Entity Information - shares 9 Months Ended Sep. 30, 2024 Nov. 11, 2024 Document Information [Line Items] Â Â Document Type 10-Q Â Document Quarterly Report true Â Document Period End Date Sep. 30, 2024 Â Document Transition Report false Â Entity File Number 001-38819 Â Entity Registrant Name SUPER LEAGUE ENTERPRISE, INC. Â Entity Incorporation, State or Country Code DE Â Entity Tax Identification Number 47-1990734 Â Entity Address, Address Line One 2856 Colorado Ave., Â Entity Address, City or Town Santa Monica Â Entity Address, State or Province CA Â Entity Address, Postal Zip Code 90404 Â City Area Code 213 Â Local Phone Number 421-1920 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 true Â Entity Ex Transition Period false Â Entity Shell Company false Â Title of 12(b) Security Common Stock, par value $0.001 per share Â Trading Symbol SLE Â Security Exchange Name NASDAQ Â Entity Common Stock, Shares Outstanding (in shares) Â 12,952,601 Entity Central Index Key 0001621672 Â Current Fiscal Year End Date --12-31 Â Document Fiscal Year Focus 2024 Â Document Fiscal Period Focus Q3 Â Amendment Flag false 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 - 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 - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: dei_DocumentInformationLineItems Namespace Prefix: dei_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - 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 - DefinitionIndicate if an emerging growth company has elected not to use the extended transition period for complying with any new or revised financial accounting standards. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Securities Act -Number 7A -Section B -Subsection 2 + Details Name: dei_EntityExTransitionPeriod 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 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 18 R2.htm IDEA: XBRL DOCUMENT v3.24.3 Condensed Consolidated Balance Sheets (Current Period Unaudited) - USD ($) Sep. 30, 2024 Dec. 31, 2023 Cash and cash equivalents $ 289,000 $ 7,609,000 Accounts receivable 4,515,000 8,287,000 Prepaid expense and other current assets 782,000 862,000 Total current assets 5,586,000 16,758,000 Property and equipment, net 37,000 70,000 Intangible assets, net 4,698,000 6,636,000 Goodwill 1,864,000 1,864,000 Other receivable â€“ noncurrent 395,000 0 Total assets 12,580,000 25,328,000 Accounts payable and accrued expenses 5,927,000 10,420,000 Accrued contingent consideration 268,000 1,812,000 Promissory note - contingent consideration 1,765,000 0 Contract liabilities 154,000 339,000 Secured loan â€“ SLR Facility 0 800,000 Total current liabilities 8,114,000 13,371,000 Accrued contingent consideration â€“ noncurrent 0 396,000 Warrant liability 947,000 1,571,000 Total liabilities 9,061,000 15,338,000 Commitments and Contingencies Â Preferred stock, par value $0.001 per share; 10,000,000 shares authorized; 20,592 and 23,656 shares issued and outstanding as of September 30, 2024 and December 31, 2023, respectively. 0 0 Common stock, par value $0.001 per share; 400,000,000 shares authorized; 11,714,087 and 4,774,116 shares issued and outstanding as of September 30, 2024 and December 31, 2023, respectively. 89,000 81,000 Additional paid-in capital 267,081,000 258,923,000 Accumulated deficit (263,651,000) (249,014,000) Total stockholdersâ€™ equity 3,519,000 9,990,000 Total liabilities and stockholdersâ€™ equity $ 12,580,000 $ 25,328,000 X - DefinitionRepresents the amount of warrant liability. + ReferencesNo definition available. + Details Name: slgg_WarrantLiability Namespace Prefix: slgg_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionSum of the carrying values as of the balance sheet date of obligations incurred through that date and due within one year (or the operating cycle, if longer), including liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received, taxes, interest, rent and utilities, accrued salaries and bonuses, payroll taxes and fringe benefits. + 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_AccountsPayableAndAccruedLiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after allowance for credit loss, of right to consideration from customer for product sold and service rendered in normal course of business, classified as current. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481990/310-10-45-2 + Details Name: us-gaap_AccountsReceivableNetCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of excess of issue price over par or stated value of stock and from other transaction involving stock or stockholder. Includes, but is not limited to, additional paid-in capital (APIC) for common and preferred stock. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_AdditionalPaidInCapital Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of asset recognized for present right to economic benefit. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 12: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 13: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(12)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section

S99 -Paragraph 1 -Subparagraph (SX 210.5-02(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 18: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 19: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 30: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(11)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_Assets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of asset recognized for present right to economic benefit, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 10: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7 + Details Name: us-gaap_AssetsCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of liability recognized arising from contingent consideration in a business combination, expected to be settled within one year or the normal operating cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 805 -SubTopic 30 -Name Accounting Standards Codification -Section 35 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479613/805-30-35-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 30 -Section 25 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479668/805-30-25-6 + Details Name: us-gaap_BusinessCombinationContingentConsiderationLiabilityCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of liability recognized arising from contingent consideration in a business combination, expected to be settled beyond one year or the normal operating cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 805 -SubTopic 30 -Name Accounting Standards Codification -Section 35 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479613/805-30-35-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 30 -Section 25 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479668/805-30-25-6 + Details Name: us-gaap_BusinessCombinationContingentConsiderationLiabilityNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashAndCashEquivalentsAtCarryingValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionRepresents the caption on the face of the balance sheet to indicate that the entity has entered into (1) purchase or supply arrangements that will require expending a portion of its resources to meet the terms thereof, and (2) is exposed to potential losses or, less frequently, gains, arising from (a) possible claims against a company's resources due to future performance under contract terms, and (b) possible losses or likely gains from uncertainties that will ultimately be resolved when one or more future events that are deemed likely to occur do occur or fail to occur. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1 + Details Name: us-gaap_CommitmentsAndContingencies Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAggregate par or stated value of issued nonredeemable common stock (or common stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable common shares, par value and other disclosure concepts are in another section within stockholders' equity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_CommonStockValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of obligation to transfer good or service to customer for which consideration has been received or is receivable, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-8Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-2 + Details Name: us-gaap_ContractWithCustomerLiabilityCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after accumulated impairment loss, of asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482598/350-20-45-1Reference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(10)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_Goodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionSum of the carrying amounts of all intangible assets, excluding goodwill, as of the balance sheet date, net of accumulated amortization and impairment charges. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482686/350-30-45-1 + Details Name: us-gaap_IntangibleAssetsNetExcludingGoodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of liability recognized for present obligation requiring transfer or otherwise providing economic benefit to others. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -

SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(26)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(21)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 15: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(14)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 18: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 28: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 29: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30 + Details Name: us-gaap_Liabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of liabilities and equity items, including the portion of equity attributable to noncontrolling interests, if any. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(32)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LiabilitiesAndStockholdersEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionTotal obligations incurred as part of normal operations that are expected to be paid during the following twelve months or within one business cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(21)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-5Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 21: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7 + Details Name: us-gaap_LiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - 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 - 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 - DefinitionCarrying value as of the balance sheet date of the portion of long-term, collateralized debt obligations due within one year or the operating cycle, if longer. Such obligations include mortgage loans, chattel loans, and any other borrowings secured by assets of the borrower. + 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)) -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(13)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_SecuredDebtCurrent 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 XML 19 R3.htm IDEA: XBRL DOCUMENT v3.24.3 Condensed Consolidated Balance Sheets (Current Period Unaudited) (Parentheticals) - $ / shares Sep. 30, 2024 Dec. 31, 2023 Preferred Stock, Par or Stated Value Per Share (in dollars per share) $ 0.001 $ 0.001 Preferred Stock, Shares Authorized (in shares) 10,000,000 10,000,000 Preferred Stock, Shares Issued (in shares) 20,592 23,656 Preferred Stock, Shares Outstanding (in shares) 20,592 23,656 Common Stock, Par or Stated Value Per Share (in dollars per share) $ 0.001 $ 0.001 Common Stock, Shares Authorized (in shares) 400,000,000 400,000,000 Common Stock, Shares, Issued (in shares) 11,714,087 4,774,116 Common Stock, Shares, Outstanding (in shares) 11,714,087 4,774,116 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 XML 20 R4.htm IDEA: XBRL DOCUMENT v3.24.3 Condensed Consolidated Statements of Operations (Unaudited) - USD ($) 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 REVENUE $ 4,431,000 $ 7,195,000 $ 12,756,000 $ 15,569,000 COST OF REVENUE 2,706,000 4,655,000 7,653,000 9,512,000 GROSS PROFIT 1,725,000 2,540,000 5,103,000 6,057,000 Operating Expenses Â Â Â Â Selling, marketing and advertising 2,397,000 3,161,000 7,306,000 8,767,000 Engineering, technology and development 914,000 2,066,000 3,405,000 7,268,000 General and administrative 1,935,000 2,271,000 6,558,000 7,094,000 Contingent consideration (68,000) (462,000) (15,000) 546,000 Loss on intangible asset disposal 0 0 0 2,284,000 Total operating expense 5,178,000 7,036,000 17,254,000 25,959,000 NET OPERATING LOSS (3,453,000) (4,496,000) (12,151,000) (19,902,000) Nonoperating Income (Expense) Â Â Â Â Gain on sale of intangible assets 0 0 144,000 0 Change in fair value of warrant liability 198,000 1,512,000 1,104,000 2,552,000 Loss on extinguishment of liability (336,000) 0 (336,000) 0 Interest expense (45,000) 0 (78,000) (43,000) Other 4,000 0 (30,000) 24,000 Total other income (expense) (179,000) 1,512,000 804,000 2,533,000 Loss before benefit from income taxes (3,632,000) (2,984,000) (11,347,000) (17,369,000) Benefit from income taxes 0 0 0 313,000 NET LOSS $ (3,632,000) $ (2,984,000) $ (11,347,000) $ (17,056,000) Earnings Per Share Â Â Â Â Basic and diluted net loss per common share (in dollars per share) $ (0.54) $ (3.19) $ (2) $ (10.25) Weighted-average number of common shares outstanding, basic and diluted (in shares) 9,920,278 2,957,271 7,309,509 2,293,191 X - DefinitionPayments for contingent consideration in operating expenses. + ReferencesNo definition available. + Details Name: slgg_PaymentsForContingentConsiderationOperating Namespace Prefix: slgg_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe aggregate cost of goods produced and sold and services rendered during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1B + Details Name: us-gaap_CostOfRevenue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount before tax of gain (loss) recognized on the sale or disposal of a disposal group. Excludes discontinued operations. + 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/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-3Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482130/360-10-45-5 + Details Name: us-gaap_DisposalGroupNotDiscontinuedOperationGainLossOnDisposal Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_EarningsPerShareAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4:

http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-15Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7 + Details Name: us-gaap_EarningsPerShareBasic Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionAmount of expense (income) related to adjustment to fair value of warrant liability. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 25 -Paragraph 13 -SubTopic 10 -Topic 480 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481766/480-10-25-13 + Details Name: us-gaap_FairValueAdjustmentOfWarrants Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of gain (loss) on sale or disposal of intangible assets. + 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_GainLossOnDispositionOfIntangibleAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionDifference between the fair value of payments made and the carrying amount of debt which is extinguished prior to maturity. + 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 470 -SubTopic 50 -Section 40 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481303/470-50-40-2Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 470 -SubTopic 50 -Section 40 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481303/470-50-40-4 + Details Name: us-gaap_GainsLossesOnExtinguishmentOfDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit 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 - DefinitionAggregate revenue less cost of goods and services sold or operating expenses directly attributable to the revenue generation activity. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 7: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 9: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB 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Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 23: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31 + Details Name: us-gaap_GrossProfit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of income (loss) from continuing operations, including income (loss) from equity method investments, before deduction of income tax expense (benefit), and income (loss) attributable to noncontrolling interest. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI 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https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 7: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(11)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 9: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 235 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-05(b)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477314/942-235-S99-1Reference 11: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(10)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 12: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification 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https://asc.fasb.org/1943274/2147480678/235-10-S99-1 + Details Name: us-gaap_IncomeTaxExpenseBenefit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of interest expense classified as nonoperating. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_InterestExpenseNonoperating Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - 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 -

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28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe 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 - DefinitionAmount of expense for research and development. Includes, but is not limited to, cost for computer software product to be sold, leased, or otherwise marketed and writeoff of research and development assets acquired in transaction other than business combination or joint venture formation or both. Excludes write-down of intangible asset acquired in business combination or from joint venture formation or both, used in research and development activity. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 730 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482916/730-10-50-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 912 -SubTopic 730 -Name Accounting Standards Codification -Section 25 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479532/912-730-25-1 + Details Name: us-gaap_ResearchAndDevelopmentExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount, including tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value-added and excise. + 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_RevenueFromContractWithCustomerIncludingAssessedTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe aggregate total amount of expenses directly related to the marketing or selling of products or services. + ReferencesNo definition available. + Details Name: us-gaap_SellingAndMarketingExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThis element represents the weighted average total number of shares issued throughout the period including the first (beginning balance outstanding) and last (ending balance outstanding) day of the period before considering any reductions (for instance, shares held in treasury) to arrive at the weighted average number of shares outstanding. Weighted average relates to the portion of time within a reporting period that common shares have been issued and outstanding to the total time in that period. Such concept is used in determining the weighted average number of shares outstanding for purposes of calculating earnings per share (basic). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 260 -SubTopic 10 -Section 45 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-13Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 260 -SubTopic 10 -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10 + Details Name: us-gaap_WeightedAverageNumberOfSharesIssuedBasic Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration XML 21 R5.htm IDEA: XBRL DOCUMENT v3.24.3 Condensed Consolidated Statements of Stockholders' Equity (Unaudited) - USD ($) Preferred Stock [Member] Series A-5 Preferred Stock [Member] Preferred Stock [Member] Series AA Convertible Preferred Stock [Member] Preferred Stock [Member] Series AA-2 Convertible Preferred Stock [Member] Preferred Stock [Member] Series AA-3 Convertible Preferred Stock [Member] Preferred Stock [Member] Series AA-4 Convertible Preferred Stock [Member] Preferred Stock [Member] Series AA-5 Convertible Preferred Stock [Member] Preferred Stock [Member] Series AAA Junior Preferred Stock [Member] Preferred Stock [Member] Series AAA-2 Junior Convertible Preferred Stock [Member] Preferred Stock [Member] Series AAA-3 Junior Preferred Stock [Member] Preferred Stock [Member] Series AAA-4 Junior Preferred Stock [Member] Preferred Stock [Member] Series A Preferred Stock [Member] Preferred Stock [Member] Series A A Preferred Stock [Member] Preferred Stock [Member] Series AAA Convertible Preferred Stock [Member] Preferred Stock [Member] Common Stock [Member] Series A Preferred Stock [Member] Common Stock [Member] Series A A Preferred Stock [Member] Common Stock [Member] Series AAA Convertible Preferred Stock [Member] Common Stock [Member] Melon Acquisition [Member] Common Stock [Member] Bannerfy Acquisition [Member] Common Stock [Member] Superbiz Acquisition [Member] Common Stock [Member] Additional Paid-in Capital [Member] Series A-5 Preferred Stock [Member] Additional Paid-in Capital [Member] Series AA Convertible Preferred Stock [Member] Additional Paid-in Capital [Member] Series AA-2 Convertible Preferred Stock [Member] Additional Paid-in Capital [Member] Series AA-3 Convertible Preferred Stock [Member] Additional Paid-in Capital [Member] Series AA-4 Convertible Preferred Stock [Member] Additional Paid-in Capital [Member] Series AA-5 Convertible Preferred Stock [Member] Additional Paid-in Capital [Member] Series AAA Junior Preferred Stock [Member] Additional Paid-in Capital [Member] Series AAA-2 Junior Convertible Preferred Stock [Member] Additional Paid-in Capital [Member] Series AAA-3 Junior Preferred Stock [Member]

Additional Paid-in Capital [Member] Series AAA-4 Junior Preferred Stock [Member] Additional Paid-in Capital [Member] Series AA Preferred Additional Investment Rights [Member] Additional Paid-in Capital [Member] Melon Acquisition [Member] Additional Paid-in Capital [Member] Bannerfy Acquisition [Member] Additional Paid-in Capital [Member] Superbiz Acquisition [Member] Additional Paid-in Capital [Member] Series AAA-3 and AAA-4 Junior Preferred Stock Warrants [Member] Additional Paid-in Capital [Member] Placement Agent Warrants With Series A Preferred Stock [Member] Additional Paid-in Capital [Member] Retained Earnings [Member] Series AA-3 Convertible Preferred Stock [Member] [1] Series AA-4 Convertible Preferred Stock [Member] [1] Series AA-5 Convertible Preferred Stock [Member] [1] Series AAA Junior Preferred Stock [Member] [1] Series AAA-2 Junior Convertible Preferred Stock [Member] [1] Series A A Preferred Stock [Member] [1] Series AAA Convertible Preferred Stock [Member] [1] Total Total stockholdersâ€™ equity Â Â Â Â Â Â Â Â Â Â Â Â Â $ 0 Â Â Â Â Â Â $ 47,000 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â $ 229,900,000 $ (210,743,000) Â Â Â Â Â Â Â Â Balance (in shares) at Dec. 31, 2022 Â Â Â Â Â Â Â Â Â Â Â Â 10,323 Â Â Â Â Â Â 1,880,299 Â Issuance of stock (in shares) 2,299 7,680 1,500 1,025 1,026 550 0 0 0 Â Â Â Â Â Â Â Â Â Â 811,269 Â Conversion of preferred stock to common stock (in shares) Â Â Â Â Â Â Â Â Â Â (5,729) (2,797) 0 Â Balance (in shares) at Sep. 30, 2023 Â Â Â Â Â Â Â Â Â Â 15,877 Â Balance at Dec. 31, 2022 Â Â Â Â Â Â Â Â Â Â Â Â Â $ 0 Â Â Â Â Â Â $ 47,000 Â Â Â Â Â Â Â Â Â Â Â Â Â Â 229,900,000 (210,743,000) Â Â Â Â Â Â Â Â Issuance of stock $ 0 $ 0 $ 0 $ 0 $ 0 $ 0 $ 0 $ 0 $ 0 $ 0 Â Â Â Â Â Â Â Â Â 16,000 $ 1,919,000 $ 5,330,000 $ 1,278,000 $ 690,000 $ 681,000 $ 379,000 $ 0 $ 0 $ 0 $ 0 Â Â Â Â Â 1,710,000 Â Â Â Â Â Â Â Â Â Balance at Sep. 30, 2023 Â Â Â Â Â Â Â Â Â Â Â Â Â $ 0 Â Â Â Â Â Â $ 81,000 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 250,779,000 (234,245,000) Â Â Â Â Â Â Â $ 16,615,000 Exercise of prefunded common stock warrants at $2.60 per share, net of issuance costs (in shares) Â 67,500 Â Common stock issued for Acquisition (in shares) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 77,833 8,984 49,398 Â Preferred stock dividends paid â€“ common stock (in shares) Â 0 Â Conversion of preferred stock (in shares) Â Â Â Â Â Â Â Â Â Â Â Â Â 499,216 766,128 0 Â Stock-based compensation (in shares) Â 9,458 Â Issuance of common stock in settlement of legal matter (in shares) Â 0 Â Balance (in shares) at Sep. 30, 2023 Â 4,170,085 Â Exercise of prefunded common stock warrants at $2.60 per share, net of issuance costs Â $ 1,000 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 158,000 Â Â Â Â Â Â Â Â Â Conversion of preferred stock Â 15,000 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 0 Â Â Â Â Â Â Â Â Â Preferred stock dividends paid â€“ common stock Â 0 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 0 Â Â Â Â Â Â Â Â Â Common stock issued for Acquisition Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â $ 1,000 Â $ 1,000 Â Â Â Â Â Â Â Â Â Â Â Â Â $ 721,000 $ 70,000 $ 547,000 Â Â Â Â Â Â Â Â Â Â Â Â Issuance of common stock in settlement of legal matter Â $ 0 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 0 Â Â Â Â Â Â Â Â Â Series AA Preferred additional investment rights Â $ 1,794,000 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Common stock purchase warrants issued â€“ Series AAA-3 and Series AAA-4 Junior preferred stock Â $ 0 $ (2,804,000) Â Â Â Â Â Â Â Â Â Â Series AAA Junior preferred stock noncash issuance costs â€“ incremental fair value in connection with modifications to certain existing AIRs Â 0 Â Â Â Â Â Â Â Â Â Deemed dividend on Series AA Preferred Stock Â 6,446,000 Â Â Â Â Â Â Â Â Â Stock-based compensation Â 1,986,000 Â Â Â Â Â Â Â Â Â Other Â (26,000) Â Â Â Â Â Â Â Â Â Preferred stock dividends â€“ common stock (Note 2) Â (6,446,000) Â Â Â Â Â Â Â Â Net Loss Â (17,056,000) Â Â Â Â Â Â Â (17,056,000) Balance (in shares) at Dec. 31, 2022 Â Â Â Â Â Â Â Â Â Â Â Â Â 10,323 Â Â Â Â Â Â 1,880,299 Â Balance (in shares) at Dec. 31, 2023 Â Â Â Â Â Â Â Â Â Â Â Â Â 23,656 Â Â Â Â Â Â 4,774,116 Â Balance at Dec. 31, 2022 Â Â Â Â Â Â Â Â Â Â Â Â Â $ 0 Â Â Â Â Â Â $ 47,000 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 229,900,000 (210,743,000) Â Â Â Â Â Â Â Â Balance at Dec. 31, 2023 Â Â Â Â Â Â Â Â Â Â Â Â Â 0 Â Â Â Â Â Â 81,000 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 258,923,000 (249,014,000) Â Â Â Â Â Â Â $ 9,990,000 Balance (in shares) at Dec. 31, 2023 Â 4,774,116 Total stockholdersâ€™ equity Â Â Â Â Â Â Â Â Â Â Â Â Â $ 0 Â Â Â Â Â Â $ 57,000 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 241,833,000 (224,815,000) Â Â Â Â Â Â Â Â Balance (in shares) at Jun. 30, 2023 Â Â Â Â Â Â Â Â Â Â Â Â Â 19,892 Â Â Â Â Â Â 2,416,741 Â Issuance of stock (in shares) 0 0 0 0 0 0 0 0 0 0 Â Â Â Â Â Â Â 811,269 Â Conversion of preferred stock to common stock (in shares) Â Â Â Â Â Â Â Â Â Â (1,218) (2,797) 0 Â Balance (in shares) at Sep. 30, 2023 Â Â Â Â Â Â Â Â Â Â Â Â Â 15,877 Â Balance at Jun. 30, 2023 Â Â Â Â Â Â Â Â Â Â Â Â Â Â $ 0 Â Â Â Â Â Â $ 57,000 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 241,833,000 (224,815,000) Â Â Â Â Â Â Â Â Issuance of stock $ 0 $ 0 $ 0 $ 0 $ 0 $ 0 $ 0 $ 0 $ 0 $ 0 Â Â Â Â Â Â Â Â Â Â 16,000 0 0 0 0 0 0 0 0 0 0 Â Â Â Â Â Â 1,710,000 Â Â Â Â Â Â Â Â Â Balance at Sep. 30, 2023 Â Â Â Â Â Â Â Â Â Â Â Â Â 0 Â Â Â Â Â $ 81,000 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 250,779,000 (234,245,000) Â Â Â Â Â Â Â $ 16,615,000 Exercise of prefunded common stock warrants at $2.60 per share, net of issuance costs (in shares) Â 67,500 Â Common stock issued for Acquisition (in shares) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 0 8,984 0 Â Preferred stock dividends paid â€“ common stock (in shares) Â 0 Â Conversion of preferred stock (in shares) Â Â Â Â Â Â Â Â Â Â Â Â Â 99,463 766,128 0 Â Stock-based compensation (in shares) Â 0 Â Issuance of common stock in settlement of legal matter (in shares) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 0 Â Balance (in shares) at Sep. 30, 2023 Â 4,170,085 Â Exercise of prefunded common stock warrants at $2.60 per share, net of issuance costs Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â $ 1,000 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 158,000 Â Â Â Â Â Â Â Â Â Conversion of preferred stock Â 7,000 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 0 Â Â Â Â Â Â Â Â Â Preferred stock dividends paid â€“ common stock Â 0 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 0 Â Â Â Â Â Â Â Â Â Common stock issued for Acquisition Â $ 0 Â $ 0 Â Â Â Â Â Â Â Â Â Â Â Â Â 0 70,000 0 Â Â Â Â Â Â Â Â Â Â Â Â Issuance of common stock in settlement of legal matter Â 0 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 0 Â Â Â Â Â Â Â Â Â Series AA Preferred additional investment rights Â 0 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Common stock purchase warrants issued â€“ Series AAA-3 and Series AAA-4 Junior preferred stock Â 0 0 Â Â Â Â Â Â Â Â Â Â Series AAA Junior preferred stock noncash issuance costs â€“ incremental fair value in connection with modifications to certain existing AIRs Â 0 Â Â Â Â Â Â Â Â Â Deemed dividend on Series AA Preferred Stock Â 6,446,000 Â Â Â Â Â Â Â Â Â Stock-based compensation Â 580,000 Â Â Â Â Â Â Â Â Â Other Â (18,000) Â Â Â Â Â Â Â Â Â Preferred stock dividends â€“ common stock (Note 2) Â (6,446,000) Â Â Â Â Â Â Â Â Net Loss Â (2,984,000) Â Â Â Â Â Â Â (2,984,000) Total stockholdersâ€™ equity Â Â Â Â Â Â Â Â Â Â Â Â Â 0 Â Â Â Â Â Â 81,000 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 250,779,000 (234,245,000) Â Â Â Â Â Â Â 16,615,000 Total stockholdersâ€™ equity Â Â Â Â Â Â Â Â Â Â Â Â Â $ 0 Â Â Â Â Â Â $ 81,000 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 258,923,000 (249,014,000) Â Â Â Â Â Â Â 9,990,000 Balance (in shares) at Dec. 31, 2023 Â Â Â Â Â Â Â Â Â Â Â Â Â 23,656 Â Â Â Â Â Â 4,774,116 Â Issuance of stock (in shares) 0 0 0 0 0 0 1,210 551 697 399 Â Â Â Â Â Â Â Â Â Â 0 Â Conversion of preferred stock to common stock (in shares) Â Â Â Â Â Â Â Â Â Â (571) (1,936) (3,414) Â Balance (in shares) at Sep. 30, 2024 Â Â Â Â Â Â Â Â Â Â Â Â 20,592 Â Balance at Dec. 31, 2023 Â Â Â Â Â Â Â Â Â Â Â Â Â $ 0 Â Â Â Â Â Â $ 81,000 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 258,923,000 (249,014,000) Â Â Â Â Â Â Â 9,990,000 Issuance of stock $ 0 $ 0 $ 0 $ 0 $ 0 $ 0 $ 0 $ 0 $ 0 $ 0 Â Â Â Â Â Â Â Â Â Â 0 0 0 0 0 0 0 751,000 453,000 529,000 102,000 Â Â Â Â Â Â 0 Â Â Â Â Â Â Â Â Â Balance at Sep. 30, 2024 Â Â Â Â Â Â Â Â Â Â Â Â Â 0 Â Â Â Â Â Â $ 89,000 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 267,081,000 (263,651,000) Â Â Â Â Â Â Â $ 3,519,000 Exercise of prefunded common stock warrants at $2.60 per share, net of issuance costs (in shares) Â 0 Â Common stock issued for Acquisition (in shares) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 72,118 0 30,662 Â Preferred stock dividends paid â€“ common stock (in shares) Â 2,552,593 Â Conversion of preferred stock (in shares) Â Â Â Â Â Â Â Â Â Â Â Â Â Â 58,215 995,958 2,010,674 Â Stock-based compensation (in shares) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 444,751 Â Issuance of common stock in settlement of legal matter (in shares) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 775,000 Â Balance (in shares) at Sep. 30, 2024 Â 11,714,087 Â 11,714,087 Exercise of prefunded common stock warrants at $2.60 per share, net of issuance costs Â $ 0 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 0 Â Â Â Â Â Â Â Â Â Conversion of preferred stock Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 4,000 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â (2,000) Â Â Â Â Â Â Â Â Â Preferred stock dividends paid â€“ common stock Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 3,000 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 3,287,000 Â Â Â Â Â $ 3,290,000 Â Â Â Common stock issued for Acquisition Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â $ 0 Â $ 0 Â Â Â Â Â Â Â Â Â Â Â Â 90,000 0 38,000 Â Â Â Â Â Â Â Â Â Â Â Â Issuance of common stock in settlement of legal matter Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 1,000 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 1,553,000 Â Â Â Â Â Â Â Â Â Series AA Preferred additional investment rights Â 0 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Common stock purchase warrants issued â€“ Series AAA-3 and Series AAA-4 Junior preferred stock Â (134,000) (346,000) Â Â Â Â Â Â Â Â Â Â Series AAA Junior preferred stock noncash issuance costs â€“ incremental fair value in connection with modifications to certain existing AIRs Â 294,000 Â Â Â Â Â Â Â Â Â Â Â Â Deemed dividend on Series AA Preferred Stock Â 0 Â Â Â Â Â Â Â Â Â Stock-based compensation Â 986,000 Â Â Â Â Â Â Â Â Â Other Â 557,000 Â Â Â Â Â Â Â Â Â Preferred stock dividends â€“ common stock (Note 2) Â (3,290,000) Â Â Â Â Â Â Â Â Net Loss Â (11,347,000) Â Â Â Â Â Â Â $ (11,347,000) Total stockholdersâ€™ equity Â Â Â Â Â Â Â Â Â Â Â Â Â $ 0 Â Â Â Â Â Â $ 85,000 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 263,296,000 (258,325,000) Â Â Â Â Â Â Â Â Balance (in shares) at Jun. 30, 2024 Â Â Â Â Â Â Â Â Â Â Â Â Â 22,858 Â Â Â Â Â Â 7,242,978 Â Issuance of stock (in shares) 0 0 0 0 0 0 0 551 697 399 Â Â Â Â Â Â Â Â Â Â 0 Â Conversion of preferred stock to common stock (in shares) Â Â Â Â Â Â Â Â Â Â (96) (1,573) (2,244) Â Balance (in shares) at Sep. 30, 2024 Â Â Â Â Â Â Â Â Â Â Â Â 20,592 Â Balance at Jun. 30, 2024 Â Â Â Â Â Â Â Â Â Â Â Â Â $ 0 Â Â Â Â Â Â $ 85,000 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 263,296,000 (258,325,000) Â Â Â Â Â Â Â Â Issuance of stock $ 0 $ 0 $ 0 $ 0 $ 0 $ 0 $ 0 $ 0 $ 0 $ 0 Â Â Â Â Â Â Â Â Â 0 $ 0 $ 0 $ 0 $ 0 $ 0 $ 0 $ 0 $ 453,000 $ 529,000 $ 102,000 Â Â Â Â Â Â 0 Â Â Â Â Â Â Â Â Â Balance at Sep. 30, 2024 Â Â Â Â Â Â Â Â Â Â Â Â Â 0 Â Â Â Â Â Â $ 89,000 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 267,081,000 (263,651,000) Â Â Â Â Â Â Â $ 3,519,000 Exercise of prefunded common stock warrants at $2.60 per share, net of issuance costs (in shares) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 0 Â Common stock issued for Acquisition (in shares) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 0 0 0 Â Preferred stock dividends paid â€“ common stock (in shares) Â 1,925,613 Â Conversion of preferred stock (in shares) Â Â Â Â Â Â Â Â Â Â Â Â Â Â 12,628 803,482 1,312,743 Â Stock-based compensation (in shares) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 416,643 Â Issuance of common stock in settlement of legal matter (in shares) Â 0 Â Balance (in shares) at Sep. 30, 2024 Â 11,714,087 Â 11,714,087 Exercise of prefunded common stock warrants at $2.60 per share, net of issuance costs Â $ 0 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 0 Â Â Â Â Â Â Â Â Â Conversion of preferred stock Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 2,000 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â (2,000) Â Â Â Â Â Â Â Â Â Preferred stock dividends paid â€“ common stock Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 2,000 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 2,421,000 Â $ 52,000 $ 2,000 $ 64,000 $ 273,000 Â $ 216,000 $ 587,000 Â Common stock issued for Acquisition Â $ 0 Â $ 0 Â Â Â Â Â Â Â Â Â Â Â Â Â $ 0 $ 0 $ 0 Â Â Â Â Â Â Â Â Â Â Â Â Issuance of common stock in settlement of legal matter Â 0 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 70,000 Â Â Â Â Â Â Â Â Â Series AA Preferred additional investment rights Â $ 0 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Common stock purchase warrants issued â€“ Series AAA-3 and Series AAA-4 Junior preferred stock Â $ (134,000) $ (346,000) Â Â Â Â Â Â Â Â Â Â Series AAA Junior preferred stock noncash issuance costs â€“ incremental fair value in connection with modifications to certain existing AIRs Â 0 Â Â Â Â Â Â Â Â Â Stock-based compensation Â 356,000 Â Â Â Â Â Â Â Â Â Other Â 336,000 Â Â Â Â Â Â Â Â Â Preferred stock dividends â€“ common stock (Note 2) Â (1,694,000) Â Â Â Â Â Â Â Â Â Net Loss Â (3,632,000) Â Â Â Â Â Â Â $ (3,632,000) Total stockholdersâ€™ equity Â Â Â Â Â Â Â Â Â Â Â Â Â $ 0 Â Â Â Â Â Â $ 89,000 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â $ 267,081,000 $ (263,651,000) Â Â Â Â Â Â Â $ 3,519,000 [1] Fair valued based on the closing price of the Companyâ€™s common stock on the respective common stock dividend payment date. X - DefinitionAmount of increase in additional

paid in capital (APIC) resulting from additional investment rights. + ReferencesNo definition available. + Details Name: slgg_AdjustmentsToAdditionalPaidInCapitalAdditionalInvestmentRights Namespace Prefix: slgg_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionNumber of shares issued in lieu of cash for legal settlement contributed to the entity + ReferencesNo definition available. + Details Name: slgg_StockIssuedDuringPeriodSharesIssuedForLegalSettlement Namespace Prefix: slgg_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of shares issued during the period from warrants exercised. + ReferencesNo definition available. + Details Name: slgg_StockIssuedDuringPeriodSharesWarrantsExercised Namespace Prefix: slgg_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionValue of stock issued in lieu of cash for legal settlement contributed to the entity. + ReferencesNo definition available. + Details Name: slgg_StockIssuedDuringPeriodValueIssuedForLegalSettlement Namespace Prefix: slgg_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionValue of shares issued during the period from warrants exercised. + ReferencesNo definition available. + Details Name: slgg_StockIssuedDuringPeriodValueWarrantsExercised Namespace Prefix: slgg_ 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 - DefinitionAmount of decrease in additional paid in capital (APIC) resulting from direct costs associated with issuing stock. Includes, but is not limited to, legal and accounting fees and direct costs associated with stock issues under a shelf registration. + 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_AdjustmentsToAdditionalPaidInCapitalStockIssuedIssuanceCosts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of increase in additional paid in capital (APIC) resulting from the issuance of warrants. Includes allocation of proceeds of debt securities issued with detachable stock purchase warrants. + 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-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 470 -SubTopic 20 -Section 25 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481284/470-20-25-2 + Details Name: us-gaap_AdjustmentsToAdditionalPaidInCapitalWarrantIssued Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionNumber of shares of common stock issued as dividends during the period. Excludes stock splits. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2 + Details Name: us-gaap_CommonStockDividendsShares Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration 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 - DefinitionThe number of shares converted in a noncash (or part noncash) transaction. Noncash is defined as transactions during a period that do not result in cash receipts or cash payments in the period. "Part noncash" refers to that portion of the transaction not resulting in cash receipts or cash payments in the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-4Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-3Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-5 + Details Name: us-gaap_ConversionOfStockSharesConverted1 Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionAmount of paid and unpaid cash, stock, and paid-in-kind (PIK) dividends declared, for example, but not limited to, common and preferred stock. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 2 -SubTopic 405 -Topic 942 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477787/942-405-45-2 + Details Name: us-gaap_Dividends 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 - DefinitionNumber of shares issued which are neither cancelled nor held in the treasury. + ReferencesNo definition available. + Details Name: us-gaap_SharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of shares of stock issued during the period pursuant to acquisitions. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesAcquisitions Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of shares issued during the period as a result of the conversion of convertible securities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3 + Details Name: us-gaap_StockIssuedDuringPeriodSharesConversionOfConvertibleSecurities Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of new stock issued during the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3:

http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesNewIssues Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber, after forfeiture, of shares or units issued under share-based payment arrangement. Excludes shares or units issued under employee stock ownership plan (ESOP). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesShareBasedCompensation Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionValue of stock issued pursuant to acquisitions during the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodValueAcquisitions Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe gross value of stock issued during the period upon the conversion of convertible securities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodValueConversionOfConvertibleSecurities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionEquity impact of the value of new stock issued during the period. Includes shares issued in an initial public offering or a secondary public offering. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-11Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-4Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodValueNewIssues Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionValue 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 - DefinitionValue, after forfeiture, of shares issued under share-based payment arrangement. Excludes employee stock ownership plan (ESOP). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_StockIssuedDuringPeriodValueShareBasedCompensation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionValue of stock issued to shareholders as a dividend during the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodValueStockDividend 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 22 R6.htm IDEA: XBRL DOCUMENT v3.24.3 Condensed Consolidated Statements of Cash Flows (Unaudited) - USD ($) 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Net Cash Provided by (Used in) Operating Activities [Abstract] Â Â Net Loss $ (11,347,000) $ (17,056,000) Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract] Â Â Depreciation and amortization 1,953,000 3,929,000 Stock-based compensation 986,000 2,175,000 Change in fair value of warrant liability (1,104,000) (2,552,000) Change in fair value of contingent consideration (158,000) (527,000) Amortization of convertible notes discount 0 40,000 Gain on sale of intangible assets (144,000) 0 Loss on intangible asset disposal 0 2,284,000 Fair value of noncash legal settlement and other noncash charges 794,000 0 Loss on extinguishment of liability â€“ contingent consideration 336,000 0 Accounts receivable 3,772,000 (1,661,000) Prepaid expense and other current assets 263,000 (194,000) Accounts payable and accrued expense (3,309,000) 1,542,000 Accrued contingent consideration (17,000) (1,802,000) Contract liabilities (185,000) 225,000 Deferred taxes 0 (313,000) Accrued interest on note payable 0 (180,000) Net cash used in operating activities (8,160,000) (14,090,000) Loss on extinguishment of liability (336,000) 0 Accounts receivable 3,772,000 (1,661,000) Prepaid expense and other current assets 263,000 (194,000) Accounts payable and accrued expense (3,309,000) 1,542,000 Accrued contingent consideration (17,000) (1,802,000) Contract liabilities (185,000) 225,000 Deferred taxes 0 (313,000) Accrued interest on note payable 0 (180,000) Net cash used in operating activities (8,160,000) (14,090,000) CASH FLOWS FROM INVESTING ACTIVITIES Â Â Cash paid in connection with Melon Acquisition 0 (150,000) Purchase of property and equipment (23,000) (8,000) Capitalization of software development costs (434,000) (483,000) Acquisition of other intangible assets 0 (17,000) Net cash used in investing activities (457,000) (658,000) CASH FLOWS FROM FINANCING ACTIVITIES 1,033,000 0 Proceeds from issuance of preferred stock, net of issuance costs (Note 6) 37,562,000 Â Proceeds from issuance of common stock, net of issuance costs 0 1,885,000 Payments on convertible notes 0 (539,000) Payments on accounts receivable facility (1,833,000) 0 Contingent consideration payments â€“ Melon Acquisition (32,000) 0 Net cash provided by financing activities 1,297,000 13,406,000 (DECREASE) INCREASE IN CASH (7,320,000) (1,342,000) Cash and Cash Equivalents - beginning of period 7,609,000 2,482,000 Cash and Cash Equivalents - end of period 289,000 1,140,000 SUPPLEMENTAL NONCASH OPERATING AND INVESTING ACTIVITIES Â Â Issuance of Superbiz Note in connection with extinguishment of accrued contingent consideration liability 1,765,000 Â Series AAA Junior Preferred Stock [Member] Â Â CASH FLOWS FROM INVESTING ACTIVITIES Â Â Proceeds from issuance of preferred stock, net of issuance costs (Note 6) 1,065,000 Â SUPPLEMENTAL NONCASH OPERATING AND INVESTING ACTIVITIES Â Â Issuance of common stock 294,000 0 Melon Acquisition [Member] Â Â Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract] Â Â Change in fair value of contingent consideration 0 1,350,000 CASH FLOWS FROM INVESTING ACTIVITIES Â Â Contingent consideration payments â€“ Melon Acquisition [1] (122,000) 0 SUPPLEMENTAL NONCASH OPERATING AND INVESTING ACTIVITIES Â Â Issuance of common stock 90,000 722,000 Superbiz Acquisition [Member] Â Â CASH FLOWS FROM INVESTING ACTIVITIES Â Â Contingent consideration payments â€“ Melon Acquisition [2] (38,000) (3,423,000) SUPPLEMENTAL NONCASH OPERATING AND INVESTING ACTIVITIES Â Â Issuance of common stock 38,000 548,000 Bannerfy Acquisition [Member] Â Â SUPPLEMENTAL NONCASH OPERATING AND INVESTING ACTIVITIES Â Â Issuance of common stock Â 70,000 Settled Litigation [Member] Â Â SUPPLEMENTAL NONCASH OPERATING AND INVESTING ACTIVITIES Â Â Issuance of common stock 1,270,000 0 Preferred Stock [Member] Â Â CASH FLOWS FROM INVESTING ACTIVITIES Â Â Proceeds from issuance of preferred stock, net of issuance costs (Note 6) $ 2,129,000 $ 12,060,000 [1] In May 2024, the Company paid Melon Accrued Contingent consideration related to the Melon First Earn Out Period, comprised of $32,000 of cash payments and payment of 72,118 shares of our common stock valued at $90,000. [2] In May 2024, the Company paid accrued contingent consideration related to the Super Biz Second Earn Out Period, comprised of 30,330 shares of our common stock valued at $38,000. In April 2023, the Company paid accrued contingent consideration related to the Initial Earn Out Period, comprised of $2.9Â million of cash payments and payment ofÂ 987,973Â shares of our common stock valued at $548,000. X - DefinitionAmortization of convertible notes discount. + ReferencesNo definition available. + Details Name: slgg_AmortizationOfConvertibleNotesDiscount Namespace Prefix: slgg_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionRepresents the amount of gain (loss) on legal settlement. + ReferencesNo definition available. + Details Name: slgg_GainLossOnLegalSettlement Namespace Prefix: slgg_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionRepresents the increase (decrease in contingent consideration liability. + ReferencesNo definition available. + Details Name: slgg_IncreaseDecreaseInContingentConsiderationLiability Namespace Prefix: slgg_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of increase (decrease) in prepaid expenses, and current assets classified as other. + ReferencesNo definition available. + Details Name: slgg_IncreaseDecreaseInPrepaidExpenseAndOtherCurrentAssets Namespace Prefix: slgg_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash inflow from the issuance of common stock net of stock issuance costs. + ReferencesNo definition available. + Details Name: slgg_ProceedsFromIssuanceOfCommonStockNetOfIssuanceCosts Namespace Prefix: slgg_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe cash inflow from the issuance of preferred stock net of stock issuance costs. + ReferencesNo definition available. + Details Name: slgg_ProceedsFromIssuanceOfPreferredStockNetOfIssuanceCosts Namespace Prefix: slgg_ Data Type: xbrli:monetaryItemType

Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of increase (decrease) in the value of a contingent consideration liability, including, but not limited to, differences arising upon settlement. + 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/2003/role/disclosureRef -Topic 805 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479581/805-30-50-4 + Details Name: us-gaap_BusinessCombinationContingentConsiderationArrangementsChangeInAmountOfContingentConsiderationLiability1 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 - 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 before tax of gain (loss) recognized on the sale or disposal of a disposal group. Excludes discontinued operations. + 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/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-3Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482130/360-10-45-5 + Details Name: us-gaap_DisposalGroupNotDiscontinuedOperationGainLossOnDisposal Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of expense (income) related to adjustment to fair value of warrant liability. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 25 -Paragraph 13 -SubTopic 10 -Topic 480 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481766/480-10-25-13 + Details Name: us-gaap_FairValueAdjustmentOfWarrants Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of gain (loss) on sale or disposal of intangible assets. + 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_GainLossOnDispositionOfIntangibleAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionDifference between the fair value of payments made and the carrying amount of debt which is extinguished prior to maturity. + 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 470 -SubTopic 50 -Section 40 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481303/470-50-40-2Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 470 -SubTopic 50 -Section 40 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481303/470-50-40-4 + Details Name: us-gaap_GainsLossesOnExtinguishmentOfDebt 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 - DefinitionThe increase (decrease) during the reporting period in amount due within one year (or one business cycle) from customers for the credit sale of goods and services. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInAccountsReceivable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of increase (decrease) in obligation to transfer good or service to customer for which consideration has been received or is receivable. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 912 -SubTopic 310 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478345/912-310-45-11Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInContractWithCustomerLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in the account that represents the temporary difference that results from Income or Loss that is recognized for accounting purposes but not for tax purposes and vice versa. + 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_IncreaseDecreaseInDeferredIncomeTaxes Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in interest payable, which represents the amount owed to note holders, bond holders, and other parties for interest earned on loans or credit extended to the reporting entity. + 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_IncreaseDecreaseInInterestPayableNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cash inflow (outflow) from financing activities, including discontinued operations. Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on long-term credit. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24 + Details Name: us-gaap_NetCashProvidedByUsedInFinancingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cash inflow (outflow) from investing activities, including discontinued operations. Investing activity cash flows include making and collecting loans and acquiring and disposing of debt or equity instruments and property, plant, and equipment and other productive assets. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24 + Details Name: us-gaap_NetCashProvidedByUsedInInvestingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInInvestingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash inflow (outflow) from operating activities, including discontinued operations. Operating activity cash flows include transactions, adjustments, and changes in value not defined as investing or financing activities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-25 + Details Name: us-gaap_NetCashProvidedByUsedInOperatingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: 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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 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ReferencesNo definition available. + Details Name: us-gaap_NoncashInvestingAndFinancingItemsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe fair value of notes issued in noncash investing and financing activities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-4Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-3Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-5 + Details Name: us-gaap_NotesIssued1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash outflow, not made soon after acquisition date of business combination, to settle contingent consideration liability up to amount recognized at acquisition date, including, but not limited to, measurement period adjustment and less amount paid soon after acquisition date. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (f) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15 + Details Name: us-gaap_PaymentForContingentConsiderationLiabilityFinancingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow associated with the acquisition of a business, net of the cash acquired from the purchase. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquireBusinessesNetOfCashAcquired Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow 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 amounts received from issuance of long-term debt that is wholly or partially secured by collateral. Excludes proceeds from tax exempt secured 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_ProceedsFromIssuanceOfSecuredDebt 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 to repay long-term debt that is wholly or partially secured by collateral. Excludes repayments of tax exempt secured debt. + 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_RepaymentsOfSecuredDebt 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 X - DefinitionThe fair value of stock issued in noncash financing activities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-4Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-3Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-5 + Details Name: us-gaap_StockIssued1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: us-gaap_StatementClassOfStockAxis=slgg_SeriesAAAJuniorPreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_BusinessAcquisitionAxis=slgg_MelonAcquisitionMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_BusinessAcquisitionAxis=slgg_SuperbizAcquisitionMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_BusinessAcquisitionAxis=slgg_BannerfyAcquisitionMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_LitigationStatusAxis=us-gaap_SettledLitigationMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementEquityComponentsAxis=us-gaap_PreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 23 R7.htm IDEA: XBRL DOCUMENT v3.24.3 Note 1 - Description of Business 9 Months Ended Sep. 30, 2024 Notes to Financial Statements Â Nature of Operations [Text Block] 1. DESCRIPTION OF BUSINESS Â Super League Enterprise, Inc. (Nasdaq: SLE), (â€œSuper League,â€ the â€œCompany,â€ â€œwe,â€ â€œusâ€ or â€œourâ€) is redefining the gaming industry as a media channel for global brands. As a leading end-to-end immersive content partner, Super League enables marketers, advertisers, and IP owners to reach massive audiences through creativity, innovation, and gameplay within the worldâ€™s largest immersive platforms. Boasting an award-winning development studio, a vast community of native creators, and a proprietary suite of tools that maximize user engagement, Super League is a one-of-a-kind holistic solutions provider. Whether a partner is focused on building a world-class creative experience, achieving lift in brand awareness, inspiring deeper customer loyalty, or finding new sources of revenue, Super League is at the forefront - always pioneering within immersive worlds. Â Super League was incorporated on October 1, 2014 as Nth Games, Inc. under the laws of the State of Delaware and changed its name to Super League Gaming, Inc. on June 15, 2015, and to Super League Enterprise, Inc. on September 11, 2023. We are an â€œemerging growth companyâ€ as defined by the Jumpstart Our Business Startups Act of 2012, as amended. Â On September 7, 2023, the Company filed a Certificate of Amendment (the â€œ2023 Second Amendmentâ€) to the Charter, which Second Amendment became effective as of September 11, 2023, to change the name of the Company from Super League Gaming, Inc. to Super League Enterprise, Inc. (the â€œName Changeâ€) and to effect a reverse stock split of the Companyâ€™s issued and outstanding shares of common stock at a ratio of 1-for-20 (the â€œReverse Splitâ€). The Name Change and the Reverse Split were approved by the Companyâ€™s Board on July 5, 2023, and approved by the stockholders of the Company on September 7, 2023. Refer to Note 6 below for additional information regarding the Reverse Split. In connection with the Name Change, the Company also changed its Nasdaq ticker symbol to â€œSLEâ€ from â€œSLGG.â€ Â All references to common stock, warrants to purchase common stock and other rights, options to purchase common stock, restricted stock, share data, per share data and related information contained in the condensed consolidated financial statements (hereinafter, â€œconsolidated financial statementsâ€) have been retroactively adjusted to reflect the effect of the Reverse Split for all periods presented. Â All references to â€œNote,â€ followed by a number reference herein, refer to the applicable corresponding numbered footnotes to these consolidated financial statements. Â Infinite Reality Transaction Â On September 30, 2024, the Company entered into a binding term sheet (the â€œiR Term Sheetâ€) with Infinite Reality, Inc. (â€œInfinite Realityâ€), whereby, subject to the satisfaction of certain conditions as more specifically set forth in the iR Term Sheet (including receipt of the approval of the Companyâ€™s stockholders), and the entry into definitive documentation, the Company will: Â (i) acquire from Infinite Reality, (a) a perpetual, royalty free license to name and to create and host events for Drone Racing League, Inc., (b) to be determined esports assets and all related intellectual property, (c) cash in the amount of up to $20 million to come from divestiture of certain assets to be determined and/or other sources of capital, (d) TalentX and all related intellectual property, (e) Fearless Media and all related intellectual property, and (f) Thunder Studios and all related intellectual property (each an â€œAssetâ€Â and, collectively, the â€œPurchased Assetsâ€)(the â€œAsset Acquisitionâ€), in exchange for the Company issuing that number of shares of a to-be designated class of its preferred stock equal in priority to existing Series A, AA and AAA preferred shares (the â€œConsideration Sharesâ€), which Consideration Shares will be convertible into 75% of the then issued and outstanding shares of Super Leagueâ€™s common stock, par value $0.001 per share (â€œCommon Stockâ€), calculated at the time of the consummation of the Asset Acquisition; Â Â Â Â Â Â Â Â Â (ii) issue to Infinite Reality 2,499,090 shares of the Companyâ€™s Common Stock, in exchange for 139,592 shares of Infinite Realityâ€™s common stock (the â€œShare Exchangeâ€), pursuant to an Equity Exchange Agreement, and to appoint a designee of Infinite Reality to the Companyâ€™s Board of Directors (the â€œBoardâ€) upon the consummation of the Share Exchange (the â€œClosingâ€); and Â (iii) Â receive a credit facility in the amount of $30,000,000 from Infinite Reality, to be established in January 2025 (the â€œCredit Facilityâ€, and the Asset Acquisition, Share Exchange, and Credit Facility are collectively, the â€œiR Transactionâ€). Â The Term Sheet contemplates that, subject to the satisfaction of the conditions contained therein (including approval of the iR Transaction by the Companyâ€™s stockholders), upon the consummation of the iR Transaction, Infinite Reality will beneficially own 84.9% of the issued and outstanding shares of the Company as of the Closing. Â Â Equity Exchange Agreement. On September 30, 2024, in connection with the Term Sheet and the Share Exchange, the Company entered into an Equity Exchange Agreement with Infinite Reality (the â€œExchange Agreementâ€), pursuant to which the Company agreed, subject to the receipt of the approval of the Companyâ€™s stockholders and other customary closing conditions, to issue 2,499,090 shares of Common Stock (the â€œExchange Sharesâ€) in exchange for 139,592 shares of Infinite Reality common stock of equal value, based on the Companyâ€™s Common Stock being valued at $1.30 per share. The Exchange Agreement contains representations, warranties, and covenants of the Company and Infinite Reality that are customary for a transaction of this nature.Â Refer to Note 8 for information on the Amended and Restated Equity Exchange Agreement. Â Sale of Minehut Â On February 29, 2024, the Company sold its Minehut related assets (â€œMinehut Assetsâ€) to GamerSafer, Inc. (â€œGamerSaferâ€), in a transaction approved by the Board of Directors of the Company. Pursuant to the Asset Purchase Agreement entered into by and between GamerSafer and the Company on February 26, 2024 (the â€œGS Agreementâ€), the Company will receive $1.0 million of purchase consideration (â€œPurchase Considerationâ€) for the Minehut Assets, which amount will be paid by GamerSafer in revenue and royalty sharing over a multiple year period, as described in the GS Agreement (the â€œMinehut Saleâ€). Other than with respect to the GS Agreement, there is no relationship between the Company or its affiliates with GamerSafer or its affiliates. Â The transaction allows Super League to streamline its position in partnering with major brands to build, market, and operate 3D experiences across multiple immersive platforms, including open gaming powerhouses like Minecraft, and aligns with the Companyâ€™s cost improvement initiatives. Super League and GamerSafer will maintain a commercial relationship which ensures that Minehut can remain an ongoing destination available to Super Leagueâ€™s partners.Â Â Bylaw Amendment Â On June 4, 2024, the Board of Directors (the â€œBoardâ€) of the Company approved an amendment (the â€œAmendmentâ€) to the Companyâ€™s Second Amended and Restated Bylaws, effective June 4, 2024, to reduce the number of shares that are required to be present at a meeting of the Companyâ€™s stockholders (a â€œMeetingâ€) for purposes of establishing a quorum. Prior to the Amendment, the presence, in person or by proxy duly authorized, of the holders of a majority of the outstanding shares of stock was required to establish a quorum for the transaction of business at a Meeting. As approved in the Amendment, the presence, in person or by proxy duly authorized, of the holders of not less than one-third (1/3)Â of the outstanding shares of stock entitled to vote will constitute a quorum for the transaction of business at a Meeting. Â The Board adopted the Amendment to more practically obtain a quorum and conduct business at a Meeting. The Board based its decision on the increasing prevalence of brokerage firms opting to forgo discretionary or proportionate voting of the shares held by them in street name, which is making it increasingly difficult for companies with a large retail stockholder base to obtain a quorum of the majority. The change to the quorum requirement was made to improve the Companyâ€™s ability to hold Meetings when called.Â Â X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureTextBlockAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for the nature of an entity's business, major products or services, principal markets including location, and the relative importance of its operations in each business and the basis for the determination, including but not limited to, assets, revenues, or earnings. For an entity that has not commenced principal operations, disclosures about the risks and uncertainties related to the activities in which the entity is currently engaged and an understanding of what those activities are being directed toward. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Topic 275 -Publisher FASB -URI https://asc.fasb.org/275/tableOfContentReference 2: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -

SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-1 + Details Name: us-gaap_NatureOfOperations Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 24 R8.htm IDEA: XBRL DOCUMENT v3.24.3 Note 2 - Summary of Significant Accounting Policies 9 Months Ended Sep. 30, 2024 Notes to Financial Statements Â Significant Accounting Policies [Text Block] 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES Â Basis of Presentation Â The accompanying condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (â€œU.S. GAAPâ€) for interim financial information and with the instructions to Form 10-Q and Rule 8-03 of Regulation S-X. Accordingly, certain information and footnotes required by U.S. GAAP in annual financial statements have been omitted or condensed in accordance with quarterly reporting requirements of the Securities and Exchange Commission (â€œSECâ€). These interim condensed consolidated financial statements should be read in conjunction with our audited financial statements for the year ended December 31, 2023 included in our Annual Report on Form 10-K for the year ended December 31, 2023, filed with the SEC on April 15, 2024. Â The December 31, 2023 condensed consolidated balance sheet data was derived from audited financial statements, but does not include all disclosures required by U.S. GAAP. The condensed consolidated interim financial statements of Super League include all adjustments of a normal recurring nature which, in the opinion of management, are necessary for a fair statement of Super Leagueâ€™s financial position as of September 30, 2024, and results of its operations and its cash flows for the interim periods presented. The results of operations for the three and nine months ended September 30, 2024 are not necessarily indicative of the results to be expected for the entire fiscal year, or any future period. Â Principles of Consolidation Â The condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation. Â Â Reclassifications Â Certain reclassifications to operating expense line items and revenue detail line items have been made to prior year amounts for consistency and comparability with the current yearâ€™s condensed consolidated financial statement presentation. These reclassifications had no effect on the reported total revenue, operating expense, total assets, total liabilities, total stockholders' equity, or net loss for the prior periods presented. Â Use of Estimates Â The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expense during the reporting period. Actual results could differ from these estimates. The Company believes that, of the significant accounting policies described herein, the accounting policies associated with revenue recognition, impairment of intangibles, stock-based compensation expense, capitalized internal-use-software costs, accounting for business combinations and related contingent consideration, derecognition of assets, accounting for convertible debt, including estimates and assumptions used to calculate the fair value of debt instruments, accounting for convertible preferred stock, including modifications and exchanges of equity and equity-linked instruments, accounting for warrant liabilities and accounting for income taxes and valuation allowances against net deferred tax assets, require its most difficult, subjective, or complex judgments. Â Going Concern Â The accompanying condensed consolidated financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The Company incurred net losses for the periods presented herein as reflected in the accompanying condensed consolidated statement of operations, and had an accumulated deficit of $263.7 million as of September 30, 2024. For the nine months ended September 30, 2024 and 2023, net cash used in operating activities totaled $8.2 million and $14.1 million, respectively. Â The Company had cash and cash equivalents of $0.3 million and $7.6 million as of September 30, 2024 and December 31, 2023, respectively. To date, our principal sources of capital used to fund our operations and growth have been the net proceeds received from equity and debt financings. We have and will continue to use significant capital for the growth and development of our business, and, as such, we expect to seek additional capital either from operations, or that may be available from future issuance(s) of common stock, preferred stock and / or debt financings, to fund our planned operations. Accordingly, our results of operations and the implementation of our long-term business strategies have been and could continue to be adversely affected by general conditions in the global economy, including conditions that are outside of our control. The most recent global financial crisis caused by severe geopolitical conditions, including conflicts abroad, and the threat of other outbreaks or pandemics, have resulted in extreme volatility, disruptions and downward pressure on stock prices and trading volumes across the capital and credit markets in which we traditionally operate. A severe or prolonged economic downturn could result in a variety of risks to our business and could have a material adverse effect on us, including limiting our ability to obtain additional funding from the capital and credit markets. In managementâ€™s judgement, these conditions raise substantial doubt about the ability of the Company to continue as a going concern as contemplated by the Financial Accounting Standards Board (â€œFASBâ€) Accounting Standards Codification (â€œASCâ€), Topic 205-40, â€œGoing Concern,â€ (â€œASC 205â€). Â Managementâ€™s Plans Â During the prior fiscal year and the nine months ended September 30, 2024, we continued our focus on the expansion of our service offerings and revenue growth opportunities through internal development, collaborations, and through opportunistic strategic acquisitions, as well as management and reduction of operating costs.Â Management continues to explore alternatives for raising capital to facilitate our growth and execute our business strategy, including strategic partnerships and or other forms of equity or debt financings.Â Â In September 2024, the Company announced the iR Transaction as described above. Â On October 24, 2024, the Company entered into a securities purchase agreement with a certain accredited investor for theÂ registered directÂ offering of an aggregate of 1,136,364 shares of the Companyâ€™s common stock, par value $0.001 per share (the â€œSharesâ€), at a purchase price of $0.88 per Share (the â€œRegistered DirectÂ Offeringâ€).Â The Registered Direct Offering closed on October 25, 2024, and resulted in gross proceeds to the Company of approximately $1.0 million. Â On November 8, 2024 (the â€œEffective Dateâ€), the Company and its subsidiary, InPVP, LLC (â€œSubsidiaryâ€), entered into a Business Loan and Security Agreement (the â€œAgile Loan Agreementâ€), with Agile Capital Funding, LLC as collateral agent (â€œCollateral Agentâ€), and Agile Lending, LLC (â€œAgileâ€), pursuant to which the Company issued to Agile a Confessed Judgment Secured Promissory Note for an aggregate value of $1.85 million (the â€œAgile Noteâ€).Â Pursuant to the Agile Loan Agreement: (i) the Agile Note matures 28 weeks from the Effective Date; (ii) carries an aggregate total interest payment of approximately $0.78Â million (the â€œApplicable Rateâ€), and (iii) immediately upon the occurrence and during the continuance of an Event of Default (as defined in the Agile Loan Agreement), interest shall accrue at a fixed per annum rate equal to the Applicable Rate plus five percent.Â The Company is required to repay all the obligations due under the Agile Loan Agreement and the Agile Note in 28 equal payments of $93,821.43, with the first payment being made to Agile on November 14, 2024, and every seven days thereafter until the Maturity Date.Â The proceeds received from the Agile Note will be used to fund general working capital needs. For more information on the Agile Loan Agreement and the Agile Note, refer to Note 8. Â The Company considers historical operating results, costs, capital resources and financial position, in combination with current projections and estimates, as part of its plan to fund operations over a reasonable period. Managementâ€™s considerations assume, among other things, that the Company will continue to be successful implementing its business strategy, that there will be no material adverse developments in the business, liquidity or capital requirements, and the Company will be able to raise additional equity and / or debt financing on acceptable terms. If one or more of these factors do not occur as expected, it could cause a reduction or delay of the Companyâ€™s business activities, sales of material assets, default on its obligations, or forced insolvency. The accompanying consolidated financial statements do not contain any adjustments which might be necessary if the Company were unable to continue as a going concern. No assurance can be given that any future financing will be available or, if available, that it will be on terms that are satisfactory to the Company. Â Â We may continue to evaluate potential strategic acquisitions. To finance such strategic acquisitions, we may find it necessary to raise additional equity capital, incur debt, or both. Any efforts to seek additional funding could be made through issuances of equity or debt, or other external financing. However, additional funding may not be available on favorable terms, or at all. The capital and credit markets have experienced extreme volatility and disruption periodically and such volatility and disruption may occur in the future. If we fail to obtain additional financing when needed, we may not be able to execute our business plans which, in turn, would have a material adverse impact on our financial condition, our ability to meet our obligations, and our ability to pursue our business strategies. Â Revenue Recognition Â Revenue is recognized when the Company transfers promised goods or services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods and services and when the customer obtains control of the good or service. In this regard, revenue is recognized when: (i) the parties to the contract have approved the contract (in writing, orally, or in accordance with other customary business practices) and are committed to perform their respective obligations; (ii) the entity can identify each partyâ€™s rights regarding the goods or services to be transferred; (iii) the entity can identify the payment terms for the goods or services to be transferred; (iv) the contract has commercial substance (that is, the risk, timing, or amount of the entityâ€™s future cash flows is expected to change as a result of the contract); and (v) it is probable that the entity will collect substantially all of the consideration to which it will be entitled in exchange for the goods or services that will be transferred to the customer. Â Transaction prices are based on the amount of consideration to which we expect to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties, if any. We consider the explicit terms of the revenue contract, which are typically written and executed by the parties, our customary business practices, the nature, timing, and the amount of consideration promised by a customer in connection with determining the transaction price for our revenue arrangements. Refunds and sales returns historically have not been material. Â The Company generates revenue from (i) innovative advertising including immersive game world and experience publishing and in-game media products, (ii) content and technology through the production and distribution of our own, advertiser and third-party content, and (iii) direct to consumer offers, including in-game items, e-commerce and digital collectibles. Â The Company reports revenue on a gross or net basis based on managementâ€™s assessment of whether the Company acts as a principal or agent in the transaction and is evaluated on a transaction-by-transaction basis. To the extent the Company acts as the principal, revenue is reported on a gross basis net of any sales tax from customers, when applicable. The determination of whether the Company acts as a principal or an agent in a transaction is based on an evaluation of whether the Company controls the goods or services prior to transfer to the customer. Where applicable, the Company has determined that it acts as the principal in all of its media and advertising, publishing and content studio and direct to consumer revenue streams, except in situations where we utilize a reseller partner with respect to media and advertising sales arrangements. Â In the event a customer pays us consideration, or we have a right to an amount of consideration that is unconditional, prior to our transfer of a good or service to the customer, we reflect the contract as a contract liability when the payment is made or the payment is due, whichever is earlier. In the event we perform by transferring goods or services to a customer before the customer pays consideration or before payment is due, we reflect the contract as a contract asset, excluding any amounts reflected as a receivable. Â Media and Advertising Â Media and advertising revenue primarily consists of direct and reseller sales of our on-platform media and analytics products, and influencer marketing campaign sales to third-party brands and agencies (hereinafter, â€œBrandsâ€). Â On Platform Media Â On platform media revenue is generated from third party Brands advertising in-game on Roblox or other digital platforms, and prior to the Minehut Sale, on our Minehut Minecraft platform. Media assets include static billboards, video billboards, portals, 3D characters, Pop Ups and other media products. We work with Brands to determine the specific campaign media to deploy, target ad units and target demographics. We customize the media advertising campaign and media products with applicable branding, images and design and place the media on the various digital platforms. Media is delivered via our Super Biz Roblox platform, the Roblox Immersive Ads platform, other platforms, and prior to the Minehut Sale, on our owned and operated Minehut platform. Media placement can be based on a cost per thousand, other cost per measure, or a flat fee. Media and advertising arrangements typically include contract terms for time periods ranging from one week to two or three months in length. Â For on-platform media campaigns, we typically insert media products on-platform (in-game) to deliver to the Brand a predetermined number of impressions identified in the underlying contract. The benefit accrues to the Brand at the time that we deliver the impression on the platform, and the media product is viewed or interacted with by the on-platform user. The performance obligation for on-platform media campaigns is each impression that is guaranteed or required to be delivered per the underlying contract. Â Â Each impression is considered a good or service that is distinct under the revenue standard, and the performance obligation under our on-platform media contracts is the delivery of a series of impressions. Each impression required to be delivered in the series that we promise to transfer to the Brand meets the criteria to be a performance obligation satisfied over time, due to the fact that (1) our performance does not create an asset with an alternative use to the Company, and (2) we have an enforceable right to payment for performance completed to date per the terms of the contract. Further, the same method is used to measure our progress toward complete satisfaction of the performance obligation to transfer each distinct impression, as in the transfer of the series of impressions to the customer, which is based on actual delivery of impressions. As such, we account for the specified series of impressions as a single performance obligation. Â The delivery of the impression on platform represents the change in control of the good or service, and therefore, the Company satisfies its performance obligations and recognizes revenue based on the delivery of impressions under the contract. Â Influencer Marketing Â Influencer marketing revenue is generated in connection with the development, management and execution of influencer marketing campaigns on behalf of Brands, primarily on YouTube, Instagram and TikTok. Influencer marketing campaigns are collaborations between Super League, popular social-media influencers, and Brands, to promote a Brandsâ€™ products or services. Influencers are paid a flat rate per post to feature a Brandâ€™s product or service on their respective social media outlets. Â For influencer marketing campaigns that include multiple influencers, the customer can benefit from the influencer posts either on its own or together with other resources that are readily available to the customer. Our influencer marketing campaigns for Brands (1) incorporate a significant service of integrating the goods or services with other goods or services promised in the contract (typically additional influencer posts) into a bundle of goods or services that represent the combined output that the customer has contracted for, and (2) the goods or services are interdependent in that each of the goods or services is affected by one or more of the other goods or services in the contract which combined, create an influencer marketing campaign to satisfy the Brandâ€™s specific campaign objectives. The interdependency of the performance obligations is supported by an understanding of what a customer expects to receive as a final product with respect to an influencer marketing campaign, which is an integrated influencer marketing advertising campaign that the influencer posts create when they are combined into an overall integrated campaign. Â Our customers receive and consume the benefits of each influencerâ€™s post as the content is posted on the influencers respective social media outlet. In addition, the influencer marketing campaigns and videos created by influencers are highly customized advertising engagements, where Brand specific assets and collateral are created for the customer based on specific and customized specifications, and therefore, does not create an asset with an alternative use. Further, based on contract terms, we typically have an enforceable right to payment for performance to date during the term of the arrangement. Â We recognize revenues for influencer marketing campaigns based on input methods which recognize revenue on the basis of the entityâ€™s efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation. As such, revenues are recognized over the term of the campaign, as the influencer videos are posted, based on costs incurred to date relative to total costs for the influencer marketing campaign. Â Publishing and Content Studio Â Publishing and content studio revenue consists of revenue generated from immersive game development and custom game experiences within our owned and affiliate game worlds, and revenue generated in connection with our production, curation and distribution of entertainment content for our own network of digital channels and media and entertainment partner channels. Â Publishing Â Custom builds are highly customized branded game experiences created and built by Super League for customers on existing digital platforms such as Roblox, Fortnite, Decentraland and others. Custom builds often include the creation of highly customized and branded gaming experiences and other campaign specific media or products to create an overall customized immersive world campaign. Â Custom integrations are highly customized advertising campaigns that are integrated into and run on existing affiliate Roblox gaming experiences. Custom integrations will often include the creation of highly customized and branded game integration elements to be integrated into the existing Roblox gaming experience to the customers specifications and other campaign specific media or products. Prior to the Minehut Sale, we also created custom integrations on the digital property â€œMinehutâ€ for Brands. Â Â Our custom builds and custom integration (hereinafter, â€œCustom Programsâ€) campaign revenue arrangements typically include multiple promises and performance obligations, including requirements to design, create and launch a platform game, customize and enhance an existing game, deploy media products, and related performance measurement. Custom Programs offer a strategically integrated advertising campaign with multiple integrated components, and we provide a significant service of integrating the goods or services with other goods or services promised in the contract into a bundle of goods or services that represent the combined output or outputs that the customer has contracted for. As such, Custom Program revenue arrangements are combined into a single performance unit, as our performance does not create an asset with an alternative use to the entity and we typically have an enforceable right to payment for performance to date during the term of the arrangement. Â We recognize revenues for Custom Programs based on input methods, that recognize revenue based upon estimates of progress toward complete satisfaction of the contract performance obligations, utilizing primarily costs or direct labor hours incurred to date to estimate progress towards completion. Â Content Production Â Content

production revenue is generated in connection with our production, curation and distribution of entertainment content for our own network of digital channels and media and entertainment partner channels. We distribute three primary types of content for syndication and licensing, including: (1) our own original programming content, (2) user generated content (â€œUGCâ€), including online gameplay and gameplay highlights, and (3) the creation of content for third parties utilizing our remote production and broadcast technology. Â Content production arrangements typically involve promises to provide a distinct set of videos, creative, content creation and or other live or remote production services. These services can be one-off in nature (relatively short services periods of one day to one week) or can be specified as monthly services over a multi-month period. Â One-off and monthly content production services are distinct in that the customer can benefit from the service either on its own or together with other resources that are readily available to the customer. Further, promises to provide one-off or monthly content production services are typically separately identifiable as the nature of the promises, within the context of the contract, is to transfer each of those goods or services individually. Each monthâ€™s content production services are separate and not integrated with a prior monthâ€™s or subsequent months services and do not represent a combined output; each months content production services do not modify any other prior period content production services, and the monthly services are not interdependent or highly interrelated. Â As a result, each one-off or monthly promise to provide content production services is a distinct good or service that we promise to transfer and are therefore performance obligations. In general, content production contracts do not meet the criteria for recognition of revenues over time as the customer typically does not simultaneously receive and consume the benefits provided by our performance as we perform, our performance does not typically create or enhance an asset that the customer controls, and while our performance does not create an asset with an alternative use, we typically have a right to payment upon completion of each distinct performance obligation. Â A performance obligation is satisfied at a point in time if none of the criteria for satisfying a performance obligation over time are met. For content production arrangements, we have a right to payment and the customer has control of the good or service at the time of completion and delivery of the one-off or monthly content production services in accordance with the terms of the underlying contract. As such, revenue is recognized at the time of completion of the one-off or monthly content production services. Â Direct to Consumer Â Direct to consumer revenue primarily consists of monthly digital subscription fees, and sales of in-game digital goods. Subscription revenue is recognized in the period the services are rendered. Payments are typically due from customers at the point of sale. Â InPvP Platform Generated Sales Transactions Â Through a relationship with Microsoft, the owner of Minecraft, we operate a Minecraft server world for players playing the game on consoles and tablets. We are one of seven partner servers with Microsoft that, while â€œfree to play,â€ monetize the players through in-game micro transactions. We generate in-game platform sales revenue from the sale of digital goods, including cosmetic items, durable goods, player ranks and game modes, leveraging the flexibility of the Microsoft Minecraft Bedrock platform, and powered by the InPvP cloud architecture technology platform. Revenue is generated when transactions are facilitated between Microsoft and the end user, either via in-game currency or cash. Â InPvP revenues are generated from single transactions for various distinct digital goods sold to users in-game. Microsoft processes sales transactions and remits the applicable revenue share to us pursuant to the terms of the Microsoft agreement. Â Revenue for digital goods sold on the platform is recognized when Microsoft (our partner) collects the revenue and facilitates the transaction, including delivery of digital goods, on the platform. Revenue for such arrangements includes all revenue generated, make goods, and refunds of all transactions managed via the platform by Microsoft. Payments are made to the Company monthly based on the sales revenue generated on the platform. Â Â Revenue was comprised of the following for the three and nine months ended September 30: Â Â Â Three Months Ended September 30, Â Â Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Media and advertising Â $ 1,538,000 Â Â $ 2,886,000 Â Â $ 4,637,000 Â Â $ 6,904,000 Â Publishing and content studio Â Â 2,646,000 Â Â Â 3,960,000 Â Â Â 7,388,000 Â Â Â 7,547,000 Â Direct to consumer Â Â 247,000 Â Â Â 349,000 Â Â Â 731,000 Â Â Â 1,118,000 Â Â Â $ 4,431,000 Â Â $ 7,195,000 Â Â $ 12,756,000 Â Â $ 15,569,000 Â Revenue Recognition: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Single point in time Â 52 % Â Â 16 % Â 43 % Â Â 25 % Over time Â 48 % Â Â 84 % Â 57 % Â Â 75 % Total Â Â 100 % Â Â 100 % Â Â 100 % Â Â 100 % Â Contract assets totaled $642,000 at September 30, 2024, $546,000 at December 31, 2023, and $1,013,000 at December 31, 2022. Contract liabilities totaled $154,000 at September 30, 2024, $339,000 at December 31, 2023, and $111,000 at December 31, 2022. Â Â Â Three Months Ended September 30, Â Â Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Revenue recognized related to contract liabilities as of the beginning of the respective period Â $ - Â Â $ - Â Â $ 234,000 Â Â $ 82,000 Â Â In accordance with ASC 606-10-50-13, the Company is required to include disclosure on its remaining performance obligations as of the end of the current reporting period. Due to the nature of the Companyâ€™s contracts with customers, these reporting requirements are not applicable pursuant to ASC 606-10-50-14, as the performance obligation is part of a contract that has an original duration of one year or less. Â Seasonality. Our revenue fluctuates quarterly and is generally higher in the second half of our fiscal year, with the fourth quarter typically representing our highest revenue quarter each year. Advertising spending is traditionally seasonally strong in the second half of each year, reflecting the impact of seasonal back to school, game release and holiday season advertising spending by brands and advertisers. We believe that this seasonality in advertising spending affects our quarterly results, which generally reflect relatively higher advertising revenue in the second half of each year, compared to the first half of the year. Â Cost of Revenue Â Cost of revenue includes direct costs incurred in connection with the satisfaction of performance obligations under our revenue arrangements, including internal and third-party engineering, creative, content, broadcast and other personnel, talent and influencers, internal and third-party game developers, content capture and production services, direct marketing, cloud services, software, prizing, and revenue sharing fees. Â Advertising Â Advertising costs include the cost of ad production, social media, print media, marketing, promotions, and merchandising. The Company expenses advertising costs as incurred. Advertising costs are included in selling, marketing and advertising expense in the condensed consolidated statements of operations. Advertising expense for the three and nine months ended September 30, 2024 were $0 and $56,000, respectively. Advertising expense for the three and nine months ended September 30, 2023 were $28,000 and $50,000, respectively. Â Engineering, Technology and Development Costs Â Components of our platform are available on a â€œfree to use,â€ â€œalways on basis,â€ and are utilized and offered as an audience acquisition tool, as a means of growing our audience, engagement, viewership, players and community. Engineering, technology and development related operating expense includes the costs described below, incurred in connection with our audience acquisition and viewership expansion activities. Engineering, technology and development related operating expense includes (i) allocated internal engineering personnel expense, including salaries, noncash stock compensation, taxes and benefits, (ii) third-party contract software development and engineering expense, (iii) internal use software cost amortization expense, and (iv) technology platform related cloud services, broadband and other platform expense, incurred in connection with our audience acquisition and viewership expansion activities, including tools and product offering development, testing, minor upgrades and features, free to use services, corporate information technology and general platform maintenance and support. Â Â Accounts Receivable Â Accounts receivable are recorded at the invoice amount, less allowances for credit losses, if any, and do not bear interest. The Company provides an allowance for potential credit losses based on its evaluation of the collectability and the customersâ€™ creditworthiness. Accounts receivable are written off when they are determined to be uncollectible. As of September 30, 2024 and December 31, 2023, the allowance for expected credit losses was $200,000 and $0, respectively. Â Fair Value Measurements Â Fair value is defined as the exchange price that would be received from selling an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The Company measures financial assets and liabilities at fair value at each reporting period using a fair value hierarchy which requires the Company to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrumentâ€™s classification within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. Three levels of inputs may be used to measure fair value: Â Level 1. Quoted prices in active markets for identical assets or liabilities. Â Level 2. Quoted prices for similar assets and liabilities in active markets or inputs other than quoted prices which are observable for the assets or liabilities, either directly or indirectly through market corroboration, for substantially the full term of the financial instruments. Â Level 3. Unobservable inputs which are supported by little or no market activity and which are significant to the fair value of the assets or liabilities. Â Certain assets and liabilities are required to be recorded at fair value on a recurring basis, including derivative financial instruments, contingent consideration and warrant liabilities recorded in accordance with FASB ASC Topic 480, â€œDistinguishing liabilities from equity,â€ (â€œASC 480â€). As described in the notes below, contingent consideration, warrant liabilities and contingent interest derivatives outstanding during the periods presented are recorded at fair value. Transfers to/from Levels 1, 2, and 3 are recognized at the beginning of the reporting period. There were no transfers to/from Levels 1, 2, and 3 during the periods presented. Â Certain long-lived assets may be periodically required to be measured at fair value on a nonrecurring basis, including long-lived assets that are impaired. The fair value for other assets and liabilities such as cash, restricted cash, accounts receivable, other receivables, prepaid expense and other current assets, accounts payable and accrued expense, and liabilities to customers have been determined to approximate carrying amounts due to the short maturities of these instruments. 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 reassessed at the end of each reporting period. Equity instruments that are initially classified as equity that become subject to reclassification are reclassified to a liability at the fair value of the instrument on the reclassification date. 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. In circumstances where the embedded conversion option in a convertible instrument is required to be bifurcated and there are also other embedded derivative instruments in the convertible instrument that are required to be bifurcated, the bifurcated derivative instruments are accounted for as a single, compound derivative instrument. Â Equity-linked instruments that are deemed to be freestanding instruments issued in conjunction with preferred stock are accounted for separately. For equity linked instruments classified as equity, the proceeds are allocated based on the relative fair values of the preferred stock and the equity-linked instrument following the guidance in FASB ASC Topic 470, â€œDebt,â€ (â€œASC 470â€). Â Acquisitions Â Acquisition Method. Acquisitions that meet the definition of a business under FASB ASC Topic 805, â€œBusiness Combinations,â€ (â€œASC 805â€) are accounted for using the acquisition method of accounting. Under the acquisition method of accounting, assets acquired, liabilities assumed, contractual contingencies, and contingent consideration, when applicable, are recorded at fair value at the acquisition date. Any excess of the purchase price over the fair value of the net assets acquired is recorded as goodwill. The application of the acquisition method of accounting requires management to make significant estimates and assumptions in the determination of the fair value of assets acquired and liabilities assumed in connection with the allocation of the purchase price consideration to the assets acquired and liabilities assumed. Transaction costs associated with business combinations are expensed as incurred and are included in general and administrative expense in the consolidated statements of operations. Â Contingent consideration, representing an obligation of the acquirer to transfer additional assets or equity interests to the seller if future events occur or conditions are met, is recognized when probable and reasonably estimable. Contingent consideration recognized is included in the initial cost of the assets acquired, with subsequent changes in the recorded amount of contingent consideration recognized as an adjustment to the cost basis of the acquired assets. Subsequent changes are allocated to the acquired assets based on their relative fair value. Depreciation and/or amortization of adjusted assets are recognized as a cumulative catch-up adjustment, as if the additional amount of consideration that is no longer contingent had been accrued from the outset of the arrangement. Â Contingent consideration that is paid to sellers that remain employed by the acquirer and linked to future services is generally considered compensation cost and recorded in the statement of operations in the post-combination period. Â Â Intangible Assets Â Intangible assets primarily consist of (i) internal-use software development costs, (ii) domain name, copyright and patent registration costs, (iii) commercial licenses, (iv) developed technology acquired, (v) partner, customer, creator and influencer related intangible assets acquired and (vi) other intangible assets, which are recorded at cost (or in accordance with the acquisition method or cost accumulation methods described above) and amortized using the straight-line method over the estimated useful lives of the assets, ranging from 3 to 10 years. Â Software development costs incurred to develop internal-use software during the application development stage are capitalized and amortized on a straight-line basis over the softwareâ€™s estimated useful life, which is generally three years. Software development costs incurred during the preliminary stages of development are charged to expense as incurred. Maintenance and training costs are charged to expense as incurred. Upgrades or enhancements to existing internal-use software that result in additional functionality are capitalized and amortized on a straight-line basis over the applicable estimated useful life. Â Transfer or Sale of Intangible Assets Â Upon the sale of an intangible asset, or group of intangible assets (hereinafter, â€œnonfinancial assetsâ€), the Company initially evaluates whether the Company has a controlling financial interest in theÂ legal entityÂ that holds the nonfinancial assets by applying the guidance on consolidation. Any nonfinancial assets transferred that are held in a legal entity in which the Company does not have (or ceases to have) a controlling financial interest is further evaluated to determine whether the underlying transaction contractÂ meets all of the criteria for accounting for contract under the revenue standard. Once a contract meets all of the criteria, the Company identifies each distinct nonfinancial asset promised to a counterparty and derecognizes each distinct nonfinancial asset when the Company transfers control of the nonfinancial asset to the counterparty. The Company evaluates the point in time at which a counterparty obtains control of the nonfinancial assets, including whether or not the counterparty can direct the use of, and obtain substantially all of the benefits from, each distinct nonfinancial asset. Â If the consideration promised in a contract is variable or includes a variable amount, the Company estimates the amount of consideration to which the Company will be entitled in exchange for transferring the promised assets to a counterparty. Purchase consideration is variable if the amount the Company will receive is contingent on future events occurring or not occurring, even though the amount itself is fixed. The Company determines the total transaction price, including an estimate of any variable consideration, at contract inception and reassesses this estimate at each reporting date. The Company estimates the transaction price utilizing the expected value method. The expected value is the sum of probability-weighted amounts in a range of possible consideration amounts. Â The accounting for an arrangement with a put option depends on the amount theÂ Company must pay to the counterparty in the event the counterparty exercises the put option, and whether the counterparty has a significant economic incentive to exercise its right. The accounting for put options requires the Company to assess at contract inception, whether the counterparty has a significant economic incentive to exercise its right, including how the repurchase price compares to the expected market value of the nonfinancial assets at the date of repurchase and the amount of time until the right expires. A customer has a significant economic incentive to exercise a put option when the repurchase price is expected to significantly exceed the market value of the good at the time of repurchase. The Company accounts for a put option as a sale of an asset or group of assets with a right of return, if the repurchase price is less than the original sales price and the customer does not have a significant economic incentive to exercise its right. Â Impairment of Long-Lived Assets Â The Company assesses the recoverability of long-lived assets whenever events or changes in circumstances indicate that their carrying value may not be recoverable. Factors we consider important, which could trigger an impairment review, include the following: significant underperformance relative to expected historical or projected future operating results; significant changes in the manner of our use of the acquired assets or the strategy for our overall business; significant negative industry or economic trends; significant adverse changes in legal factors or in the business climate, including adverse regulatory actions or assessments; and significant decline in our stock price for a sustained period. In the event the sum of the expected undiscounted future cash flows resulting from the use of the asset is less than the carrying amount of the asset, an impairment loss equal to the excess of the assetâ€™s carrying value over its fair value is recorded. Â Other assets of a reporting unit that are held and used may be required to be tested for impairment when certain events trigger interim goodwill impairment tests. In such situations, other assets, or asset groups, are tested for impairment under their respective standards and the other assetsâ€™ or asset groupsâ€™ carrying amounts are adjusted for impairment before testing goodwill for impairment as described below. For the periods presented herein, management believes that there was no impairment of long-lived assets. There can be no assurance, however, that market conditions or demand for the Companyâ€™s products or services will not change, which could result in long-lived asset impairment charges in the future. Â Â Goodwill Â Goodwill represents the excess of the purchase price of the acquired business over the acquisition date fair value of the net assets acquired. Goodwill is tested for impairment at the reporting unit level (operating segment or one level below an operating segment) on an annual basis (December 31) and between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value. We consider our market capitalization and the carrying value of our assets and liabilities, including goodwill, when performing our goodwill impairment tests. We operate in one reporting segment. Â If a potential impairment exists, a calculation is performed to determine the fair value of existing goodwill.

This calculation can be based on quoted market prices and / or valuation models, which consider the estimated future undiscounted cash flows resulting from the reporting unit, and a discount rate commensurate with the risks involved. Third-party appraised values may also be used in determining whether impairment potentially exists. In assessing goodwill impairment, significant judgment is required in connection with estimates of market values, estimates of the amount and timing of future cash flows, and estimates of other factors that are used to determine the fair value of our reporting unit. If these estimates or related projections change in future periods, future goodwill impairment tests may result in charges to earnings. Â When conducting the Companyâ€™s annual or interim goodwill impairment assessment, we have the option to initially perform a qualitative evaluation of whether it is more likely than not that goodwill is impaired. The Company is also permitted to bypass the qualitative assessment and proceed directly to the quantitative test. In evaluating whether it is more likely than not that the fair value of our reporting unit is less than its carrying amount, we consider the guidance set forth in ASC 350, which requires an entity to assess relevant events and circumstances, including macroeconomic conditions, industry and market considerations, cost factors, financial performance and other relevant events or circumstances. Â Stock-Based Compensation Â Compensation expense for stock-based awards is measured at the grant date, based on the estimated fair value of the award, and is recognized as an expense, typically on a straight-line basis over the employeeâ€™s requisite service period (generally the vesting period of the equity award) which is generally two to four years. Compensation expense for awards with performance conditions that affect vesting is recorded only for those awards expected to vest or when the performance criteria are met. The fair value of restricted stock and restricted stock unit awards is determined by the product of the number of shares or units granted and the grant date market price of the underlying common stock. The fair value of stock option and common stock purchase warrant awards is estimated on the date of grant utilizing the Black-Scholes-Merton option pricing model. The Company utilizes the simplified method for estimating the expected term for options granted to employees due to the lack of available or sufficient historical exercise data for the Company for the applicable options terms. The Company accounts for forfeitures of awards as they occur. Estimates of expected volatility of the underlying common stock for the expected term of the stock option used in the Black-Scholes-Merton option pricing model are determined by reference to historical volatilities of the Companyâ€™s common stock and historical volatilities of similar companies. Â Grants of equity-based awards (including warrants) to non-employees in exchange for consulting or other services are accounted for using the grant date fair value of the equity instruments issued. Â A condition affecting the exercisability or other pertinent factors used in determining the fair value of an award that is based on an entity achieving a specified share price constitutes a market condition pursuant to FASB ASC Topic 718, â€œStock based Compensation,â€ (â€œASC 718â€). A market condition is reflected in the grant-date fair value of an award, and therefore, a Monte Carlo simulation model is utilized to determine the estimated fair value of the equity-based award. Compensation cost is recognized for awards with a market condition, provided the requisite service period is satisfied, regardless of whether the market condition is ever satisfied. Â Cancellation of an existing equity-classified award along with a concurrent grant of a replacement award is accounted for as a modification under ASC 718. Total compensation cost to be recognized in connection with a modification and concurrent grant of a replacement award is equal to the original grant date fair value plus any incremental fair value, calculated as the excess of the fair value of the replacement award over the fair value of the original awards on the cancellation date. Any incremental compensation cost related to vested awards is recognized immediately on the modification date. Any incremental compensation cost related to unvested awards is recognized prospectively over the remaining service period, in addition to the remaining unrecognized grant date fair value. Â On March 19, 2024, the Board approvedÂ that an equity pool consisting of (i) 1,692,606 shares of common stock, collectively, which amount is equivalent to ten percent of the then existing and outstanding common stock of the Company on an as-converted basis, be issued to executives of the Company in the following form, amounts and vesting conditions: (a) stock options to purchase 846,303 shares of common stock, with vesting at the rate of 1/36th per month in arrears, and exercisable at a price per share of $1.85 (collectively, the â€œ2024 Optionsâ€); and (b) restricted stock units consisting of 846,303 shares of common stock with vesting of (i) fifty percent in equal one-third increments on the first, second and third anniversaries of the restricted stock unit grant issuances, and (ii) fifty percent to be allocated equally between (a) achievement of a profitable fiscal quarter, on a net income basis, in accordance with U.S. GAAP, (b) achievement of 85% of earnings before interest, taxes, depreciation and amortization (â€œEBITDAâ€) target for fiscal year 2024, and (c) achievement of 85% of EBITDA target for fiscal year 2025 (with such fiscal year 2025 target to be approved by the Board as part of the fiscal year 2025 financial plan)(collectively, the â€œ2024 RSUsâ€). The issuance of the 2024 Options and 2024 RSUs, as described above, is contingent upon the Company receiving approval from its stockholders to increase the number of shares available under the 2014 Plan at the Companyâ€™s 2024 annual meeting of stockholders, and will be subject to cancellation in the event stockholder approval is not obtained. Â Â Modifications to Equity-Based Awards Â On January 1, 2022, the Company issued 67,500 performance stock units (â€œOriginal PSUsâ€) under the Companyâ€™s 2014 Amended and Restated Stock Option and Incentive Plan, which vest in five equal increments of 13,500 PSUs, based on satisfaction of the following vesting conditions during the three-year period commencing on January 1, 2022: (i) the Companyâ€™s stock price equaling $95.00 per share based on 60-day volume weighted average price (â€œVWAPâ€); (ii) the Companyâ€™s stock price equaling $120.00 per share based on 60-day VWAP; (iii) the Companyâ€™s stock price equaling $140.00 per share based on 60-day VWAP; (iv) the Companyâ€™s stock price equaling $160.00 per share based on 60-day VWAP; and (v) the Companyâ€™s stock price equaling $180.00 per share based on 60-day VWAP. The Original PSUs were fully expensed as of June 30, 2023. Noncash stock compensation expense related to the Original PSUs totaled $0Â and $298,000Â for the three and nine months ended September 30, 2023, respectively. Â On April 30, 2023, the Board approved the cancellation of the 67,500 Original PSUs previously granted to certain executives (four plan participants in total) under the 2014 Plan (as described above). In exchange for the cancelled Original PSUs, the executives were granted an aggregate of 67,500 PSUs, which vest, over a five-year term, upon the Companyâ€™s common stock achieving certain VWAP goals as follows: (i) 20% upon achieving a 60-day VWAP of $16.00 per share, (ii) 20% upon achieving a 60-day VWAP of $20.00 per share; (iii) 20% upon achieving a 60-day VWAP of $24.00 per share; (iv) 20% upon achieving a 60-day VWAP of $28.00 per share; and (v) 20% upon achieving a 60-day VWAP of $32.00 per share, in each case, as quoted on the Nasdaq Capital Market (â€œModified PSUsâ€). Total incremental compensation cost related to the Modified PSUs totaled $540,000 which is recognized prospectively over the implied service period, ranging from .69 years to 1.5 years, calculated in connection with the Monte Carlo simulation model used to determine the fair value of the equity awards immediately before and after the modifications. Â Noncash stock compensation expense related to the Modified PSUs totaled $28,000 and $125,000 for the three and nine months ended September 30, 2024, respectively. Noncash stock compensation expense related to the Modified PSUs totaled $131,000 and $220,000 for the three and nine months ended September 30, 2023, respectively. Â On April 30, 2023, the Board approved the cancellation of certain stock options to purchase an aggregate of 58,951 shares of the Companyâ€™s common stock previously granted to certain executives and employees (six plan participants in total) under the Companyâ€™s 2014 Amended and Restated Employee Stock Option and Incentive Plan (the â€œ2014 Planâ€), with an average exercise price of approximately $56.40. In addition, the Board approved the cancellation of certain warrants to purchase an aggregate of 26,100 shares of the Companyâ€™s common stock previously granted to certain executives and employees, with an average exercise price of approximately $199.80. In exchange for the cancelled options and warrants, certain executives and employees were granted options to purchase an aggregate of 305,000 shares of common stock under the 2014 Plan, at an exercise price of $9.80 (the closing price of the Companyâ€™s common stock as listed on the Nasdaq Capital Market on April 28, 2023, the last trading day before the approval of the awards), with one-third of the options vesting on the April 30, 2023, the grant date, with the remainder vesting monthly over the thirty-six month period thereafter, subject to continued service (â€œExecutive Grant Modificationsâ€) (collectively, â€œModified Executive Grantsâ€). The grant and exercise of the Modified Executive Grants was contingent upon the Company receiving approval from its stockholders to increase the number of shares available under the 2014 Plan, which was obtained in connection with the Companyâ€™s 2023 annual shareholder meeting in September 2023. As such, the grant date and the commencement of noncash stock compensation amortization for the Modified Executive Grants was September 7, 2023. Total incremental compensation cost related to the Modified Executive Grants totaled $347,000, $112,000 of which related to vested awards as of the modification date and was recognized as expense immediately, and $235,000 related to unvested awards which is recognized prospectively over the remaining service period of 3 years. Noncash stock compensation expense related to the Modified Executive Grants totaled $54,000 and $162,000 for the three and nine months ended September 30, 2024, respectively. Noncash stock compensation expense related to the Modified Executive Grants totaled $132,000 for the three and nine months ended September 30, 2023. Â On May 1, 2023, the Board approved the cancellation of options to purchase an aggregate of 29,224 shares of the Companyâ€™s common stock previously granted to its employees (68 plan participants in total) under the 2014 Plan, in exchange for newly issued options to purchase an aggregate of 63,900 shares of the Companyâ€™s common stock under the 2014 Plan, at an exercise price equal to the closing trading price on May 1, 2023, or $9.81, with a range of zero to one-third of the options vesting on the May 1, 2023, the grant date, dependent upon the tenure of the employee, and the remainder vesting monthly over the forty-eight month period thereafter, subject to continued service (â€œEmployee Grant Modificationsâ€)(collectively, â€œModified Employee Grantsâ€). Unrecognized compensation expense related to the original award as of the date of the Employee Grant Modifications totaled $960,000 which is recognized prospectively over the remaining service period of 4 years. Total incremental compensation cost related to the Modified Employee Grants totaled $449,000, $101,000 of which related to vested awards as of the modification date and was recognized as expense immediately, and $348,000 related to unvested awards which is recognized prospectively over the remaining service period of 4 years. Noncash stock compensation expense related to the Modified Employee Grants totaledÂ $39,000 and $135,000 for the three and nine months ended September 30, 2024, respectively. Noncash stock compensation expense related to the Modified Employee Grants totaled $56,000 and $224,000 for the three and nine months ended September 30, 2023, respectively. Â Â Total noncash stock-based compensation expense for the periods presented was included in the following financial statement line items:Â Â Â Â Three Months Â Â Nine Months Â Â Â Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Sales, marketing and advertising Â $ 124,000 Â Â $ 231,000 Â Â $ 378,000 Â Â $ 631,000 Â Engineering, technology and development Â Â 6,000 Â Â Â 14,000 Â Â Â 23,000 Â Â Â 205,000 Â General and administrative Â Â 226,000 Â Â Â 398,000 Â Â Â 585,000 Â Â Â 1,339,000 Â Total noncash stock compensation expense Â $ 356,000 Â Â $ 643,000 Â Â $ 986,000 Â Â $ 2,175,000 Â Â Financing Costs Â Specific incremental costs directly attributable to a proposed or actual offering of securities are deferred and charged against the gross proceeds of the equity financing. In the event that the proposed or actual equity financing is not completed, or is deemed not likely to be completed, such costs are expensed in the period that such determination is made. Deferred equity financing costs, if any, are included in other current assets in the accompanying condensed consolidated balance sheet. Deferred financing costs totaled $184,000 and $282,000 as of September 30, 2024 and December 31, 2023, respectively. Â Debt Modifications Â Modifications to debt obligations are initially analyzed to determine whether the modification qualifies as a troubled debt restricting (TDR). A modification is a troubled debt restructuring if both (1) the borrower is experiencing financial difficulty, and (2) the lender grants the borrower a concession. In determining if a company is experiencing financial difficulties for a TDR, as contemplated by the applicable standard, several factors are considered including whether the company is currently in payment default on any debt, if there is a high probability of future default without modification, bankruptcy considerations, or if there is substantial doubt about the companyâ€™s ability to continue as a going concern. A lender is granting a concession when the effective borrowing rate on the restructured debt is less than the effective borrowing rate on the original debt. The recognition and measurement of the impact of a TDR on the financial statements depends on whether the future undiscounted cash flows specified by the new terms are greater (gain is recorded in the statement of operations for the difference) or less (no gain is recorded in the statement of operations for the difference) than the carrying value of the debt. Â For an exchange of debt instruments or a modification of a debt instrument by a debtor and a creditor in a nontroubled debt situation, the Company initially evaluates whether the modified debt terms are "substantially different" from the original debt. An exchange of debt instruments or a modification of a debt instrument by a debtor and a creditor is deemed to have been accomplished with debt instruments that are substantially different if the present value of the cash flows under the terms of the new debt instrument is at least 10 percent different from the present value of the remaining cash flows under the terms of the original instrument. If the terms of a debt instrument are changed or modified and the cash flow effect on a present value basis is less than 10 percent, the debt instruments are not considered to be substantially different. Â If the modification is not deemed to be substantially different, the modification is accounted for as an adjustment to the carrying amount of the debt, with a recalculated effective interest rate. If the modification is deemed to be substantially different, then the modification is accounted for as an extinguishment of the original debt and issuance of new debt, requiring the recognition of a gain or loss on the extinguishment in the statement of operations. Â Transfers of Financial Assets Â The Company accounts for transfers of financial assets as sales when it has surrendered control over the related assets. Whether control has been relinquished requires, among other things, an evaluation of relevant legal considerations and an assessment of the nature and extent of the Companyâ€™s continuing involvement with the assets transferred. Gains and losses stemming from transfers reported as sales, if any, are included in the statements of income. Assets obtained and liabilities incurred in connection with transfers reported as sales are initially recognized in the balance sheet at fair value. Â Transfers of financial assets that do not qualify for sale accounting are reported as collateralized borrowings. Accordingly, the related assets remain on the Companyâ€™s balance sheet and continue to be reported and accounted for as if the transfer had not occurred. Cash proceeds from these transfers are reported as liabilities, with attributable interest expense recognized over the life of the related transactions. Commitment fees charged irrespective of drawdown activity are recognized as expense on a straight line basis over the commitment period and included in other income (expense) in the consolidated statements of operations. Refer to Note 3Â for additional information. Â Reportable Segments Â The Company utilizes the management approach to identify the Companyâ€™s operating segments and measure the financial information disclosed, based on information reported internally to the Chief Operating Decision Maker (â€œCODMâ€) to make resource allocation and performance assessment decisions. An operating segment of a public entity has all the following characteristics: (1) it engages in business activities from which it may earn revenue and incur expense; (2) its operating results are regularly reviewed by the public entityâ€™s CODM to make decisions about resources to be allocated to the segment and assess its performance: and (3) its discrete financial information is available. Based on the applicable criteria under the standard, the components of the Companyâ€™s operations are its: (1) media and advertising component, including its publishing and content studio component; and (2) the Companyâ€™s direct-to-consumer component. Â Â A reportable segment is an identified operating segment that also exceeds the quantitative thresholds described in the applicable standard. Based on the applicable criteria under the standard, including quantitative thresholds, management has determined that the Company has one reportable segment that operated primarily in domestic markets during the periods presented herein. Â Concentration of Credit Risks Â Financial instruments that potentially subject the Company to concentrations of credit risk are cash equivalents and accounts receivable.Â Cash and cash equivalents are also invested in deposits with certain financial institutions and may, at times, exceed federally insured limits. Any loss incurred or a lack of access to such funds could have a significant adverse impact on the Company's financial condition, results of operations, and cash flows. Â Risks and Uncertainties Â Concentrations. The Company had certain customers whose revenue individually represented 10% or more of the Companyâ€™s total revenue, or whose accounts receivable balances individually represented 10% or more of the Companyâ€™s total accounts receivable, and vendors whose accounts payable balances individually represented 10% or more of the Companyâ€™s total accounts payable, as follows: Â Â Â Three Months Ended September 30, Â Â Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Number of customers > 10% of revenue / percent of revenue Â Â Two / 25% Â Â Â Â Two / 36% Â Â Â Â Two / 23% Â Â Â Â - / -% Â Â Â Revenue concentrations were comprised of the following revenue categories: Â Â Â Three Months Â Â Nine Months Â Â Â Ended September 30, Â Â Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Media and advertising Â Â - % Â Â 17 % Â Â 11 % Â Â - % Publishing and content studio Â Â 25 % Â Â 19 % Â Â 12 % Â Â - % Â Â Â 25 % Â Â 36 % Â Â 23 % Â Â - % Â Â Â Â September 30, 2024 Â December 31, 2023 Â Â Â Â Â Â Â Â Â Number of customers > 10% of accounts receivable / percent of accounts receivable Â Â Three / 45% Â Three / 55% Â Number of vendors > 10% of accounts payable / percent of accounts payable Â Â One / 22% Â Two / 37% Â Â Earnings (Loss) Per Share Â Basic earnings (loss) per share is computed by dividing the income or loss by the weighted-average number of outstanding shares of common stock for the applicable period. Diluted earnings per share is computed by dividing the income or loss by the weighted-average number of outstanding shares of common stock for the applicable period, including the dilutive effect of common stock equivalents. Potentially dilutive common stock equivalents primarily consist of common stock potentially issuable in connection with the conversion of outstanding preferred stock, convertible notes payable, employee stock options, warrants issued to employees and non-employees in exchange for services and warrants issued in connection with financings. Â Common stock underlying all outstanding stock options, restricted stock units and warrants, totaling 3,782,000 and 1,044,000 at September 30, 2024 and 2023, respectively, have been excluded from the computation of diluted loss per share because the effect of inclusion would have been anti-dilutive. Common stock potentially issuable in connection with the conversion of outstanding preferred

stock totaling 11,346,000 and 4,077,000 at September 30, 2024 and 2023, respectively, have been excluded from the computation of diluted loss per share because the effect of inclusion would have been anti-dilutive. Common stock potentially issuable in connection with the exercise of outstanding additional investment rights, as described below, totaling 8,414,000 and 1,682,000 at September 30, 2024 and 2023, respectively, have been excluded from the computation of diluted loss per share because the effect of inclusion would have been anti-dilutive. Â Â A reconciliation of net loss to net loss attributable to common stockholders is as follows for the three and nine months ended September 30: Â Â Â Three Months Â Â Â Nine Months Â Â Â Ended September 30, Â Â Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Net loss Â $ (3,632,000) Â $ (2,984,000) Â $ (11,347,000) Â $ (17,056,000) Preferred Dividends paid in shares of common stock Â Â (1,694,000) Â Â - Â Â Â (3,290,000) Â Â - Â Deemed dividend on Series AA Preferred Stock â€“ down round feature Â Â - Â Â Â (6,446,000) Â Â - Â Â Â (6,446,000) Net loss attributable to common stockholders Â $ (5,326,000) Â $ (9,430,000) Â $ (14,637,000) Â $ (23,502,000) Â Modifications of Preferred Stock Instruments Â The financial statement impact of a modification or an exchange of a freestanding equity- classified written call options is recognized in the same manner as if cash had been paid as consideration. The Company considers the circumstances of modifications or exchanges of the instrument to determine whether the modification or exchange is related to a financing or other arrangement. The effect of a modification or an exchange is measured as the excess, if any, of the fair value of the modified or exchanged instrument over the fair value of that instrument immediately before it is modified or exchanged. The effect of a modificationÂ or an exchange that is directly attributable to a proposed or actual equity offering is recognized as an equity issuance cost. Â For preferred stock instruments classified as liabilities under ASC 480 (see placement agent warrants described below), the Company follows the accounting models for the modification or extinguishment of debt, which require that modifications or exchanges of preferred stock instruments classified as liabilities are considered extinguishments, with gains or losses recognized in current earnings if the terms of the new instrument and original instrument are substantially different. Â Preferred Stock Dividends Â Dividends on preferred stock paid in another class of stock are recorded at the fair value of the shares issued as a charge to retained earnings. Dividends declared on preferred stock that are payable in the Companyâ€™s common shares are deducted from earnings available to common shareholders when computing earnings per share. Dividends on preferred stock that are due, but unpaid, are reflected in accrued liabilities in the condensed consolidated balance sheet until paid. Â Certain of the Companyâ€™s outstanding preferred stock contain a conversion price down round feature subject to a contractual floor pursuant to the underlying rights in the applicable certificate of designation. Upon the occurrence of a triggering event that results in a reduction of the conversion price for an equity-classified convertible preferred stock, the Company measures the value of the effect of the feature as the difference between the fair value of the financial instrument without the down round feature, with a conversion price corresponding to the currently stated conversion price of the issued instrument, and the fair value of the financial instrument without the down round feature with a conversion price corresponding to the reduced conversion price upon the down round feature being triggered. The value of the effect of a down round feature that is triggered is recognized as a charge to retained earnings and a reduction to income available to common stockholders in the computation of earnings per share. For the three and nine months ended September 30, 2023, total charges to retained earnings as a result of the triggering of down round features related to Series AA Preferred stock totaled $6,446,000. Refer to Note 6 for additional information. Â Income Taxes Â Income taxes are accounted for using an asset and liability approach that requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been recognized in the Companyâ€™s consolidated financial statements or income tax returns. A valuation allowance is established to reduce deferred tax assets if all, or some portion, of such assets will more than likely not be realized, or if it is determined that there is uncertainty regarding future realization of such assets. Â Under U.S. GAAP, a tax position is a position in a previously filed tax return, or a position expected to be taken in a future tax filing that is reflected in measuring current or deferred income tax assets and liabilities. Tax positions are recognized only when it is more likely than not, based on technical merits, that the position will be sustained upon examination. Tax positions that meet the more likely than not thresholds are measured using a probability weighted approach as the largest amount of tax benefit being realized upon settlement. The Company considers many factors when evaluating and estimating its tax positions and tax benefits, which may require periodic adjustments, and which may not accurately forecast actual outcomes. Management believes the Company has no uncertain tax positions for the periods presented. Â Â Contingencies Â Certain conditions may exist as of the date the consolidated financial statements are issued, which may result in a loss to the Company, but which will only be resolved when one or more future events occur or fail to occur. The Companyâ€™s management, in consultation with its legal counsel as appropriate, assesses such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company, in consultation with legal counsel, evaluates the perceived merits of any legal proceedings or unasserted claims, as well as the perceived merits of the amount of relief sought or expected to be sought therein. If the assessment of a contingency indicates it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Companyâ€™s consolidated financial statements. If the assessment indicates a potentially material loss contingency is not probable, but is reasonably possible, or is probable, but cannot be estimated, then the nature of the contingent liability, together with an estimate of the range of possible loss, if determinable and material, would be disclosed. Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed. Â Recent Accounting Guidance Â Recent Accounting Pronouncements â€“ Not Yet Adopted Â In November 2023, the FASB issued Accounting Standards Update (â€œASUâ€) No. 2023-07,Â Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosuresâ€Â (â€œASU 2023-07â€) which updates required disclosures of significant reportable segment expenses that are regularly provided to the CODM and included within each reported measure of a segment's profit or loss. This standard also requires disclosure of the title and position of the individual identified as the CODM and an explanation of how the CODM uses the reported measures of a segmentâ€™s profit or loss in assessing segment performance and deciding how to allocate resources. The standard is effective for annual periods beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, though early adoption is permitted. Adoption of ASU 2023-07 should be applied retrospectively to all prior periods presented in the financial statements. The Company is currently evaluating the presentational impact of ASU 2023-07 and expects to adopt in the year ended December 31, 2024. Â In December 2023, the FASB issued ASU No. 2023-09,Â â€œIncome Taxes (Topic 740): Improvements to Income Tax Disclosuresâ€ (â€œASU 2023-09â€) whichÂ enhances the transparency and usefulness of income tax disclosures. The updates are effective for annual periods beginning after December 15, 2024 on a prospective or retrospective basis, though early adoption is permitted. The Company is currently evaluating the presentational impact of ASU 2023-09 and expects to adopt the standard in the year ended December 31, 2025. X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureTextBlockAbstract 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 25 R9.htm IDEA: XBRL DOCUMENT v3.24.3 Note 3 - Intangible Assets 9 Months Ended Sep. 30, 2024 Notes to Financial Statements Â Intangible Assets Disclosure [Text Block] 3. INTANGIBLE ASSETS Â Intangible assets consisted of the following: Â Â Â September 30, 2024 Â Â December 31, 2023 Â Â Weighted Average Amortization Period (Years) Â Partner and customer relationships Â $ 7,645,000 Â Â $ 7,645,000 Â Â Â 6.5 Â Capitalized software development costs Â Â 4,755,000 Â Â Â 5,912,000 Â Â Â 3.0 Â Capitalized third-party game property costs Â Â 500,000 Â Â Â 500,000 Â Â Â 5.0 Â Developed technology Â Â 3,931,000 Â Â Â 3,931,000 Â Â Â 5.0 Â Influencers/content creators Â Â 2,559,000 Â Â Â 2,559,000 Â Â Â 4.5 Â Trade name Â Â 209,000 Â Â Â 209,000 Â Â Â 5.0 Â Domain Â Â 68,000 Â Â Â 68,000 Â Â Â 10.0 Â Copyrights and other Â Â 745,000 Â Â Â 825,000 Â Â Â 5.5 Â Â Â Â 20,412,000 Â Â Â 21,649,000 Â Â Â 5.0 Â Less: accumulated amortization Â Â (15,714,000) Â Â (15,013,000) Â Â Â Â Intangible assets, net Â $ 4,698,000 Â Â $ 6,636,000 Â Â Â Â Â Â Amortization expense included in operating expense for the three and nine months ended September 30, 2024 totaled $610,000 and $1,896,000, respectively. Amortization expense included in operating expense for the three and nine months ended September 30, 2023 totaled $1,228,000 and $3,832,000, respectively. Amortization expense included in cost of revenue for the three and nine months ended September 30, 2023 totaled $0 and $31,000, respectively. Â Â The Company expects to record amortization of intangible assets for the year ending December 31, 2024 and future fiscal years as follows: Â For the years ending December 31, Â Â Â Â 2024 remaining Â $ 553,000 Â 2025 Â Â 2,129,000 Â 2026 Â Â 1,246,000 Â 2027 Â Â 520,000 Â 2028 Â Â 237,000 Â Thereafter Â Â 13,000 Â Â Â $ 4,698,000 Â Â Sale of Minehut Â On February 29, 2024, the Company sold its Minehut Assets to GamerSafer in a transaction approved by the board of directors of the Company. Pursuant to the GS Agreement entered into by and between GamerSafer, the Company will receive $1.0 million of purchase consideration for the Minehut Assets, which amount will be paid by GamerSafer in revenue and royalty sharing over a multiple-year period, as described in the GS Agreement. Other than with respect to the GS Agreement, there is no relationship between the Company or its affiliates with GamerSafer or its affiliates. The transaction allows Super League to streamline its position in partnering with major brands to build, market, and operate 3D experiences across multiple immersive platforms, including open gaming powerhouses like Minecraft, and aligns with the Companyâ€™s cost improvement initiatives. Super League and GamerSafer will maintain a commercial relationship which ensures that Minehut can remain an ongoing destination available to Super Leagueâ€™s partners. The carrying value of Minehut related assets totaled $475,000 as of February 26, 2024, comprised of total carrying costs of $1,671,000, net of accumulated amortization of $1,196,000, and historically were included in intangible assets, net in the condensed consolidated balance sheet. Â The Company recorded a receivable for the total estimated purchase consideration totaling $619,000, of which $224,000 was initially included in prepaid expense and other current assets and $395,000 is included in other receivables in noncurrent assets, and recognized a gain on sale of the Minehut Assets totaling $144,000, which is included in other income in the condensed consolidated statement of operations. The Purchase Consideration in the GS Agreement is variable pursuant to the guidance set forth in ASC 606. Under ASC 606, purchase consideration is variable if the amount the Company will receive is contingent on future events occurring or not occurring, even though the amount itself is fixed. As such, the Company estimated the amount of consideration to which the Company will be entitled, in exchange for transferring the Minehut Assets to GamerSafer, utilizing the expected value method which is the sum of probability-weighted amounts in a range of possible consideration outcomes over the applicable contractual payment period, resulting in an estimated receivable of $619,000. Amounts collected over and above the estimated purchase consideration recorded at contract inception, if any, will be recognized as additional gains on the sale of Minehut Assets when realized in future periods, up to the $1.0 million stated contractual amount of purchase consideration. During the three and nine months ended September 30, 2024, the Company calculated royalties due from GamerSafer pursuant to the GS Agreement totaling $46,000 and $209,000, respectively. Â In the event GamerSafer does not make royalty or shortfall payments in the amount of $1.0 million by December 31, 2028 (â€œPayment Deadlineâ€), GamerSafer shall assign and transfer all of the purchased assets back to the Company. In the event that GamerSafer determines in good faith that the acquisition of the assets and the operation of GamerSaferâ€™s related Minehut business becomes operationally unsustainable for any reason, GamerSafer reserves the right, at its sole discretion, to terminate operations (the â€œTerminationâ€). In the event a Termination occurs prior to the Purchase Consideration being paid in full, then in such event GamerSafer shall promptly assign all Minehut Assets and back to the Company. Â Disposal of intangible assets Â During the three months ended June 30, 2023,Â the Company assigned the intangible assets originally acquired in connection with the Companyâ€™s acquisition of Bannerfy in fiscal year 2021, to the original sellers. The assets were disposed of in connection with managementâ€™s review of operations and decision to allocate resources elsewhere. As a result, the Company recorded a write-off of net developed technology related intangible assets acquired in connection with the acquisition of Bannerfy totaling $2,284,000, which is included in â€œLoss on intangible asset disposalâ€ in the accompanying condensed consolidated statement of operations for the three and six months ended June 30, 2023. Developed technology related intangibles asset acquisition costs were reduced $3,069,000, and related accumulated depreciation was reduced $785,000, in connection with the disposal of the intangible asset. Â X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureTextBlockAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for all or part of the information related to intangible assets. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/350-30/tableOfContentReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-4Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-3Reference 4: 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 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/985-20/tableOfContent + Details Name: us-gaap_IntangibleAssetsDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 26 R10.htm IDEA: XBRL DOCUMENT v3.24.3 Note 4 - Acquisitions 9 Months Ended Sep. 30, 2024 Notes to Financial Statements Â Business Combination Disclosure [Text Block] 4. ACQUISITIONS Â Acquisition of Melon, Inc. Â On May 4, 2023 (â€œMelon Acquisition Dateâ€), Super League entered into an Asset Purchase Agreement (the â€œMelon Purchase Agreementâ€) with Melon, Inc., a Delaware corporation (â€œMelonâ€), pursuant to which the Company acquired substantially all of the assets of Melon (the â€œMelon Assetsâ€) (the â€œMelon Acquisitionâ€). The consummation of the Acquisition (the â€œMelon Closingâ€) occurred simultaneously with the execution of the Purchase Agreement. Melon is a development studio building innovative virtual worlds in partnership with powerful consumer brands across music, film, TV, sports, fashion and youth culture. The acquisition of Melon further strengthens the Companyâ€™s position as a one-stop solutions provider and strategic operating partner for brands and businesses seeking to expand and activate communities throughout the gaming metaverse. Â At the Melon Closing, the Company paid an aggregate total of $900,000 to Melon (the â€œMelon Closing Considerationâ€), of which $150,000 was paid in cash, and the remaining $750,000 was paid in the form of shares of the Companyâ€™s common stock (with a closing date fair value of $722,000), valued at $9.64 (the â€œClosing Share Priceâ€), the VWAP, as quoted on the Nasdaq Capital Market, for the five (5) trading days immediately preceding May 4, 2023. Refer to the table below for calculation of the fair value of consideration paid. Â Â Pursuant to the terms and subject to the conditions of the Purchase Agreement, up to an aggregate of $2,350,000 (the â€œMelon Contingent Considerationâ€) will be payable to Melon in connection with the achievement of certain revenue milestones for the period from the Melon Closing until December 31, 2023 (the â€œMelon First Earnout Periodâ€) in the amount of $1,000,000, and for the year ending December 31, 2024 (the â€œMelon Second Earnout Periodâ€) in the amount of $1,350,000 (the â€œMelon Second Earnout Periodâ€ and the â€œMelon First Earnout Periodâ€ are collectively referred to as the â€œMelon Earnout Periodsâ€). The Melon Contingent Consideration is payable in the form of cash and common stock, with $600,000 of the aggregate Melon Contingent Consideration being payable in the form of cash, and $1,750,000 payable in the form of common stock, valued at the greater of (a) the Closing Share Price, and (b) the VWAP for the five trading days immediately preceding the end of each respective Melon Earnout Period. Â Additionally, pursuant to the Melon Purchase Agreement, the Company entered into employment agreements with two former key Melon employees (â€œKey Melon Employeesâ€), pursuant to which the Key Melon Employees were granted inducement awards consisting of restricted stock unit awards (â€œRSUsâ€) to acquire an aggregate of 103,780 shares of the Companyâ€™s common stock. The awards were granted pursuant to terms and conditions fixed by the Compensation Committee of the Board and as an inducement material to each new employee entering employment with Super League in accordance with Nasdaq Listing Rule 5635I(4). Of the 103,780 RSUs: (A) 41,512 of the RSUs will vest in 25 equal monthly installments beginning on May 4, 2023, and on the first of each calendar month, subject to the applicable employeeâ€™s continued service with Super League on each such vesting date; and (B) 62,268 of the RSUs will vest as follows: (i) 25% will vest upon the achievement of certain net revenue targets for the fiscal year ending December 31, 2024, to be determined by the Board in its discretion; (ii) 25% upon the achievement of certain net revenue targets for the fiscal year ending December 31, 2025, to be determined by the Board in its sole discretion; (iii) 25% upon Super Leagueâ€™s common stock maintaining a minimum closing price of at least $30.00 over a rolling 30 consecutive trading day period, as quoted on the Nasdaq Capital Market; and (iv) 25% upon Super Leagueâ€™s common stock maintaining a minimum closing price of at least $50.00 over a rolling 30 consecutive trading day period, as quoted on the Nasdaq Capital Market. The vesting of the RSUs will accelerate upon a change of control of the Company. In addition, upon (Y) the Companyâ€™s termination of the employment of the respective employee

without cause, or (Z) the respective employees resignation for good reason, the RSUs will continue to vest as if (Y) or (Z) had not occurred. The RSUs are subject to the terms and conditions of the RSU agreement covering each grant. Â The Acquisition was approved by the board of directors of each of the Company and Melon and was approved by the sole stockholder of Melon. Â In accordance with the acquisition method of accounting, the financial results of Super League presented herein include the financial results of Melon subsequent to the Melon Closing Date. Disclosure of revenue and net loss for Melon on a stand-alone basis for the applicable periods presented is not practical due to the integration of Melon activities, including sales, products, advertising inventory, resource allocation and related operating expense, with those of the consolidated Company upon acquisition, consistent with Super League operating in one reporting segment. Â The Company determined that the Melon Acquisition constitutes a business acquisition as defined by ASC 805. Accordingly, the assets acquired, and liabilities assumed in the transaction were recorded at their estimated acquisition date fair values, while transaction costs associated with the acquisition, totaling approximately $47,000, were expensed as incurred pursuant to the acquisition method of accounting in accordance with ASC 805. Super Leagueâ€™s preliminary purchase price allocation was based on an evaluation of the appropriate fair values of the assets acquired and liabilities assumed and represents managementâ€™s best estimate based on available data. Fair values are determined based on the requirements of ASC 820. Â Â The following table summarizes the determination of the fair value of the purchase price consideration paid in connection with the Melon Acquisition, as of the Melon Closing Date: Â Cash consideration Â Â Â Â Â $ 150,000 Â Equity considerationâ€“ shares of common stock Â Â 77,833 Â Â Â Â Â Super League closing stock price per share on the Melon Closing Date Â $ 9.28 Â Â Â Â Â Fair value of equity consideration issued Â $ 722,000 Â Â Â 722,000 Â Fair value of contingent consideration Â Â Â Â Â 1,350,000 Â Fair value of total consideration paid Â Â Â Â Â $ 2,222,000 Â Â The purchase price allocation was based upon an estimate of the fair value of the assets acquired and the liabilities assumed by the Company in connection with the Melon Acquisition, as of the Melon Closing Date, as follows: Â Â Â Amount Â Assets Acquired and Liabilities Assumed: Â Â Â Â Accounts receivable and other assets Â $ 36,000 Â Liabilities assumed Â Â (188,000) Identifiable intangible assets Â Â 510,000 Â Identifiable net assets acquired Â Â 358,000 Â Goodwill Â Â 1,864,000 Â Total purchase price Â $ 2,222,000 Â Â The following table presents details of the fair values of the acquired intangible assets of Melon: Â Â Â Estimated Useful Life (in years) Â Â Amount Â Developed technology Â Â 5 Â Â $ 250,000 Â Developer relationships Â Â 2 Â Â Â 50,000 Â Customer relationships Â Â 6 Â Â Â 190,000 Â Trade names / trademarks Â Â 0.5 Â Â Â 20,000 Â Total intangible assets acquired Â Â Â Â Â $ 510,000 Â Â Contingent consideration is recorded as a liability in the accompanying consolidated balance sheets in accordance with ASC 480, which requires freestanding financial instruments where the Company must or could settle the obligation by issuing a variable number of its shares, and the obligationâ€™s monetary value is based solely or predominantly on variations in something other than the fair value of the Companyâ€™s shares, to be recorded as a liability at fair value and re-valued at each reporting date, with changes in the fair value reported in the consolidated statements of operations. The estimated fair value of the Melon Contingent Consideration was $538,000 at December 31, 2023. The fair value of the Melon Contingent Consideration on the respective valuation dates was determined utilizing a Monte Carlo simulation model and measured using Level 3 inputs, as described at Note 2. Assumptions utilized in connection with utilization of the Monte Carlo simulation model for the periods presented included risk free interest rates ranging from 4.04 % to 5.35%, volatility rates ranging from 70% to 85%, and discount rate of 30%. Â The change in fair value, which is included in contingent consideration expense in the condensed consolidated statement of operations for the applicable periods present was comprised of the following:Â Â Â Â Three Months Â Â Nine Months Â Â Â Ended September 30, Â Â Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Beginning balance Â $ 336,000 Â Â $ 1,432,000 Â Â $ 538,000 Â Â $ - Â Contingent Consideration â€“ Initial accrual â€“ May 2023 Â Â - Â Â Â - Â Â Â - Â Â Â 1,350,000 Â Change in fair value(3) Â Â (68,000) Â Â (750,000) Â Â (148,000) Â Â (668,000) Contingent consideration payments (2) Â Â - Â Â Â - Â Â Â (122,000) Â Â - Â Accrued contingent consideration(1) Â $ 268,000 Â Â $ 682,000 Â Â $ 268,000 Â Â $ 682,000 Â Â (1) As of September 30, 2024, the accrual for the Second Earn Out Period includedÂ 84,211Â shares of common stock valued at $0.62, the closing price of our common stock as of September 30, 2024, Â Â (2) In May 2024, the Company paid Melon Accrued Contingent consideration related to the Melon First Earn Out Period, comprised of $32,000 of cash payments and payment of 72,118 shares of our common stock valued at $90,000. Â (3) Reflected in the condensed consolidated statement of operations for the applicable period. Â Aggregated amortization expense related to intangible assets acquired in connection with the Melon Acquisition for the three and nine months ended September 30, 2024 totaled $27,000 and $80,000, respectively. Aggregated amortization expense related to intangible assets acquired in connection with the Melon Acquisition for the three and nine months ended September 30, 2023 totaled $37,000 and $60,000, respectively. Â Goodwill represents the excess of the purchase price of the acquired business over the acquisition date fair value of the net assets acquired. Goodwill recorded in connection with the Melon Acquisition is primarily attributable to expected synergies from combining the operations and assets of Super League and Melon, and also includes residual value attributable to the assembled and trained workforce acquired in the acquisition. Â Management is primarily responsible for determining the fair value of the tangible and identifiable intangible assets acquired and liabilities assumed as of the Melon Closing Date. Management considered a number of factors, including reference to a preliminary independent analysis of estimated fair values solely for the purpose of allocating the purchase price to the assets acquired and liabilities assumed. The analysis included a preliminary discounted cash flow analysis which estimated the future net cash flows expected to result from the respective assets acquired as of the Melon Closing Date. A discount rate consistent with the risks associated with achieving the estimated net cash flows was used to estimate the present value of future estimated net cash flows. The Company is in the process of finalizing the estimates and assumptions developed in connection with the independent analysis of estimated fair values of intangible assets acquired solely for the purpose of allocating the purchase price to the assets acquired and liabilities assumed. Any adjustments to the fair values of intangible assets acquired, or estimates of economic useful lives of the intangible assets acquired, could impact the carrying value of those assets and related goodwill, as well as the estimates of periodic amortization of intangible assets acquired to be reflected in the statement of operations. Â The fair values of the acquired intangible assets, as described above, was determined using the following methods: Â Description Â Valuation Method Applied Valuation Method Description Â Assumptions Â Â Â Â Â Â Â Customer relationships Â Multi-Period Excess Earnings Method â€œMPEEâ€) under the Income Approach Â MPEEM is an application of the DCF Method, whereby revenue derived from the intangible asset is estimated using the overall business revenue, adjusted for attrition, obsolescence, cost of goods sold, operating expense, and taxes. Required returns attributable to other assets employed in the business are subtracted. The â€œexcessâ€Â earnings are attributable to the intangible asset and are discounted to present value at a rate of return to estimate the fair value of the intangible asset. Â Discount rate: 30.0%; Forecast period: 6.7 years; Attrition Rate: 30.0%. Â Â Â Â Â Â Â Trade names / trademarks Â Relief-from-Royalty Method under the Income Approach Â Under the Relief-from-Royalty method, the royalty savings is calculated by estimating a reasonable royalty rate that a third-party would negotiate in a licensing agreement. Such royalties are most commonly expressed as a percentage of total revenue involving the technology. Â Forecast period: 8.0 months; Royalty Rate: 1.0%; Discount Rate: 30.0%. Â Â Â Â Â Â Â Non-Compete agreements Â Differential Cash Flows Â The Differential Cash Flows Approach is a version of the income approach that values an intangible asset as the present value of the cash flows that a company would lose if they did not have the asset in place. The differential cash flow is calculated as the difference between the cash flow assuming competition and the cash flow without competition. Â Competition Probability: 30.0%; Revenue impact: 20.0%; Discount Rate: 30.0%; Term 2.16 years. Â Â Â Â Â Â Â Developed technology Â Replacement Cost Method Â In the Replacement Cost Method, value is estimated by determining the current cost of replacing an asset with one of equivalent economic utility. The premise of the approach is that a prudent investor would pay no more for an asset than the amount for which the utility of the asset could be replaced. Â Rate of Return: 30.0%; Discount rate: 30.0%; Replacement period: 3.0 months. Â Â For tax purposes, consistent with the accounting for book purposes, the Melon Closing Consideration was allocated to the assets acquired and liabilities assumed based on their estimated fair values as of the acquisition date, with the excess purchase price allocated to goodwill. As a result, no deferred tax assets or liabilities were recorded with the acquisition and all of the goodwill is expected to be deductible for tax purposes. Â The following unaudited pro forma combined results of operations for the periods presented are provided for illustrative purposes only. The unaudited pro forma combined statements of operations for the three and nine months ended September 30, 2023 and 2022, assume the acquisition occurred as of January 1, 2022. The unaudited pro forma combined financial results do not purport to be indicative of the results of operations for future periods or the results that actually would have been realized had the entities been a single entity during these periods. Â Â Â Three Months Ended Â Â Nine Months Ended Â Â Â September 30, Â Â September 30, Â Â Â 2023 Â Â 2022 Â Â 2023 Â Â 2022 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Revenue Â $ 7,195,000 Â Â $ 5,234,000 Â Â $ 16,284,000 Â Â $ 14,592,000 Â Net Loss Â Â (3,011,000) Â Â (53,591,000) Â Â (17,877,000) Â Â (71,516,000) Â Pro forma adjustments primarily relate to the amortization of identifiable intangible assets acquired over the estimated economic useful life as described above, the exclusion of nonrecurring transaction costs, the exclusion of depreciation related to tangible and intangible assets of Melon existing immediately prior to the Melon Acquisition Date, and adjustments related to administrative redundancies. Â Acquisition of Super Biz â€“ Contingent Consideration Â On October 4, 2021 (â€œSuper Biz Closing Dateâ€), the Company entered into an Asset Purchase Agreement (the â€œSuper Biz Purchase Agreementâ€) with Super Biz Co. and the founders of Super Biz (the â€œFoundersâ€), pursuant to which the Company acquired (i) substantially all of the assets of Super Biz (the â€œSuper Biz Assetsâ€), and (ii) the personal goodwill of the Founders regarding Super Bizâ€™s business, (the â€œSuper Biz Acquisitionâ€). The consummation of the Super Biz Acquisition (the â€œSuper Biz Closingâ€) occurred simultaneously with the execution of the Super Biz Purchase Agreement on the Super Biz Closing Date. Â Pursuant to the terms and subject to the conditions of the Super Biz Purchase Agreement, up to an aggregate amount $11.5 million will be payable to Super Biz and the Founders in connection with the achievement of certain revenue milestones for the period from the Super Biz Closing Date until December 31, 2022 (â€œInitial Earn Out Periodâ€) and for the fiscal year ending December 31, 2023 (the â€œSuper Biz Second Earn Out Periodâ€) (â€œSuper Biz Earn Out Periodsâ€). The Super Biz Contingent Consideration is payable in the form of both cash and shares of the Companyâ€™s common stock, in equal amounts, as more specifically set forth in the Super Biz Purchase Agreement. Â The Company hired the Founders of Super Biz in connection with the Super Biz Acquisition. Pursuant to the provisions of the Super Biz Purchase Agreement, in the event that a Founder ceases to be an employee during any of the Super Biz Earn Out Periods, as a consequence of his resignation without good cause, or termination for cause, the Super Biz Contingent Consideration will be reduced by one-half (50%) for the respective Super Biz Earn Out Periods, if and when earned. Under ASC 805, a contingent consideration arrangement in which the payments are automatically forfeited if employment terminates is considered to be compensation for post-combination services, and not acquisition consideration. As such, the Super Biz Contingent Consideration, is accounted for as post-combination services and expensed in the period that payment of any amounts of contingent consideration is determined to be probable and reasonably estimable. Contingent consideration is recorded as a liability in the accompanying condensed consolidated balance sheets in accordance with ASC 480, which requires freestanding financial instruments where the company must or could settle the obligation by issuing a variable number of its shares, and the obligation's monetary value is based solely or predominantly on variations in something other than the fair value of the company's shares, to be recorded as a liability at fair value and re-valued at each reporting date, with changes in the fair value reported in the condensed consolidated statements of operations. Â Â The change in accrued Super Biz Contingent Consideration and the related income statement impact for the periods presented was comprised of the following: Â Â Â Three Months Â Â Nine Months Â Â Ended September 30, Â Â Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Beginning balance Â $ 1,765,000 Â Â $ 709,000 Â Â $ 1,670,000 Â Â $ 3,206,000 Â Accrued contingent consideration(3) Â Â - Â Â Â Â 351,000 Â Â Â 142,000 Â Â Â 1,073,000 Â Change in fair value(3) Â Â - Â Â Â (63,000) Â Â (9,000) Â Â 141,000 Â Contingent consideration Payments(2) Â Â - Â Â Â - Â Â Â (38,000) Â Â (3,423,000) Issuance of Super Biz Note (as described below) Â Â (1,765,000) Â Â - Â Â Â (1,765,000) Â Â - Â Accrued contingent consideration(1) Â $ - Â Â $ 997,000 Â Â $ - Â Â $ 997,000 Â Â (1) As of September 30, 2024, reflects the cash portion of the Super Biz Second Earn Out Period related contingent consideration payable. As of September 30, 2023, the accrual included 16,636 shares of common stock valued at $1.74, the closing price of our common stock as of the applicable period end date. (2) In May 2024, the Company paid accrued contingent consideration related to the Super Biz Second Earn Out Period, comprised of 30,330 shares of our common stock valued at $38,000. In April 2023, the Company paid accrued contingent consideration related to the Initial Earn Out Period, comprised of $2.9Â million of cash payments and payment ofÂ 987,973Â shares of our common stock valued at $548,000. (3) Reflected in the condensed consolidated statement of operations for the applicable period Â Issuance of Promissory Note. In August 2024, the Company issued an unsecured promissory note to the Founders in connection with the remaining Super Biz Second Earn Out Period accrued contingent consideration outstanding, with a principal amount totaling approximately $1.8 million, whereby the Company is obligated to pay the outstanding contingent consideration on the following repayment terms (â€œSuper Biz Noteâ€): Â Â (i) upon receipt of new equity funding in the aggregate amount of $3.0 million or more subsequent to the date of the Super Biz Note, in one transaction or series of transactions, the Super Biz Note shall be repaid with interest in four (4) equal monthly installments commencing on the initial closing date of such equity funding; Â (ii) upon receipt of new equity funding in the aggregate amount of $5.0 million or more subsequent to the date of the Super Biz Note, in one transaction or series of transactions, the Super Biz Note shall be repaid with interest in three (3) equal monthly installments commencing on the initial closing date of such equity funding; Â (iii) upon new equity funding received by the Company in the aggregate amount of $7.0 million or more subsequent to the date of the Super Biz Note, in one transaction or series of transactions, the Super Biz Note shall be repaid with interest in two (2) equal monthly installments commencing on the initial closing date of such equity funding; or Â (iv) in the event none of subsections 2(i)-(iii) occur, then the Super Biz Note shall be repaid in full on June 1, 2025 (the â€œMaturity Dateâ€). Â Interest accrues on the outstanding principal at the rate of 8.5% per annum, and accrues until the earlier of (i) repayment of the Super Biz Note in full, or (ii) the Maturity Date; provided, however, during the existence of an event of default, as defined in the Super Biz Note, interest shall accrue on all outstanding principal at the contractual default rate, as defined in the Super Biz Note. Super Biz Note related interest expense for the three and nine months ended September 30, 2024 totaled $25,000 and $25,000, respectively. Â All outstanding principal and accrued interest may be prepaid by the Company prior to the Maturity Date at the election of the Company. Upon the occurrence of any event of default, as defined in the Super Biz Note, the Founders may at any time declare all unpaid obligations to be immediately due and payable. Â Restricted Common Stock Issuance. In addition, in connection with the issuance of the Super Biz Note, during the period commencing January 2, 2025 and concluding on January 6, 2025, the Company will issue 98,438 shares of the Companyâ€™s common stock to the Founders. Â The issuance of the Super Biz Note in exchange for the related accrued contingent consideration balance was accounted for as an extinguishment of the original liability due to the fact that the present value of the cash flows under the terms of Super Biz Note was determined to be at least 10 percent different from the present value of the remaining cash flows under the terms of the original obligation. As a result, a gain on extinguishment totaling $336,000 was recorded in the statement of operations, and credited to additional paid in capital (included in â€œOtherâ€ in the consolidated statement of stockholderâ€™s equity), for the three and nine months ended September 30, 2024, primarily comprised of the fair value of the 98,438 shares of restricted stock (based on closing price of our common stock on the date of issuance of the Super Biz Note) to be issued, as described above. Â The default interest provision included in the Super Biz Note represents an embedded derivative with a fair value of $171,000 as of August 1, 2024, the date of issuance of the Super Biz Note. The fair value of the derivative liability is included in the September 30, 2024 balance sheet under the caption â€œPromissory note â€“ contingent consideration,â€ and is required to be marked to market at each balance sheet. The change in fair value of the derivative liability was not material for the three and nine months ended September 30, 2024. Â X - DefinitionThe entire disclosure for a business combination (or series of individually immaterial business combinations) completed during the period, including background, timing, and recognized assets and liabilities. The disclosure may include leverage buyout transactions (as applicable). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-5Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 805 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/805/tableOfContent + Details Name: us-gaap_BusinessCombinationDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureTextBlockAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 27 R11.htm IDEA: XBRL DOCUMENT v3.24.3 Note 5 - Debt 9 Months Ended Sep. 30, 2024 Notes to Financial Statements Â Debt Disclosure [Text Block] 5. DEBT Â Accounts Receivable Financing Facility Â Super League Enterprise, Inc. and certain of its subsidiaries (collectively with the Company, the â€œBorrowersâ€), entered into a Financing and Security Agreement (the â€œSLR Agreementâ€) with SLR Digital Finance, LLC (â€œLenderâ€), effective December 17, 2023 (the â€œFacility Effective Dateâ€). Pursuant to the SLR Agreement, Lender may, from time to time and in its sole discretion, make certain cash advances to the Company (each an â€œAdvanceâ€, and collectively, â€œAdvancesâ€), against the

face amounts of certain uncollected accounts receivable of the Borrowers on an account-by-account basis (each, a â€œFinanced Accountâ€, and collectively, the â€œAccountsâ€), at a rate of 85% multiplied by the face value of such Account (the â€œAdvance Rateâ€), less any reserved funds and any other amounts due to Lender from Borrowers, up to a maximum aggregate Advance amount of $4,000,000 (the â€œMaximum Amountâ€)(collectively, the â€œAR Facilityâ€). Upon receipt of any Advance, Borrowers will have assigned all of its rights in such receivables and all proceeds thereof. The proceeds received from the Facility will be used to fund general working capital needs. Â Â The SLR Agreement is effective for 24 months from the Facility Effective Date (the â€œTermâ€), automatically extends for successive Terms (each, a â€œRenewal Termâ€), and the Borrowersâ€™ are obligated to pay the Lender an early termination fee in the event the SLR Agreement is terminated under certain circumstances prior to the end of any Term or Renewal Term, as more specifically set forth in the SLR Agreement. Â In connection with the AR Facility, the Company agreed to, among other things, (i) pay a finance fee equal to 2% of the Maximum Amount, payable in 24 equal monthly installments on the last day of each month of the Term until paid in full, (ii) pay a servicing fee equal to 0.30% multiplied by the actual average daily amount of Advances outstanding at the time of determination (the â€œOutstanding Amountâ€) for the applicable month, on the last day of each calendar month during the Term (or so long as any obligations arising under the SLR Agreement are outstanding); (iii) be charged a monthly financing fee (the â€œFinancing Feeâ€), due upon receipt of full payment of a Financed Account by Lender, equal to 1/12 of (a) the prime rate plus 2% (the â€œFacility Rateâ€), multiplied by (b) the amount of the Outstanding Amount; and (iv) utilize the facility such that the monthly average aggregate Advances outstanding is at $400,000 (the â€œMinimum Utilizationâ€). In the event that Borrowerâ€™s monthly utilization is less than the applicable Minimum Utilization for any month, the Financing Fee for such month shall be calculated as if the applicable Minimum Utilization has been satisfied. Â The SLR Agreement imposes various restrictions on the activities of the Borrowers, including a prohibition on fundamental changes to the Company or its subsidiaries (including certain consolidations, mergers and sales and transfers of assets, and limitations on the ability of the Borrowers to grant liens upon their property or assets). The SLR Agreement includes standard Events of Default (as defined in the SLR Agreement), and provide that, upon the occurrence of certain events of default, Lender may, among other things, immediately collect any obligation owing to Lender under the SLR Agreement, cease advancing money to the Borrowers, take possession of any collateral, and/or charge interest at a rate equal to the lesser of (i) 6% above the Facility Rate, and (ii) the highest default rate permitted by applicable law. Â As security for the full and prompt payment and performance of any obligations arising under the SLR Agreement, the Borrowers granted to Lender a continuing first priority security interest in all the assets of the Borrowers. The SLR Agreement also provides for customary provisions, including representations, warranties and covenants, indemnification, waiver of jury trial, arbitration, and the exercise of remedies upon a breach or default. Â Transfers of financial assets that do not qualify for sale accounting are reported as collateralized borrowings. Financing and servicing fees calculated with reference to amounts advanced under the AR Facility are included in interest expense. The commitment fee, based on the maximum facility amount and payable irrespective of drawdowns, is expensed on a straight line basis over the term of the AR Facility and included in other income (expense) in the consolidated statement of operations. Â Total amounts advanced under the AR Facility for the nine months ended September 30, 2024 totaled $1,033,000. Total repayments of advances under the AR Facility for the nine months ended September 30, 2024 totaled $1,833,000. Interest expense for the three and nine months ended September 30, 2024 totaled $19,000 and $52,000, respectively. Commitment fee expense for the three and nine months ended September 30, 2024 totaled $10,000 and $30,000, respectively. Â Convertible Notes Payable at Fair Value Â On May 16, 2022, the Company entered into a Securities Purchase Agreement (the â€œSPAâ€) with three institutional investors (collectively, the â€œNote Holdersâ€) providing for the sale and issuance of a series of senior convertible notes in the aggregate original principal amount of $4,320,000, of which 8% is an original issue discount (â€œOIDâ€) (each, a â€œNote,â€ and, collectively, the â€œNotes,â€ and such financing, the â€œNote Offeringâ€). The Notes accrued interest at a guaranteed annual rate of 9% per annum, were set to mature 12 months from the date of issuance, and were convertible at the option of the Note Holders into that number of shares of the Companyâ€™s common stock, equal to the sum of the outstanding principal balance, accrued and unpaid interest, and accrued and unpaid late charges (the â€œConversion Amountâ€), divided by $80.00 (the â€œConversion Priceâ€), subject to adjustment upon the occurrence of certain events as more specifically set forth in the Note, as amended. In the event of the occurrence of an event of default, the Note Holders may, at the Note Holderâ€™s option, convert all, or any part of, the Conversion Amount into shares of common stock at 90% of the lowest volume weighted average price of the ten trading days preceding the date for which the price is being calculated. Â In addition, the Company was required to redeem all or a portion of the Notes under certain circumstances, and, in the event the Company consummated a subsequent equity financing, then the Note Holders had the right, but not the obligation, to require the Company to use 50% of the gross proceeds raised from such sale to redeem all or any portion of the Conversion Amount then remaining under the Notes, in cash, at a price equal to the Conversion Amount being redeemed. Â The Notes were issued with an original issue discount of $320,000, or 8%, which was recorded as an adjustment to the carrying amount of the Notes. The original issue discount was amortized using the interest method over the contractual term of the Notes and reflected as interest expense in the statement of operations. At December 31, 2022, the balance of the original issue discount was $40,000. Amortization of original issue discount for the three and nine months ended September 30, 2023 totaled $0 and $40,000, respectively. Â Â Interest paid during the three months ended March 31, 2023 totaled $180,000. At December 31, 2022, the remaining principal balance of the Notes totaled $539,000, and accrued interest totaled $180,000, both of which were paid in full during the three months ended March 31, 2023. As of March 31, 2023, all amounts of principal and interest under the Notes were fully paid, resulting in a Convertible note payable and accrued interest balance of $0. Â 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 X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureTextBlockAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 28 R12.htm IDEA: XBRL DOCUMENT v3.24.3 Note 6 - Stockholders' Equity and Equity-linked Instruments 9 Months Ended Sep. 30, 2024 Notes to Financial Statements Â Equity [Text Block] 6. STOCKHOLDERSâ€™ EQUITY AND EQUITY-LINKED INSTRUMENTS Â Reverse Stock Split Â On September 7, 2023, the Company filed the 2023 Second Amendment to the Companyâ€™s Charter, to effect a reverse stock split of the Companyâ€™s issued and outstanding shares of common stock at a ratio of 1-for-20 (the â€œReverse Splitâ€). The Reverse Split was approved by the Companyâ€™s Board of Directors on July 5, 2023, and approved by the stockholders of the Company on September 7, 2023. The 2023 Second Amendment became effective on September 11, 2023. The Companyâ€™s shares began trading on a Reverse Split-adjusted basis on the Nasdaq Capital Market on September 11, 2023. Â As a result of the Reverse Split, every 20 shares of the Companyâ€™s issued and outstanding common stock was automatically combined and converted into one issued and outstanding share of common stock. No fractional shares of common stock were issued as a result of the Reverse Split. Instead, in lieu of any fractional shares to which a stockholder of record would otherwise be entitled as a result of the Reverse Split, the Company paid cash (without interest) equal to the value of such fractional share. The Reverse Split did not modify the rights or preferences of the common stock. Â All references to common stock, warrants to purchase common stock, options to purchase common stock, restricted stock, share data, per share data and related information contained in the financial statements have been retroactively adjusted to reflect the effect of the Reverse Split for all periods presented. Â Preferred Stock Â The Companyâ€™s initial certificate of incorporation authorized 5,000,000 shares of preferred stock, par value $0.001 per share. In October 2016, the Companyâ€™s Board of Directors and a majority of the holders of the Companyâ€™s common stock approved an amendment and restatement of the certificate of incorporation which, in part, eliminated the authorized preferred stock. In August 2018, the Board of Directors approved a second amendment and restatement of the Companyâ€™s amended and restated certificate of incorporation (the â€œAmended and Restated Charterâ€) to, in part, increase the Companyâ€™s authorized capital to a total of 110.0 million shares, including 10.0 million shares of newly created preferred stock, par value $0.001 per share (â€œPreferred Stockâ€), authorize the Board of Directors to fix the designation and number of each series of Preferred Stock, and to determine or change the designation, relative rights, preferences, and limitations of any series of Preferred Stock. The Amended and Restated Charter was approved by a majority of the Companyâ€™s stockholders in September 2018, and was filed with the State of Delaware in November 2018. All references in the accompanying consolidated financial statements to Preferred Stock have been restated to reflect the Amended and Restated Charter. Â Common Stock Â The Amended and Restated Charter also increased the Companyâ€™s authorized capital to include 100.0 million shares of common stock, par value $0.001, and removed the deemed liquidation provision, as such term is defined in the Amended and Restated Charter. Each holder of common stock is entitled to one vote for each share of common stock held at all meetings of stockholders. Â On May 30, 2023, the Company filed the 2023 First Amendment to its Charter, increasing the number of authorized shares of common stock from 100,000,000 to 400,000,000. The Companyâ€™s Board of Directors approved the 2023 First Amendment on March 17, 2023, and the Company obtained the approval of the 2023 First Amendment by written consent of its stockholders holding greater than 50% of the voting securities of the Company on April 5, 2023. Â Â Equity Financings Â Convertible Preferred Stock Â On the dates set forth in the table below, we entered into subscription agreements with accredited investors in connection with the sale of newly designated Series of Convertible Preferred Stock, each series having a $0.001 par value and a $1,000 purchase price (â€œStated Valueâ€), hereinafter collectively referred to as â€œConvertible Preferred Stock, and the individual offerings of preferred stock referred to by the combination of â€œSeriesâ€ and the specific letter designation of each series (i.e. â€œSeries A Preferred Stock Offeringâ€ refers to the Series A preferred stock offering, and â€œSeries A Preferred Stockâ€ refers to Series A convertible preferred stock), and each series of Convertible Preferred Stock issued, collectively referred to as â€œPreferred Stock Offerings,â€ as follows (rounded to the nearest thousands, except preferred share and conversion price data): Â Â Â Â Â Preferred Stock Â Â Â Â Â Â Proceeds Â Â Conversion Shares - Common Stock Â Â Other Â Series Designation Â Closing Date Â Conversion Prices(2)(3)(4) Â Â Shares Purchased/ Issued in Exchange(6) Â Â Conversions / Exchanges Â Â Outstanding - September 30, 2024 Â Â Gross Proceeds Â Â Fees Â Â Net Proceeds Â Â Original Â Â Conversions / Exchanges(5) Â Â September 30, 2024 Â Â Placement Agent Warrants(1) Â Â Â November 22, 2022 Â $ 12.40 Â Â Â 5,359 Â Â Â (4,919) Â Â 440 Â Â $ 5,359,000 Â Â $ 697,000 Â Â $ 4,662,000 Â Â Â 432,000 Â Â Â (397,000) Â Â 35,000 Â Â Â 62,000 Â A-2 Â November 28, 2022 Â $ 13.29 Â Â Â 1,297 Â Â Â (834) Â Â 463 Â Â Â 1,297,000 Â Â Â 169,000 Â Â Â 1,128,000 Â Â Â 98,000 Â Â Â (63,000) Â Â 35,000 Â Â Â 14,000 Â A-3 Â November 30, 2022 Â $ 13.41 Â Â Â 1,733 Â Â Â (1,418) Â Â 315 Â Â Â 1,733,000 Â Â Â 225,000 Â Â Â 1,508,000 Â Â Â 129,000 Â Â Â (106,000) Â Â 23,000 Â Â Â 18,000 Â A-4 Â December 22, 2022 Â $ 7.60 Â Â Â 1,934 Â Â Â (1,554) Â Â 380 Â Â Â 1,934,000 Â Â Â 251,000 Â Â Â 1,683,000 Â Â Â 254,000 Â Â Â (204,000) Â Â 50,000 Â Â Â 36,000 Â A-5 Â January 31, 2023 Â $ 11.09 Â Â Â 2,299 Â Â Â (1,519) Â Â 780 Â Â Â 2,299,000 Â Â Â 299,000 Â Â Â 2,000,000 Â Â Â 207,000 Â Â Â (137,000) Â Â 70,000 Â Â Â 30,000 Â AA Â April 19, 2023 Â $9.43/$1.89 Â Â Â 7,680 Â Â Â (3,981) Â Â 3,699 Â Â Â 7,680,000 Â Â Â 966,000 Â Â Â 6,714,000 Â Â Â 4,072,000 Â Â Â (2,111,000) Â Â 1,961,000 Â Â Â 114,000 Â AA-2 Â April 20, 2023 Â $10.43/$2.09 Â Â Â 1,500 Â Â Â (1,500) Â Â - Â Â Â 1,500,000 Â Â Â 130,000 Â Â Â 1,370,000 Â Â Â 719,000 Â Â Â (719,000) Â Â - Â Â Â 13,000 Â AA-3 Â April 28, 2023 Â $9.50/$1.90 Â Â Â 1,025 Â Â Â (1,000) Â Â 25 Â Â Â 1,025,000 Â Â Â 133,000 Â Â Â 892,000 Â Â Â 539,000 Â Â Â (526,000) Â Â 13,000 Â Â Â 15,000 Â AA-4 Â May 5, 2023 Â $9.28/$1.86 Â Â Â 1,026 Â Â Â (526) Â Â 500 Â Â Â 1,026,000 Â Â Â 133,000 Â Â Â 893,000 Â Â Â 553,000 Â Â Â (283,000) Â Â 270,000 Â Â Â 16,000 Â AA-5 Â May 26, 2023 Â $10.60/$2.12 Â Â Â 550 Â Â Â (500) Â Â 50 Â Â Â 550,000 Â Â Â 72,000 Â Â Â 478,000 Â Â Â 259,000 Â Â Â (236,000) Â Â 23,000 Â Â Â 7,000 Â AAA Â November 30, 2023 Â $ 1.67 Â Â Â 9,388 Â Â Â (1,513) Â Â 7,875 Â Â Â 9,388,000 Â Â Â 645,000 Â Â Â 8,743,000 Â Â Â 5,608,000 Â Â Â (904,000) Â Â 4,704,000 Â Â Â 466,000 Â AAA-2 Â December 22, 2023 Â $ 1.71 Â Â Â 5,334 Â Â Â (2,126) Â Â 3,208 Â Â Â 5,334,000 Â Â Â 357,000 Â Â Â 4,977,000 Â Â Â 3,119,000 Â Â Â (1,243,000) Â Â 1,876,000 Â Â Â 452,000 Â AAA-Junior Â June 26, 2024 Â $ 1.25 Â Â Â 1,210 Â Â Â - Â Â Â 1,210 Â Â Â 1,210,000 Â Â Â 145,000 Â Â Â 1,065,000 Â Â Â 968,000 Â Â Â - Â Â Â 968,000 Â Â Â 140,000 Â AAA-Junior - 2 Â July 10, 2024 Â $ 1.25 Â Â Â 551 Â Â Â - Â Â Â 551 Â Â Â 551,000 Â Â Â 66,000 Â Â Â 485,000 Â Â Â 441,000 Â Â Â - Â Â Â 441,000 Â Â Â 64,000 Â AAA-Junior - 3 Â September 20, 2024 Â $ 1.25 Â Â Â 697 Â Â Â - Â Â Â 697 Â Â Â 697,000 Â Â Â 84,000 Â Â Â 613,000 Â Â Â 558,000 Â Â Â - Â Â Â 558,000 Â Â Â 81,000 Â AAA-Junior â€“ 4(7) Â September 30, 2024 Â $ 1.25 Â Â Â 399 Â Â Â - Â Â Â 399 Â Â Â 399,000 Â Â Â 48,000 Â Â Â 351,000 Â Â Â 319,000 Â Â Â - Â Â Â 319,000 Â Â Â 46,000 Â Â Â Â Â Â Â Â Â 41,982 Â Â Â (21,390) Â Â 20,592 Â Â $ 41,982,000 Â Â $ 4,420,000 Â Â $ 37,562,000 Â Â Â 18,275,000 Â Â Â (6,929,000) Â Â 11,346,000 Â Â Â 1,574,000 Â Â (1) Pursuant to the terms of the Placement Agent Agreements, we agreed to issue to the Placement Agent, following the final closing under the individual Preferred Stock Offerings (effective as of the respective individual series closing dates), five-year

warrants to purchaseÂ 14.5% of the shares of common stock issuable upon conversion of the respective series of Convertible Preferred Stock sold in the respective Preferred Stock Offering, at an exercise price equal to the applicable Preferred Stock Offering conversion price. (2) The Conversion price for Series AA Preferred Stock outstanding as of August 23, 2023, totaling 10,706 shares of Series AA Preferred Stock, was adjusted to $2.60 as a result of the Series AA Down Round Feature described below. (3) The Conversion prices for the Series AA Preferred Stock outstanding as of November 30, 2023, totaling 7,322 shares of Series AA Preferred Stock, were adjusted to the conversion prices shown in the table above, as a result of the Series AA Down Round Feature described below. (4) The triggering of the Down Round Feature for the Series AA Preferred Stock, occurring in August 2023, resulted in a deemed dividend totaling $6,446,000, which was charged to retained earnings in the September 30, 2023 consolidated balance sheet. (5) As adjusted to reflect reduction in conversion prices as a result of the Series AA Down Round Feature, described below. (6) Series AAA and Series AAA-2 totals include 4,011 and 2,356 preferred shares, respectively, issued in connection with the Exchange Agreements described below. (7) A portion of the proceeds received subsequent to September 30, 2024. Receivable totaling $300,000 included in additional paid in capital as of September 30, 2024. Â Convertible Preferred Stock Preferences, Rights and Limitations â€“ General Â Certificates of Designation. In connection with each of the Preferred Stock Offerings, the Company filed Certificates of Designation of Preferences, Rights and Limitations of each series with the State of Delaware. Use of net proceeds included working capital, general corporate purposes, and certain indebtedness (Series A Preferred only), including sales and marketing activities and product development. Â Conversion Feature. Each share of preferred stock is convertible into such number of shares of the Companyâ€™s common stock equal to the number of preferred shares to be converted, multiplied by the Stated Value, divided by the conversion price in effect at the time of the conversion, subject to adjustment in the event of stock splits, stock dividends, certain fundamental transactions and future issuances of equity securities, as described herein. In addition, on the one-year anniversary of the respective filing date, the Company may, in its discretion, convert (y) 50% of the outstanding shares of Preferred into the Companyâ€™s common stock if the VWAP of such common stock over the previous 10 days as reported on the NASDAQ Capital Market equals at least 250% of the conversion price, or (z) 100% of the outstanding shares of Series AAA Preferred into the Companyâ€™s common stock if the VWAP equals at least 300% of the conversion price. The conversion price is equal to the â€œMinimum Price,â€ as defined in NASDAQ Rule 5635(d)(1), on the Preferred Stock Offering closing date. In addition, Series A Preferred Stock outstanding will automatically convert into shares of common stock at the Conversion Price upon the earlier of (a) the 24-month anniversary of the effective date or (b) the consent to conversion by holders of at least 51% of the outstanding shares of Series A Preferred. Â Â Voting Rights. Each individual series of preferred stock shall vote together with the common stock on an as-converted basis, and not as a separate class, subject to the primary market limitations, except that holders of each individual series of preferred stock shall vote as a separate class with respect to (a) amending, altering, or repealing any provision of the respective seriesâ€™ Certificate of Designation in a manner that adversely affects the powers, preferences or rights of the series, (b) increasing the number of authorized shares of the series, (c) authorizing or issuing an additional class or series of capital stock that ranks senior to or pari passu with the existing series with respect to the distribution of assets on liquidation, or (d) entering into any agreement with respect to the foregoing. In addition, no holder of a series of preferred stock shall be entitled to vote on any matter presented to the Companyâ€™s stockholders relating to approving the conversion of such holderâ€™s series of preferred stock into an amount in excess of the primary market limitations. Â Dividends.Â Holders of preferred stock, excluding holders of the Series AAA, AAA-2, AAA-3 and AAA-4 Junior preferred stock (collectively, â€œSeries AAA Junior Preferred Stockâ€), will be entitled to receive dividends, subject to the beneficial ownership and primary market limitations, payable in the form of that number of shares of common stock equal to 20% of the shares of common stock underlying the preferred stock then held by such holder on the 12 and 24 month anniversaries of the respective filing date. Holders of the Series AAA Junior Preferred Stock will be entitled to receive dividends, subject to the beneficial ownership and primary market limitations, payable in the form of that number of shares of Common Stock equal to 20% of the shares of Common Stock underlying the Series AAA Junior Preferred Stock then held by such holder on the 30-day, 60-day, and 90-day anniversaries of the filing Date. Â In addition, subject to the beneficial ownership and primary market limitations, holders of preferred stock will be entitled to receive dividends equal, on an as-if-converted to shares of common stock basis, and in the same form as dividends actually paid on shares of the common stock when, as, and if such dividends are paid on shares of the common stock. Notwithstanding the foregoing, to the extent that a holderâ€™s right to participate in any dividend in shares of common stock to which such holder is entitled would result in such holder exceeding the beneficial ownership and primary market limitations, then such holder shall not be entitled to participate in any such dividend to such extent and the portion of such shares that would cause such holder to exceed the beneficial ownership and primary market limitations shall be held in abeyance for the benefit of such holder until such time, if ever, as such holderâ€™s beneficial ownership thereof would not result in such holder exceeding the beneficial ownership and primary market limitations. Â Liquidation Preferences. Upon any dissolution, liquidation or winding up, whether voluntary or involuntary, holders of preferred stock (together with any Parity Securities (as defined in the respective Certificates of Designations) will be entitled to first receive distributions out of the Companyâ€™s assets in an amount per share equal to the preferred stock Stated Value plus all accrued and unpaid dividends, whether capital or surplus before any distributions shall be made on any shares of common stock (after the payment to any senior security, if any). Â Registration Rights. The Company and the investors in the Preferred Stock Offerings (including the Exchange) also executed separate registration rights agreements, pursuant to which the Company filed registration statements on Form S-3 as follows: 1) File No. 333-281936 with respect to Series AAA Junior Preferred and Series AAA-2 Junior Preferred, effective September 18, 2024;2) File No. 333-277974 with respect to Series AAA Preferred, effective May 8, 2024; 3) File No. 333-273282 with respect to Series AA Preferred, effective August 1, 2023; and 4) File No. 333-271424 with respect to Series A Preferred effective, June 5, 2023. Â Placement Agent Fees. The Company sold and/or exchanged the shares of preferred stock pursuant to placement agency agreements (the â€œPlacement Agency Agreementsâ€) with Aegis Capital Corporation, a registered broker dealer, which acted as the Companyâ€™s exclusive placement agent (the â€œPlacement Agentâ€) for each series of the Preferred Stock Offerings and the Exchange (as described below). Pursuant to the terms of the Placement Agency Agreements, in connection with the Preferred Stock Offerings and the Exchange, the Company paid the Placement Agent an aggregate cash fee and non-accountable expense allowance as described in the table above by series, and have or will issue to the Placement Agent or its designees warrants (the â€œPlacement Agent Warrantsâ€) to purchase common stock at the amounts and conversion prices disclosed in the table above. With respect to shares of Series AAA Preferred Stock issued in connection with the Exchange, the Placement Agent exchanged previously issued placement agent warrants to purchase 88,403 shares of common stock of the Company that were issued in connection with the Series A and Series AA Preferred Stock offerings, at exercise prices ranging from $7.60 to $13.41 per share, for new placement agent warrants to purchase a total of 347,428 shares of common stock at an exercise price of $1.674 per share and 199,778 shares of common stock at an exercise price of $1.71 per share. Â The Company also granted the Placement Agent the right of first refusal, in connection with the Series AA and Series AAA offerings, to serve as the Companyâ€™s lead or co-placement agent for any private placement of the Companyâ€™s securities (equity or debt) that is proposed to be consummated with the assistance of a registered broker dealer, which expired in July 2024. Â The Placement Agent shall also earn fees and be issued additional Placement Agent Warrants with respect to any securities issued pursuant to the Additional Investment Rights described herein. No further additional investment rights shall be granted to investors that exercise the Additional Investment Rights. Â Â The following additional terms vary across the applicable series of Convertible Preferred Stock as follows: Â Term Series AAA and AAA Junior Preferred Series AA Preferred Series A Preferred Voting Rights â€“ Certain Indebtedness Holders shall vote as a separate class with respect to authorizing, creating, incurring, assuming, guaranteeing or suffering to exist any indebtedness for borrowed money of any kind outside of certain loans not to exceed $5,000,000 and accounts payable in the ordinary course of business, or entering into any agreement with respect to the foregoing. Holders shall vote as a separate class with respect to authorizing, creating, incurring, assuming, guaranteeing or suffering to exist any indebtedness for borrowed money of any kind outside of accounts payable in the ordinary course of business, or entering into any agreement with respect to the foregoing. Holders shall vote as a separate class with respect to authorizing, creating, incurring, assuming, guaranteeing or suffering to exist any indebtedness for borrowed money of any kind in excess of $5 million, or entering into any agreement with respect to the foregoing. Additional Investment Rights (â€œAIRsâ€) Subject to the approval by a majority of the voting securities of the Company (the â€œStockholder Approvalâ€), pursuant to the Subscription Agreements, Series AAA and AAA Junior Preferred Stock holders shall have the right to purchase shares of a newly designated series of preferred stock of the Company containing comparable terms (except for adjustments to the Conversion Price based on future equity issuances) as the applicable series of preferred stock (the â€œSeries AAA Additional Investment Rightâ€) from the date the SEC declares the related registration statement to be filed with the SEC pursuant to the applicable Registration Rights Agreement (as defined below) effective, to the date that is 18 months thereafter, for an additional dollar amount equal to the applicable initial investment amount at $1,000 per share (the â€œOriginal Issue Priceâ€), with a conversion price equal to the original conversion price of the applicable series of preferred stock. No further additional investment rights shall be granted to investors that exercise the Series AAA Additional Investment Rights. Pursuant to the Subscription Agreements, purchasers that (a) previously held shares of the Companyâ€™s Series A Preferred Stock, par value $0.001 per share, or (b) purchased at least $3.5 million in shares of Series AA Preferred Stock (subject to the acceptance of such lesser amounts in the Companyâ€™s sole discretion), shall have the right to purchase shares of a newly designated series of preferred stock of the Company containing comparable terms as the Series AA Preferred Stock (the â€œSeries AA Additional Investment Rightâ€) from the date of each respective closing through the date that is 18 months thereafter as follows: (i) such investor may purchase an additional dollar amount equal to its initial investment amount at $1,000 per share (the â€œAA Original Issue Priceâ€), with a conversion price equal to the conversion price in effect on the date of original purchase; and (ii) such investor may purchase an additional dollar amount equal to its initial investment amount at the AA Original Issue Price, with a conversion price equal to 125% of the respective conversion price in effect on the date of original purchase. Not applicable Down Round Feature Subject to the effectiveness of the Stockholder Approval, for twenty-four (24) months after the Filing Date, and subject to certain carveouts as described in the Series AAA Certificates of Designation, if the Company conducts an offering at a price per share less than the then effective conversion price (the â€œFuture Offering Priceâ€) consisting of common stock, convertible or derivative instruments, then in such event the conversion price of the Series AAA Preferred Stock shall be adjusted to the Future Offering Price, but not less than the Conversion Price Floor (as defined in the Series AAA Certificate of Designations). For as long as Series AA Preferred Stock remains outstanding and subject to certain carveouts as described in the Series AA Certificates of Designations, if the Company conducts an offering at a price per share less than the then current conversion price (the â€œFuture Offering Priceâ€) consisting of common stock, convertible or derivative instruments, and undertaken in an arms-length third party transaction, then in such event the conversion price of the Series AA Preferred Stock shall be adjusted to the greater of: (a) the Future Offering Price and (b) the Conversion Price Floor (â€œÂ Series AA Down Round Featureâ€); and (ii) if as of the 24-month anniversary date of April 19, 2023, the VWAP for the five trading days immediately prior to such 24-month anniversary date is below the then current conversion price, the holder will receive a corresponding adjustment to the then conversion price, such adjustment not to exceed the Conversion Price Floor. Not applicable Â Exchange Agreements Â In connection with the closing of the Series AAA Preferred rounds described above, the Company entered into certain Series A Exchange Agreements (the â€œSeries A Agreementsâ€) and Series AA Exchange Agreements (the â€œSeries AA Agreementsâ€, and collectively with the Series A Agreements, the â€œSeries Exchange Agreementsâ€), with certain holders (the â€œHoldersâ€) of the Companyâ€™s Series A Preferred Stock, and Series AA Preferred Stock, pursuant to which the Holders exchanged an aggregate of 6,367 shares of Series A Preferred and/or Series AA Preferred, for an aggregate of 6,367 shares of Series AAA Preferred (the â€œExchangeâ€). The Exchange closed concurrently with the closing of the Series AAA Preferred Stock Offerings. Â Common Stock Purchase Warrants Â Series AAA Junior-3 and Series AAA Junior-4 Warrants. The Series AAA Junior-3 and Series AAA Junior-4 subscription agreements entered into in September 2024, included the sale of an aggregate of 1,096 units (the â€œUnitsâ€), each Unit consisting of (i) one share of newly designated Series AAA-3 Junior Convertible Preferred Stock or Series AAA-4 Junior Convertible Preferred Stock, as reflected in the table above, and (ii) a warrant to purchase 1,000 shares of the Companyâ€™s common stock (the â€œSeptember 2024 Series AAA Junior InvestorÂ Warrantsâ€), at a purchase price of $1,000 per Unit, for aggregate gross proceeds to the Company of approximately $1,096,000. Â The Investor Warrants are exercisable at $1.00 per share at the option of the holder, subject to adjustment, are exercisable immediately upon issuance and expire three years from the respective issue dates of the Units, subject to certain beneficial ownership limitations. The Investor Warrants contain customary adjustments in the event of stock splits, stock dividends and other corporate events, and contain price-based anti-dilution protections. Any price-based anti-dilution adjustments are conditioned on, and subject to, stockholder approval. Â Â The September 2024 Series AAA Junior Investor Warrant agreements also contain a provision that states that, upon exercise of the warrant by an investor, if for any reason the company fails to deliver the shares by the settlement date, the investor can require the company to make a cash payment (â€œBuy-In Provisionâ€). The cash payment would be based on the amount (if any) that the investor lost by having to purchase shares in the open market because of the companyâ€™s failure to deliver the shares. Â As a result of the Buy-In Provision, the ability to deliver shares upon exercise of the Investor Warrants in every circumstance is generally not within the control of the Company as contemplated by the accounting standards, and thus, a partial cash settlement may be required outside of the Companyâ€™s control. As such, the September 2024 Series AAA Junior InvestorÂ Warrants do not meet the requirements for equity classification, and therefore, the fair value of the September 2024 Series AAA Junior InvestorÂ Warrants are recorded as a liability on the consolidated balance sheet and re-valued at each reporting date, with changes in the fair value reported in the consolidated statements of operations. Refer to the table below. Â Placement Agent Warrants. The Placement Agent Warrants issued in connection with the Series A Preferred Stock, Series AA Preferred Stock and Series AAA Preferred Stock (including the Exchange), described above, include provisions that are triggered in the event of the occurrence of a Fundamental Transaction, as defined in the underlying warrant agreement, which contemplates the potential for certain transactions that result in a third-party acquiring more than 50% of the outstanding shares of common stock of the Company for cash or other assets. Given the existence of multiple classes of voting stock for the Company, as described above, the Fundamental Transaction provisions in the warrant agreements could result in a 50% or more change in ownership of outstanding common stock, without a 50% change in voting interests. As such, the Placement Agent Warrants are not eligible for the scope exception under ASC 815, and therefore, the fair value of the Placement Agent Warrants are recorded as a liability on the consolidated balance sheet and re-valued at each reporting date, with changes in the fair value reported in the consolidated statements of operations. Refer to the table below. Â The fair value and change in the fair value of the warrant liability, measured using Level 3 inputs, and the related income statement impact was comprised of the following for the applicable periods presented: Â Â Â Three Months Â Â Nine Months Â Â Â Ended September 30, Â Â Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Series AAA Junior-3 and Series AAA Junior-4 Warrants: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Beginning balance Â $ - Â Â $ - Â Â $ - Â Â $ - Â Initial fair value of warrant liability â€“ grant date(1) Â Â 346,000 Â Â Â - Â Â Â 346,000 Â Â Â - Â Change in fair value Â Â 14,000 Â Â Â - Â Â Â 14,000 Â Â Â - Â Subtotal - Fair value of warrant liability - Series AAA Junior -3 and Series AAA Junior â€“ 4 Warrants Â Â 360,000 Â Â Â - Â Â Â 360,000 Â Â Â - Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Placement Agent Warrants: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Beginning balance Â $ 665,000 Â Â $ 1,764,000 Â Â $ 1,571,000 Â Â $ - Â Initial fair value of warrant liability â€“ grant date(1) Â Â 134,000 Â Â Â - Â Â Â 134,000 Â Â Â 2,804,000 Â Change in fair value Â Â (212,000) Â Â (1,512,000) Â Â (1,118,000) Â Â (2,552,000) Subtotal - Fair value of warrant liability â€“ Placement Agent Warrants Â Â 587,000 Â Â Â 252,000 Â Â Â 587,000 Â Â Â 252,000 Â Total fair value of warrant liability Â $ 947,000 Â Â $ 252,000 Â Â $ 947,000 Â Â $ 252,000 Â Â (1) Estimated fair value on the date of issuance. Â The fair value of the warrants described above was estimated using the Black-Scholes-Merton option pricing model and the following weighted-average assumptions for the applicable dates:Â Â Â Â May 26, Â Â December 22, Â Â December 31, Â Â September 30, Â Â Â 2023 Â Â 2023 Â Â 2023 Â Â 2024 Â Expected Volatility Â Â 95 % Â Â 98 % Â Â 98 % Â Â 98 % Riskâ€“free interest rate Â Â 3.88 % Â Â 3.87 % Â Â 3.84 % Â Â 3.58 % Dividend yield Â Â - % Â Â - % Â Â - % Â Â - % Expected life of options (in years) Â Â 5.0-5.19 Â Â Â 5.0 Â Â Â 4.5-5.0 Â Â Â 3.0-5.0 Â Â Â Preferred Stock Dividends Â During the three and nine months ended September 30, 2024, the Company paid common stock dividends on outstanding preferred stock, as follows: Â Series Designation Â Date Â Dividend Shares Â Â Fair Value Shares Issued (1) Â Series A-5 Â January 31, 2024 Â Â 2,166 Â Â $ 4,000 Â Series AA Â April 19, 2024 Â Â 476,271 Â Â Â 661,000 Â Â Â July 23, 2024 Â Â 158,860 Â Â Â 216,000 Â Series AA-3 Â April 29, 2024 Â Â 41,159 Â Â Â 60,000 Â Â Â July 23, 2024 Â Â 38,527 Â Â Â 52,000 Â Series AA-4 Â May 6, 2024 Â Â 55,497 Â Â Â 77,000 Â Â Â July 23, 2024 Â Â 1,616 Â Â Â 2,000 Â Series AA-5 Â May 30, 2024 Â Â 51,887 Â Â Â 65,000 Â Â Â July 23, 2024 Â Â 47,170 Â Â Â 64,000 Â Series AAA Â July 23, 2024 Â Â 432,025 Â Â Â 587,000 Â Series AAA-2 Â July 23, 2024 Â Â 490,295 Â Â Â 666,000 Â Series AAA-Junior Â July 26, 2024 Â Â 193,600 Â Â Â 273,000 Â Â Â August 26, 2024 Â Â 193,600 Â Â Â 240,000 Â Â Â September 24, 2024 Â Â 193,600 Â Â Â 126,000 Â Series AAA-Junior - 2 Â August 9, 2024 Â Â 88,160 Â Â Â 97,000 Â Â Â September 9, 2024 Â Â 88,160 Â Â Â 100,000 Â Â Â Â Â Â

2,552,593 Â Â $ 3,290,000 Â Â Â (1) Fair valued based on the closing price of the Companyâ€™s common stock on the respective common stock dividend payment date. Â Dividend Acceleration. In June and July 2024, certain existing holders of Series A, AA and AAA Preferred Stock executed Series AAA Junior Preferred Stock Offering related dividend acceleration agreements (â€œ2024 Dividend Acceleration Agreementsâ€) pursuant to which, in exchange for participation in the Series AAA Junior Preferred Stock Offering at or above a predefined threshold, all applicable remaining common stock dividends related to their existing Series A, AA and / or AAA Preferred Stock holdings were accelerated. A total ofÂ 1,168,493Â shares of common stock dividends (included in the table above)Â were paid in July 2024 pursuant to the 2024 Dividend Acceleration Agreements, with a fair value of $1,589,000, based on the closing price of the Companyâ€™s common stock on the date of issuance, which is reflected as a charge to accumulated deficit for the nine months ended September 30, 2024. Â Modifications to Series AA Additional Investment Rights Â In June 2024, certain holders of Series AA Preferred Stock with outstanding Additional Investment Rights arising from the Series AA Preferred Stock Offering (â€œSeries AA AIRsâ€), in exchange for certain Series AAA Junior Preferred Stock Offering related approvals, received (i) a six (6) month extension of the exercise period of such Series AA AIRs; and (ii) an adjustment to the conversion prices for such Series AA AIRs, to the existing conversion price floors for each respective subseries of Series AA Preferred Stock, as described in the table above. In addition, a three-month extension to the term of the Additional Investment Rights issued to holders of Series AAA Preferred Stock (â€œSeries AAA AIRsâ€)(the issuance of such Series AAA AIRs being subject to approval of stockholders), such that the Series AAA AIRs shall expire 21-months from the final closing of Series AAA Preferred Stock Offering. Â In connection with the modifications to the Series AA AIRs described above, Series AA AIRs with initial underlying common shares totaling 642,962, were modified as described above, resulting in an incremental increase in fair value totaling $294,000 which was charged to additional paid in capital as a Series AAA Junior Preferred Stock Offering financing costs in June 2024. As a result of the reduction of the Series AA AIRs conversion price, total common shares underlying the modified Series AA AIRs increased to 3,215,232 shares. Â In September 2024, remaining holders of Series AA Preferred Stock with outstanding Additional Investment Rights arising from the Series AA Preferred Stock Offering (â€œRemaining Series AA AIRsâ€), received (i) a six (6) month extension of the exercise period of such Remaining Series AA AIRs; and (ii) an adjustment to the conversion prices for such Series AA AIRs, to the existing conversion price floors for each respective subseries of Series AA Preferred Stock, as described in the table above. In addition, a three-month extension to the term of the Additional Investment Rights issued to holders of Series AAA Preferred Stock (â€œRemaining Series AAA AIRsâ€)(the issuance of such Series AAA AIRs being subject to approval of stockholders), such that the Remaining Series AAA AIRs shall expire 21-months from the final closing of Series AAA Preferred Stock Offering. Â Â In connection with the modifications to the Remaining Series AA AIRs described above, Remaining Series AA AIRs with initial underlying common shares totaling 667,289, were modified as described above, resulting in an incremental increase in fair value totaling $70,000 which was charged to other expense in the statement of operations for the three and nine months ended September 30, 2024. As a result of the reduction of the Remaining Series AA AIRs conversion price, total common shares underlying the modified Remaining Series AA AIRs increased to 3,336,293 shares. Â As of each of the applicable AIR modification dates the Company utilized an option pricing model, employing the back solve method for purposes of determining the implied common stock value of the Company for input into a Black Scholes option pricing model to determine the fair value of the AIRs immediately before and after the modifications described above, using Level 3 inputs. Weighted average assumptions utilized in the Black Scholes option pricing model included implied (derived) common stock prices from $0.72 to $0.86, conversion prices ranging from $1.856 to $13.25 (based on the applicable original and modified preferred stock conversion prices), risk free interest rates ranging from 4.64% to 5.36%, terms ranging from .24 years to .92 years and volatility assumptions ranging from 68% to 91%. Â X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureTextBlockAbstract 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 29 R13.htm IDEA: XBRL DOCUMENT v3.24.3 Note 7 - Commitments and Contingencies 9 Months Ended Sep. 30, 2024 Notes to Financial Statements Â Commitments and Contingencies Disclosure [Text Block] 7. COMMITMENTS AND CONTINGENCIES Â Settlement of Pending or Threatened Claims Â Pioneer Capital Anstalt Â Â In May 2024, the Company settled a dispute concerning the interpretation of certain financial terms contained within the Series AA and Series AA-2 Preferred Stock certificates of designation filed in connection with the Series AA and Series AA-2 Preferred Stock Offerings (â€œPioneer Settlementâ€). Pioneer Capital Anstalt (â€œPioneerâ€) filed a complaint in the United States District Court for the Southern District of New York seeking monetary damages and specific performance concerning the interpretation and calculation of certain financial terms applicable to Pioneerâ€™s additional investment rights agreements acquired in connection with Pioneerâ€™s participation in the Series AA and Series AA-2 Preferred Stock Offerings (â€œPioneer AA AIRsâ€)(â€œPioneer Actionâ€). In order to avoid further expense, costs, and time to litigate the action, the Parties resolved the dispute, resulting in the modification of the conversion price and conversion floor price applicable to the Pioneer AA AIRs from prices ranging from $9.43 to $13.04, down to prices ranging from $1.886 to $2.608, and the extension of the exercise term for the Pioneer AA AIRs for a period of six (6) months. The modifications to the Pioneer AIRs resulted in an incremental increase in fair value totaling $213,000 which was included as a noncash legal settlement charge in general and administrative expense in the statement of operations for the nine months ended September 30, 2024. As a result of the reduction of the Pioneer AA AIRs conversion price, total common shares underlying the modified Pioneer AA AIRs increased from 372,610 to 1,863,049 shares. Â In addition, the Company issued to Pioneer 275,000 shares of restricted common stock valued at $346,000 on the date of issuance, which was included as a noncash legal settlement charge in general and administrative expense in the statement of operations for the nine months ended September 30, 2024. In connection with the Pioneer Settlement, Pioneer filed a notice of dismissal regarding the Action. Â The Company utilized an option pricing model, employing the back solve method for purposes of determining the implied common stock value of the Company for input into a Black Scholes option pricing model to determine the fair value of the Pioneer AA AIRs immediately before and after the modifications described above, using Level 3 inputs. Weighted average assumptions utilized in the Black Scholes option pricing model included a $0.86 implied common stock price, conversion prices ranging from $1.886 to $13.04 (based on the applicable original and modified preferred stock conversion prices), risk free interest rates ranging from 5.13% to 5.36%, terms ranging from .52 years to 1.02 years and volatility assumptions ranging from 80% to 93%. Â Other Â As described above, the Note Holders made a series of investments in the Company during the period commencing January 2021 and culminating in the issuance of the Notes, which were paid in full in the first quarter of 2023. During the fourth quarter of 2023, the Note Holders made certain claims arising from an interpretation of certain rights that the Note Holders had pursuant to the terms of SPA. On March 12, 2024, the Company and the Note Holders (the â€œPartiesâ€) executed a Mutual General Release and Settlement Agreement (the â€œNote Holder Settlement Agreementâ€) settling all claims between the Parties with respect to the SPA. In consideration for the Note Holder Settlement Agreement, the Company agreed to issue the Parties an aggregate amount of 500,000 shares of common stock (the â€œSettlement Paymentâ€). The Company accrued the fair value of the Settlement Payment as of December 31, 2023 (based on the closing price of the Companyâ€™s common stock on December 31, 2023) resulting in a settlement expense of $760,000 which was included in general and administrative expense in the consolidated statement of operations for the year ended December 31, 2023. The Company issued the 500,000 shares of common stock on March 19, 2024, which were valued at $1.85 per share (the closing price of the Companyâ€™s common stock on March 19, 2024), or $924,000, resulting in additional noncash settlement expense of $164,000, which was included in general and administrative expense in the condensed consolidated statement of operations for the nine months ended September 30, 2024. Â Â 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 X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureTextBlockAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 30 R14.htm IDEA: XBRL DOCUMENT v3.24.3 Note 8 - Subsequent Events 9 Months Ended Sep. 30, 2024 Notes to Financial Statements Â Subsequent Events [Text Block] 8. SUBSEQUENT EVENTS Â The Company evaluated subsequent events for their potential impact on the condensed consolidated financial statements and disclosures through the date the condensed consolidated financial statements were issued and determined that, except as set forth below, no subsequent events occurred that were reasonably expected to impact the condensed consolidated financial statements presented herein. Â Equity Financing Â On October 24, 2024, the Company entered into a Securities Purchase Agreement with an accredited investor for theÂ registered directÂ offering of an aggregate of 1,136,364 shares of the Companyâ€™s common stock, par value $0.001 per share (the â€œSharesâ€), at a purchase price of $0.88 per Share.Â The Registered Direct Offering closed on October 25, 2024 and resulted in gross proceeds to the Company of approximately $1.0 million. Â Entry into Amended and Restated Equity Exchange Agreement Â On October 29, 2024, the Company entered into an Amended and Restated Equity Exchange Agreement (the â€œAmended Exchange Agreementâ€) with Infinite Reality, which amended and restated that certain Equity Exchange Agreement, dated September 30, 2024 (the â€œExchange Agreementâ€). Pursuant to the Amended Exchange Agreement, the Company will be issuing an aggregate total of 2,499,090 shares of common stock, par value $0.001 per share (â€œCommon Stockâ€), in exchange for 216,831 shares of Infinite Reality common stock (â€œInfinite Reality Common Stockâ€ and collectively, the â€œExchangeâ€). The Exchange will be consummated across two closings: (i) an initial closing of 1,215,279 shares of Common Stock in exchange for 105,445 shares of Infinite Reality Common Stock (the â€œInitial Closingâ€); and (ii) a second closing, subject to the approval of the Companyâ€™s stockholders, of 1,283,811 shares of Common Stock for 111,386 shares of Infinite Reality Common Stock. All other terms of the Exchange Agreement were not modified. Â The Exchange Shares, once exchanged pursuant to the Amended Exchange Agreement, will be exempt from the registration requirements of the Securities Act of 1933, as amended (the â€œSecurities Actâ€), pursuant to Section 4(a)(2) of the Securities Act and/or Rule 506(b) of Regulation D promulgated thereunder. Â Debt Financing Â On November 8, 2024 (the â€œEffective Dateâ€), the Company and its subsidiary, InPVP, LLC (â€œSubsidiaryâ€), entered into the Agile Loan Agreement, with Agile Capital Funding, LLC as collateral agent, and Agile, pursuant to which the Company issued to Agile a Confessed Judgment Secured Promissory Note for an aggregate value of $1.85 million (the â€œAgile Noteâ€).Â Pursuant to the Agile Loan Agreement: (i) the Agile Note matures 28 weeks from the Effective Date; (ii) carries an aggregate total interest payment of approximately $0.78Â million (the â€œApplicable Rateâ€), and (iii) immediately upon the occurrence and during the continuance of an Event of Default (as defined in the Agile Loan Agreement), interest shall accrue at a fixed per annum rate equal to the Applicable Rate plus five percent.Â The Company is required to repay all the obligations due under the Agile Loan Agreement and the Agile Note in 28 equal payments of $93,821.43, with the first payment being made to Agile on November 14, 2024, and every seven days thereafter until the Maturity Date.Â The proceeds received from the Agile Note will be used to fund general working capital needs. Â Pursuant to the Agile Loan Agreement, upon the occurrence of certain events, including (a) a change in the Companyâ€™s business other than the business engaged in by the Company on the Effective Date, (b) cause or permit, voluntarily or involuntarily, any Key Person to cease being actively engagement in the management of the Company without prior notice to Agile, (c) a change in control of the Company (expressly excluding the pending transactions with Infinite Reality, Inc.) or otherwise approve the liquidation or dissolution of the Company or its Subsidiary (collectively, a â€œChange in Business, Management, or Ownershipâ€), or (d) the Term Loan is accelerated upon the occurrence of an Event of Default, the Company shall be required to immediately pay to Agile an amount equal to the sum of: (i) all outstanding principal of the Agile Note plus accrued and unpaid interest thereon through the prepayment date, (ii) a fee equal to the aggregate and actual amount of interest (at the contract rate of interest) that would be paid through the Maturity Date (the â€œPrepayment Feeâ€), plus (iii) all other obligations that are due and payable, including, without limitation, interest at the Default Rate with respect to any past due amounts.Â The Company is allowed to make a full prepayment or partial prepayment of any or all of the Obligations arising under the Agile Loan Agreement and the Agile Note, provided, the Company shall be obligated to pay the Prepayment Fee. Â The Agile Loan Agreement imposes various restrictions on the activities of the Company, including, subject to certain exceptions set forth in the Agile Loan Agreement (including, without limitation, the pending transactions with Infinite Reality, Inc.), a prohibition on: (i) creating, incurring, assuming, or being liable for any indebtedness, or allow the Subsidiary to do so (expressly excluding up to $3,000,000 of unsecured loans through one or more third parties); (ii) any Change in Business, Management, or Ownership; (iii) fundamental changes to the Company or its subsidiaries (including certain consolidations, mergers and sales/transfers of assets outside the ordinary course of business, and limitations on the ability of the Company and its Subsidiary to grant liens upon their property or assets); (iv)

pay any dividends (other than dividends payable solely in capital stock) or make any distribution or payment in respect of or redeem, retire or purchase any capital stock; (v) enter into certain transactions with the Companyâ€™s affiliates; (vi) make or permit any payment on any debt that is subordinate to the obligations under the Agile Loan Agreement and the Agile Note (expressly excluding up to $3,000,000 of unsecured loans through one or more third parties); and (vi) other than in the ordinary course of business, entering into any material agreement, or terminating or materially amending a material agreement. Â As security for the full and prompt payment and performance of any obligations arising under the Agile Loan Agreement and the Agile Note, the Company and its Subsidiary granted to Agile a continuing first priority security interest in all the assets of the Company and its Subsidiary; provided, however, the filing of a financing statement and/or the taking of any action required to perfect Agileâ€™s security interest in the collateral may only occur upon an event of default. The Agile Loan Agreement also provides for standard Events of Default, customary provisions, including representations, warranties and covenants, indemnification, waiver of jury trial, arbitration, and the exercise of remedies upon a breach or default. Â In connection with entering into the Agile Loan Agreement, the Company was required to pay an administrative fee of $92,500 to the Collateral Agent, which was paid at the closing out of proceeds of the issuance of the Agile Note.Â Â Â X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureTextBlockAbstract 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 31 R15.htm IDEA: XBRL DOCUMENT v3.24.3 Insider Trading Arrangements 9 Months Ended Sep. 30, 2024 Insider Trading Arr Line Items Â Material Terms of Trading Arrangement [Text Block] ITEM 5. OTHERÂ INFORMATION Â None. Â Rule 10b5-1 Arrangement Adopted [Flag] false Rule 10b5-1 Arrangement Terminated [Flag] false Non-Rule 10b5-1 Arrangement Adopted [Flag] false Non-Rule 10b5-1 Arrangement Terminated [Flag] false X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a + Details Name: ecd_InsiderTradingArrLineItems Namespace Prefix: ecd_ Data Type: xbrli:stringItemType 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_MtrlTermsOfTrdArrTextBlock Namespace Prefix: ecd_ Data Type: dtr-types:textBlockItemType 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_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 XML 32 R16.htm IDEA: XBRL DOCUMENT v3.24.3 Significant Accounting Policies (Policies) 9 Months Ended Sep. 30, 2024 Accounting Policies [Abstract] Â Basis of Accounting, Policy [Policy Text Block] Basis of Presentation Â The accompanying condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (â€œU.S. GAAPâ€) for interim financial information and with the instructions to Form 10-Q and Rule 8-03 of Regulation S-X. Accordingly, certain information and footnotes required by U.S. GAAP in annual financial statements have been omitted or condensed in accordance with quarterly reporting requirements of the Securities and Exchange Commission (â€œSECâ€). These interim condensed consolidated financial statements should be read in conjunction with our audited financial statements for the year ended December 31, 2023 included in our Annual Report on Form 10-K for the year ended December 31, 2023, filed with the SEC on April 15, 2024. Â The December 31, 2023 condensed consolidated balance sheet data was derived from audited financial statements, but does not include all disclosures required by U.S. GAAP. The condensed consolidated interim financial statements of Super League include all adjustments of a normal recurring nature which, in the opinion of management, are necessary for a fair statement of Super Leagueâ€™s financial position as of September 30, 2024, and results of its operations and its cash flows for the interim periods presented. The results of operations for the three and nine months ended September 30, 2024 are not necessarily indicative of the results to be expected for the entire fiscal year, or any future period. Consolidation, Policy [Policy Text Block] Principles of Consolidation Â The condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation. Reclassification, Comparability Adjustment [Policy Text Block] Reclassifications Â Certain reclassifications to operating expense line items and revenue detail line items have been made to prior year amounts for consistency and comparability with the current yearâ€™s condensed consolidated financial statement presentation. These reclassifications had no effect on the reported total revenue, operating expense, total assets, total liabilities, total stockholders' equity, or net loss for the prior periods presented. Use of Estimates, Policy [Policy Text Block] Use of Estimates Â The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expense during the reporting period. Actual results could differ from these estimates. The Company believes that, of the significant accounting policies described herein, the accounting policies associated with revenue recognition, impairment of intangibles, stock-based compensation expense, capitalized internal-use-software costs, accounting for business combinations and related contingent consideration, derecognition of assets, accounting for convertible debt, including estimates and assumptions used to calculate the fair value of debt instruments, accounting for convertible preferred stock, including modifications and exchanges of equity and equity-linked instruments, accounting for warrant liabilities and accounting for income taxes and valuation allowances against net deferred tax assets, require its most difficult, subjective, or complex judgments. Going Concern [Policy Text Block] Going Concern Â The accompanying condensed consolidated financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The Company incurred net losses for the periods presented herein as reflected in the accompanying condensed consolidated statement of operations, and had an accumulated deficit of $263.7 million as of September 30, 2024. For the nine months ended September 30, 2024 and 2023, net cash used in operating activities totaled $8.2 million and $14.1 million, respectively. Â The Company had cash and cash equivalents of $0.3 million and $7.6 million as of September 30, 2024 and December 31, 2023, respectively. To date, our principal sources of capital used to fund our operations and growth have been the net proceeds received from equity and debt financings. We have and will continue to use significant capital for the growth and development of our business, and, as such, we expect to seek additional capital either from operations, or that may be available from future issuance(s) of common stock, preferred stock and / or debt financings, to fund our planned operations. Accordingly, our results of operations and the implementation of our long-term business strategies have been and could continue to be adversely affected by general conditions in the global economy, including conditions that are outside of our control. The most recent global financial crisis caused by severe geopolitical conditions, including conflicts abroad, and the threat of other outbreaks or pandemics, have resulted in extreme volatility, disruptions and downward pressure on stock prices and trading volumes across the capital and credit markets in which we traditionally operate. A severe or prolonged economic downturn could result in a variety of risks to our business and could have a material adverse effect on us, including limiting our ability to obtain additional funding from the capital and credit markets. In managementâ€™s judgement, these conditions raise substantial doubt about the ability of the Company to continue as a going concern as contemplated by the Financial Accounting Standards Board (â€œFASBâ€) Accounting Standards Codification (â€œASCâ€), Topic 205-40, â€œGoing Concern,â€ (â€œASC 205â€). Â Managementâ€™s Plans Â During the prior fiscal year and the nine months ended September 30, 2024, we continued our focus on the expansion of our service offerings and revenue growth opportunities through internal development, collaborations, and through opportunistic strategic acquisitions, as well as management and reduction of operating costs.Â Management continues to explore alternatives for raising capital to facilitate our growth and execute our business strategy, including strategic partnerships and or other forms of equity or debt financings.Â Â In September 2024, the Company announced the iR Transaction as described above. Â On October 24, 2024, the Company entered into a securities purchase agreement with a certain accredited investor for theÂ registered directÂ offering of an aggregate of 1,136,364 shares of the Companyâ€™s common stock, par value $0.001 per share (the â€œSharesâ€), at a purchase price of $0.88 per Share (the â€œRegistered DirectÂ Offeringâ€).Â The Registered Direct Offering closed on October 25, 2024, and resulted in gross proceeds to the Company of approximately $1.0 million. Â On November 8, 2024 (the â€œEffective Dateâ€), the Company and its subsidiary, InPVP, LLC (â€œSubsidiaryâ€), entered into a Business Loan and Security Agreement (the â€œAgile Loan Agreementâ€), with Agile Capital Funding, LLC as collateral agent (â€œCollateral Agentâ€), and Agile Lending, LLC (â€œAgileâ€), pursuant to which the Company issued to Agile a Confessed Judgment Secured Promissory Note for an aggregate value of $1.85 million (the â€œAgile Noteâ€).Â Pursuant to the Agile Loan Agreement: (i) the Agile Note matures 28 weeks from the Effective Date; (ii) carries an aggregate total interest payment of approximately $0.78Â million (the â€œApplicable Rateâ€), and (iii) immediately upon the occurrence and during the continuance of an Event of Default (as defined in the Agile Loan Agreement), interest shall accrue at a fixed per annum rate equal to the Applicable Rate plus five percent.Â The Company is required to repay all the obligations due under the Agile Loan Agreement and the Agile Note in 28 equal payments of $93,821.43, with the first payment being made to Agile on November 14, 2024, and every seven days thereafter until the Maturity Date.Â The proceeds received from the Agile Note will be used to fund general working capital needs. For more information on the Agile Loan Agreement and the Agile Note, refer to Note 8. Â The Company considers historical operating results, costs, capital resources and financial position, in combination with current projections and estimates, as part of its plan to fund operations over a reasonable period. Managementâ€™s considerations assume, among other things, that the Company will continue to be successful implementing its business strategy, that there will be no material adverse developments in the business, liquidity or capital requirements, and the Company will be able to raise additional equity and / or debt financing on acceptable terms. If one or more of these factors do not occur as expected, it could cause a reduction or delay of the Companyâ€™s business activities, sales of material assets, default on its obligations, or forced insolvency. The accompanying consolidated financial statements do not contain any adjustments which might be necessary if the Company were unable to continue as a going concern. No assurance can be given that any future financing will be available or, if available, that it will be on terms that are satisfactory to the Company. Â Â We may continue to evaluate potential strategic acquisitions. To finance such strategic acquisitions, we may find it necessary to raise additional equity capital, incur debt, or both. Any efforts to seek additional funding could be made through issuances of equity or debt, or other external financing. However, additional funding may not be available on favorable terms, or at all. The capital and credit markets have experienced extreme volatility and disruption periodically and such volatility and disruption may occur in the future. If we fail to obtain additional financing when needed, we may not be able to execute our business plans which, in turn, would have a material adverse impact on our financial condition, our ability to meet our obligations, and our ability to pursue our business strategies. Revenue from Contract with Customer [Policy Text Block] Revenue Recognition Â Revenue is recognized when the Company transfers promised goods or services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods and services and when the customer obtains control of the good or service. In this regard, revenue is recognized when: (i) the parties to the contract have approved the contract (in writing, orally, or in accordance with other customary business practices) and are committed to perform their respective obligations; (ii) the entity can identify each partyâ€™s rights regarding the goods or services to be transferred; (iii) the entity can identify the payment terms for the goods or services to be transferred; (iv) the contract has commercial substance (that is, the risk, timing, or amount of the entityâ€™s future cash flows is expected to change as a result of the contract); and (v) it is probable that the entity will collect substantially all of the consideration to which it will be entitled in exchange for the goods or services that will be transferred to the customer. Â Transaction prices are based on the amount of consideration to which we expect to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties, if any. We consider the explicit terms of the revenue contract, which are typically written and executed by the parties, our customary business practices, the nature, timing, and the amount of consideration promised by a customer in connection with determining the transaction price for our revenue arrangements. Refunds and sales returns historically have not been material. Â The Company generates revenue from (i) innovative advertising including immersive game world and experience publishing and in-game media products, (ii) content and technology through the production and distribution of our own, advertiser and third-party content, and (iii) direct to consumer offers, including in-game items, e-commerce and digital collectibles. Â The Company reports revenue on a gross or net basis based on managementâ€™s assessment of whether the Company acts as a principal or agent in the transaction and is evaluated on a transaction-by-transaction basis. To the extent the Company acts as the principal, revenue is reported on a gross basis net of any sales tax from customers, when applicable. The determination of whether the Company acts as a principal or an agent in a transaction is based on an evaluation of whether the Company controls the goods or services prior to transfer to the customer. Where applicable, the Company has determined that it acts as the principal in all of its media and advertising, publishing and content studio and direct to consumer revenue streams, except in situations where we utilize a reseller partner with respect to media and advertising sales arrangements. Â In the event a customer pays us consideration, or we have a right to an amount of consideration that is unconditional, prior to our transfer of a good or service to the customer, we reflect the contract as a contract liability when the payment is made or the payment is due, whichever is earlier. In the event we perform by transferring goods or services to a customer before the customer pays consideration or before payment is due, we reflect the contract as a contract asset, excluding any amounts reflected as a receivable. Â Media and Advertising Â Media and advertising revenue primarily consists of direct and reseller sales of our on-platform media and analytics products, and influencer marketing campaign sales to third-party brands and agencies (hereinafter, â€œBrandsâ€). Â On Platform Media Â On platform media revenue is generated from third party Brands advertising in-game on Roblox or other digital platforms, and prior to the Minehut Sale, on our Minehut Minecraft platform. Media assets include static billboards, video billboards, portals, 3D characters, Pop Ups and other media products. We work with Brands to determine the specific campaign media to deploy, target ad units and target demographics. We customize the media advertising campaign and media products with applicable branding, images and design and place the media on the various digital platforms. Media is delivered via our Super Biz Roblox platform, the Roblox Immersive Ads platform, other platforms, and prior to the Minehut Sale, on our owned and operated Minehut platform. Media placement can be based on a cost per thousand, other cost per measure, or a flat fee. Media and advertising arrangements typically include contract terms for time periods ranging from one week to two or three months in length. Â For on-platform media campaigns, we typically insert media products on-platform (in-game) to deliver to the Brand a predetermined number of impressions identified in the underlying contract. The benefit accrues to the Brand at the time that we deliver the impression on the platform, and the media product is viewed or interacted with by the on-platform user. The performance obligation for on-platform media campaigns is each impression that is guaranteed or required to be delivered per the underlying contract. Â Â Each impression is considered a good or service that is distinct under the revenue standard, and the performance obligation under our on-platform media contracts is the delivery of a series of impressions. Each impression required to be delivered in the series that we promise to transfer to the Brand meets the criteria to be a performance obligation satisfied over time, due to the fact that (1) our performance does not create an asset with an alternative use to the Company, and (2) we have an enforceable right to payment for performance completed to date per the terms of the contract. Further, the same method is used to measure our progress toward complete satisfaction of the performance obligation to transfer each distinct impression, as in the transfer of the series of impressions to the customer, which is based on actual delivery of impressions. As such, we account for the specified series of impressions as a single performance obligation. Â The delivery of the impression on platform represents the change in control of the good or service, and therefore, the Company satisfies its performance obligations and recognizes revenue based on the delivery of impressions under the contract. Â Influencer Marketing Â Influencer marketing revenue is generated in connection with the development, management and execution of influencer marketing campaigns on behalf of Brands, primarily on YouTube, Instagram and TikTok. Influencer marketing campaigns are collaborations between Super League, popular social-media influencers, and Brands, to promote a

Brandsâ€™ products or services. Influencers are paid a flat rate per post to feature a Brandâ€™s product or service on their respective social media outlets. Â For influencer marketing campaigns that include multiple influencers, the customer can benefit from the influencer posts either on its own or together with other resources that are readily available to the customer. Our influencer marketing campaigns for Brands (1) incorporate a significant service of integrating the goods or services with other goods or services promised in the contract (typically additional influencer posts) into a bundle of goods or services that represent the combined output that the customer has contracted for, and (2) the goods or services are interdependent in that each of the goods or services is affected by one or more of the other goods or services in the contract which combined, create an influencer marketing campaign to satisfy the Brandâ€™s specific campaign objectives. The interdependency of the performance obligations is supported by an understanding of what a customer expects to receive as a final product with respect to an influencer marketing campaign, which is an integrated influencer marketing advertising campaign that the influencer posts create when they are combined into an overall integrated campaign. Â Our customers receive and consume the benefits of each influencerâ€™s post as the content is posted on the influencers respective social media outlet. In addition, the influencer marketing campaigns and videos created by influencers are highly customized advertising engagements, where Brand specific assets and collateral are created for the customer based on specific and customized specifications, and therefore, does not create an asset with an alternative use. Further, based on contract terms, we typically have an enforceable right to payment for performance to date during the term of the arrangement. Â We recognize revenues for influencer marketing campaigns based on input methods which recognize revenue on the basis of the entityâ€™s efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation. As such, revenues are recognized over the term of the campaign, as the influencer videos are posted, based on costs incurred to date relative to total costs for the influencer marketing campaign. Â Publishing and Content Studio Â Publishing and content studio revenue consists of revenue generated from immersive game development and custom game experiences within our owned and affiliate game worlds, and revenue generated in connection with our production, curation and distribution of entertainment content for our own network of digital channels and media and entertainment partner channels. Â Publishing Â Custom builds are highly customized branded game experiences created and built by Super League for customers on existing digital platforms such as Roblox, Fortnite, Decentraland and others. Custom builds often include the creation of highly customized and branded gaming experiences and other campaign specific media or products to create an overall customized immersive world campaign. Â Custom integrations are highly customized advertising campaigns that are integrated into and run on existing affiliate Roblox gaming experiences. Custom integrations will often include the creation of highly customized and branded game integration elements to be integrated into the existing Roblox gaming experience to the customers specifications and other campaign specific media or products. Prior to the Minehut Sale, we also created custom integrations on the digital property â€œMinehutâ€ for Brands. Â Â Our custom builds and custom integration (hereinafter, â€œCustom Programsâ€) campaign revenue arrangements typically include multiple promises and performance obligations, including requirements to design, create and launch a platform game, customize and enhance an existing game, deploy media products, and related performance measurement. Custom Programs offer a strategically integrated advertising campaign with multiple integrated components, and we provide a significant service of integrating the goods or services with other goods or services promised in the contract into a bundle of goods or services that represent the combined output or outputs that the customer has contracted for. As such, Custom Program revenue arrangements are combined into a single performance unit, as our performance does not create an asset with an alternative use to the entity and we typically have an enforceable right to payment for performance to date during the term of the arrangement. Â We recognize revenues for Custom Programs based on input methods, that recognize revenue based upon estimates of progress toward complete satisfaction of the contract performance obligations, utilizing primarily costs or direct labor hours incurred to date to estimate progress towards completion. Â Content Production Â Content production revenue is generated in connection with our production, curation and distribution of entertainment content for our own network of digital channels and media and entertainment partner channels. We distribute three primary types of content for syndication and licensing, including: (1) our own original programming content, (2) user generated content (â€œUGCâ€), including online gameplay and gameplay highlights, and (3) the creation of content for third parties utilizing our remote production and broadcast technology. Â Content production arrangements typically involve promises to provide a distinct set of videos, creative, content creation and or other live or remote production services. These services can be one-off in nature (relatively short services periods of one day to one week) or can be specified as monthly services over a multi-month period. Â One-off and monthly content production services are distinct in that the customer can benefit from the service either on its own or together with other resources that are readily available to the customer. Further, promises to provide one-off or monthly content production services are typically separately identifiable as the nature of the promises, within the context of the contract, is to transfer each of those goods or services individually. Each monthâ€™s content production services are separate and not integrated with a prior monthâ€™s or subsequent months services and do not represent a combined output; each months content production services do not modify any other prior period content production services, and the monthly services are not interdependent or highly interrelated. Â As a result, each one-off or monthly promise to provide content production services is a distinct good or service that we promise to transfer and are therefore performance obligations. In general, content production contracts do not meet the criteria for recognition of revenues over time as the customer typically does not simultaneously receive and consume the benefits provided by our performance as we perform, our performance does not typically create or enhance an asset that the customer controls, and while our performance does not create an asset with an alternative use, we typically have a right to payment upon completion of each distinct performance obligation. Â A performance obligation is satisfied at a point in time if none of the criteria for satisfying a performance obligation over time are met. For content production arrangements, we have a right to payment and the customer has control of the good or service at the time of completion and delivery of the one-off or monthly content production services in accordance with the terms of the underlying contract. As such, revenue is recognized at the time of completion of the one-off or monthly content production services. Â Direct to Consumer Â Direct to consumer revenue primarily consists of monthly digital subscription fees, and sales of in-game digital goods. Subscription revenue is recognized in the period the services are rendered. Payments are typically due from customers at the point of sale. Â InPvP Platform Generated Sales Transactions Â Through a relationship with Microsoft, the owner of Minecraft, we operate a Minecraft server world for players playing the game on consoles and tablets. We are one of seven partner servers with Microsoft that, while â€œfree to play,â€ monetize the players through in-game micro transactions. We generate in-game platform sales revenue from the sale of digital goods, including cosmetic items, durable goods, player ranks and game modes, leveraging the flexibility of the Microsoft Minecraft Bedrock platform, and powered by the InPvP cloud architecture technology platform. Revenue is generated when transactions are facilitated between Microsoft and the end user, either via in-game currency or cash. Â InPvP revenues are generated from single transactions for various distinct digital goods sold to users in-game. Microsoft processes sales transactions and remits the applicable revenue share to us pursuant to the terms of the Microsoft agreement. Â Revenue for digital goods sold on the platform is recognized when Microsoft (our partner) collects the revenue and facilitates the transaction, including delivery of digital goods, on the platform. Revenue for such arrangements includes all revenue generated, make goods, and refunds of all transactions managed via the platform by Microsoft. Payments are made to the Company monthly based on the sales revenue generated on the platform. Â Â Revenue was comprised of the following for the three and nine months ended September 30: Â Â Â Three Months Ended September 30, Â Â Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Media and advertising Â $ 1,538,000 Â Â $ 2,886,000 Â Â $ 4,637,000 Â Â $ 6,904,000 Â Publishing and content studio Â Â 2,646,000 Â Â Â 3,960,000 Â Â Â 7,388,000 Â Â Â 7,547,000 Â Direct to consumer Â Â 247,000 Â Â Â 349,000 Â Â Â 731,000 Â Â Â 1,118,000 Â Â Â $ 4,431,000 Â Â $ 7,195,000 Â Â $ 12,756,000 Â Â $ 15,569,000 Â Revenue Recognition: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Single point in time Â 52 % Â Â 16 % Â 43 % Â Â 25 % Over time Â 48 % Â Â 84 % Â 57 % Â Â 75 % Total Â Â 100 % Â Â 100 % Â Â 100 % Â Â 100 % Â Contract assets totaled $642,000 at September 30, 2024, $546,000 at December 31, 2023, and $1,013,000 at December 31, 2022. Contract liabilities totaled $154,000 at September 30, 2024, $339,000 at December 31, 2023, and $111,000 at December 31, 2022. Â Â Â Three Months Ended September 30, Â Â Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Revenue recognized related to contract liabilities as of the beginning of the respective period Â $ - Â Â $ - Â Â $ 234,000 Â Â $ 82,000 Â Â In accordance with ASC 606-10-50-13, the Company is required to include disclosure on its remaining performance obligations as of the end of the current reporting period. Due to the nature of the Companyâ€™s contracts with customers, these reporting requirements are not applicable pursuant to ASC 606-10-50-14, as the performance obligation is part of a contract that has an original duration of one year or less. Â Seasonality. Our revenue fluctuates quarterly and is generally higher in the second half of our fiscal year, with the fourth quarter typically representing our highest revenue quarter each year. Advertising spending is traditionally seasonally strong in the second half of each year, reflecting the impact of seasonal back to school, game release and holiday season advertising spending by brands and advertisers. We believe that this seasonality in advertising spending affects our quarterly results, which generally reflect relatively higher advertising revenue in the second half of each year, compared to the first half of the year. Cost of Goods and Service [Policy Text Block] Cost of Revenue Â Cost of revenue includes direct costs incurred in connection with the satisfaction of performance obligations under our revenue arrangements, including internal and third-party engineering, creative, content, broadcast and other personnel, talent and influencers, internal and third-party game developers, content capture and production services, direct marketing, cloud services, software, prizing, and revenue sharing fees. Advertising Cost [Policy Text Block] Advertising Â Advertising costs include the cost of ad production, social media, print media, marketing, promotions, and merchandising. The Company expenses advertising costs as incurred. Advertising costs are included in selling, marketing and advertising expense in the condensed consolidated statements of operations. Advertising expense for the three and nine months ended September 30, 2024 were $0 and $56,000, respectively. Advertising expense for the three and nine months ended September 30, 2023 were $28,000 and $50,000, respectively. Research, Development, and Computer Software, Policy [Policy Text Block] Engineering, Technology and Development Costs Â Components of our platform are available on a â€œfree to use,â€ â€œalways on basis,â€ and are utilized and offered as an audience acquisition tool, as a means of growing our audience, engagement, viewership, players and community. Engineering, technology and development related operating expense includes the costs described below, incurred in connection with our audience acquisition and viewership expansion activities. Engineering, technology and development related operating expense includes (i) allocated internal engineering personnel expense, including salaries, noncash stock compensation, taxes and benefits, (ii) third-party contract software development and engineering expense, (iii) internal use software cost amortization expense, and (iv) technology platform related cloud services, broadband and other platform expense, incurred in connection with our audience acquisition and viewership expansion activities, including tools and product offering development, testing, minor upgrades and features, free to use services, corporate information technology and general platform maintenance and support. Accounts Receivable [Policy Text Block] Accounts Receivable Â Accounts receivable are recorded at the invoice amount, less allowances for credit losses, if any, and do not bear interest. The Company provides an allowance for potential credit losses based on its evaluation of the collectability and the customersâ€™ creditworthiness. Accounts receivable are written off when they are determined to be uncollectible. As of September 30, 2024 and December 31, 2023, the allowance for expected credit losses was $200,000 and $0, respectively. Fair Value Measurement, Policy [Policy Text Block] Fair Value Measurements Â Fair value is defined as the exchange price that would be received from selling an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The Company measures financial assets and liabilities at fair value at each reporting period using a fair value hierarchy which requires the Company to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrumentâ€™s classification within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. Three levels of inputs may be used to measure fair value: Â Level 1. Quoted prices in active markets for identical assets or liabilities. Â Level 2. Quoted prices for similar assets and liabilities in active markets or inputs other than quoted prices which are observable for the assets or liabilities, either directly or indirectly through market corroboration, for substantially the full term of the financial instruments. Â Level 3. Unobservable inputs which are supported by little or no market activity and which are significant to the fair value of the assets or liabilities. Â Certain assets and liabilities are required to be recorded at fair value on a recurring basis, including derivative financial instruments, contingent consideration and warrant liabilities recorded in accordance with FASB ASC Topic 480, â€œDistinguishing liabilities from equity,â€ (â€œASC 480â€). As described in the notes below, contingent consideration, warrant liabilities and contingent interest derivatives outstanding during the periods presented are recorded at fair value. Transfers to/from Levels 1, 2, and 3 are recognized at the beginning of the reporting period. There were no transfers to/from Levels 1, 2, and 3 during the periods presented. Â Certain long-lived assets may be periodically required to be measured at fair value on a nonrecurring basis, including long-lived assets that are impaired. The fair value for other assets and liabilities such as cash, restricted cash, accounts receivable, other receivables, prepaid expense and other current assets, accounts payable and accrued expense, and liabilities to customers have been determined to approximate carrying amounts due to the short maturities of these instruments. Derivatives, Policy [Policy Text Block] 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 reassessed at the end of each reporting period. Equity instruments that are initially classified as equity that become subject to reclassification are reclassified to a liability at the fair value of the instrument on the reclassification date. 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. In circumstances where the embedded conversion option in a convertible instrument is required to be bifurcated and there are also other embedded derivative instruments in the convertible instrument that are required to be bifurcated, the bifurcated derivative instruments are accounted for as a single, compound derivative instrument. Â Equity-linked instruments that are deemed to be freestanding instruments issued in conjunction with preferred stock are accounted for separately. For equity linked instruments classified as equity, the proceeds are allocated based on the relative fair values of the preferred stock and the equity-linked instrument following the guidance in FASB ASC Topic 470, â€œDebt,â€ (â€œASC 470â€). Business Combinations Policy [Policy Text Block] Acquisitions Â Acquisition Method. Acquisitions that meet the definition of a business under FASB ASC Topic 805, â€œBusiness Combinations,â€ (â€œASC 805â€) are accounted for using the acquisition method of accounting. Under the acquisition method of accounting, assets acquired, liabilities assumed, contractual contingencies, and contingent consideration, when applicable, are recorded at fair value at the acquisition date. Any excess of the purchase price over the fair value of the net assets acquired is recorded as goodwill. The application of the acquisition method of accounting requires management to make significant estimates and assumptions in the determination of the fair value of assets acquired and liabilities assumed in connection with the allocation of the purchase price consideration to the assets acquired and liabilities assumed. Transaction costs associated with business combinations are expensed as incurred and are included in general and administrative expense in the consolidated statements of operations. Â Contingent consideration, representing an obligation of the acquirer to transfer additional assets or equity interests to the seller if future events occur or conditions are met, is recognized when probable and reasonably estimable. Contingent consideration recognized is included in the initial cost of the assets acquired, with subsequent changes in the recorded amount of contingent consideration recognized as an adjustment to the cost basis of the acquired assets. Subsequent changes are allocated to the acquired assets based on their relative fair value. Depreciation and/or amortization of adjusted assets are recognized as a cumulative catch-up adjustment, as if the additional amount of consideration that is no longer contingent had been accrued from the outset of the arrangement. Â Contingent consideration that is paid to sellers that remain employed by the acquirer and linked to future services is generally considered compensation cost and recorded in the statement of operations in the post-combination period. Intangible Assets, Finite-Lived, Policy [Policy Text Block] Intangible Assets Â Intangible assets primarily consist of (i) internal-use software development costs, (ii) domain name, copyright and patent registration costs, (iii) commercial licenses, (iv) developed technology acquired, (v) partner, customer, creator and influencer related intangible assets acquired and (vi) other intangible assets, which are recorded at cost (or in accordance with the acquisition method or cost accumulation methods described above) and amortized using the straight-line method over the estimated useful lives of the assets, ranging from 3 to 10 years. Â Software development costs incurred to develop internal-use software during the application development stage are capitalized and amortized on a straight-line basis over the softwareâ€™s estimated useful life, which is generally three years. Software development costs incurred during the preliminary stages of development are charged to expense as incurred. Maintenance and training costs are charged to expense as incurred. Upgrades or enhancements to existing internal-use software that result in additional functionality are capitalized and amortized on a straight-line basis over the applicable estimated useful life. Â Transfer

or Sale of Intangible Assets Â Upon the sale of an intangible asset, or group of intangible assets (hereinafter, â€œnonfinancial assetsâ€), the Company initially evaluates whether the Company has a controlling financial interest in theÂ legal entityÂ that holds the nonfinancial assets by applying the guidance on consolidation. Any nonfinancial assets transferred that are held in a legal entity in which the Company does not have (or ceases to have) a controlling financial interest is further evaluated to determine whether the underlying transaction contractÂ meets all of the criteria for accounting for contract under the revenue standard. Once a contract meets all of the criteria, the Company identifies each distinct nonfinancial asset promised to a counterparty and derecognizes each distinct nonfinancial asset when the Company transfers control of the nonfinancial asset to the counterparty. The Company evaluates the point in time at which a counterparty obtains control of the nonfinancial assets, including whether or not the counterparty can direct the use of, and obtain substantially all of the benefits from, each distinct nonfinancial asset. Â If the consideration promised in a contract is variable or includes a variable amount, the Company estimates the amount of consideration to which the Company will be entitled in exchange for transferring the promised assets to a counterparty. Purchase consideration is variable if the amount the Company will receive is contingent on future events occurring or not occurring, even though the amount itself is fixed. The Company determines the total transaction price, including an estimate of any variable consideration, at contract inception and reassesses this estimate at each reporting date. The Company estimates the transaction price utilizing the expected value method. The expected value is the sum of probability-weighted amounts in a range of possible consideration amounts. Â The accounting for an arrangement with a put option depends on the amount theÂ Company must pay to the counterparty in the event the counterparty exercises the put option, and whether the counterparty has a significant economic incentive to exercise its right. The accounting for put options requires the Company to assess at contract inception, whether the counterparty has a significant economic incentive to exercise its right, including how the repurchase price compares to the expected market value of the nonfinancial assets at the date of repurchase and the amount of time until the right expires. A customer has a significant economic incentive to exercise a put option when the repurchase price is expected to significantly exceed the market value of the good at the time of repurchase. The Company accounts for a put option as a sale of an asset or group of assets with a right of return, if the repurchase price is less than the original sales price and the customer does not have a significant economic incentive to exercise its right. Impairment or Disposal of Long-Lived Assets, Policy [Policy Text Block] Impairment of Long-Lived Assets Â The Company assesses the recoverability of long-lived assets whenever events or changes in circumstances indicate that their carrying value may not be recoverable. Factors we consider important, which could trigger an impairment review, include the following: significant underperformance relative to expected historical or projected future operating results; significant changes in the manner of our use of the acquired assets or the strategy for our overall business; significant negative industry or economic trends; significant adverse changes in legal factors or in the business climate, including adverse regulatory actions or assessments; and significant decline in our stock price for a sustained period. In the event the sum of the expected undiscounted future cash flows resulting from the use of the asset is less than the carrying amount of the asset, an impairment loss equal to the excess of the assetâ€™s carrying value over its fair value is recorded. Â Other assets of a reporting unit that are held and used may be required to be tested for impairment when certain events trigger interim goodwill impairment tests. In such situations, other assets, or asset groups, are tested for impairment under their respective standards and the other assetsâ€™ or asset groupsâ€™ carrying amounts are adjusted for impairment before testing goodwill for impairment as described below. For the periods presented herein, management believes that there was no impairment of long-lived assets. There can be no assurance, however, that market conditions or demand for the Companyâ€™s products or services will not change, which could result in long-lived asset impairment charges in the future. Goodwill and Intangible Assets, Goodwill, Policy [Policy Text Block] Goodwill Â Goodwill represents the excess of the purchase price of the acquired business over the acquisition date fair value of the net assets acquired. Goodwill is tested for impairment at the reporting unit level (operating segment or one level below an operating segment) on an annual basis (December 31) and between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value. We consider our market capitalization and the carrying value of our assets and liabilities, including goodwill, when performing our goodwill impairment tests. We operate in one reporting segment. Â If a potential impairment exists, a calculation is performed to determine the fair value of existing goodwill. This calculation can be based on quoted market prices and / or valuation models, which consider the estimated future undiscounted cash flows resulting from the reporting unit, and a discount rate commensurate with the risks involved. Third-party appraised values may also be used in determining whether impairment potentially exists. In assessing goodwill impairment, significant judgment is required in connection with estimates of market values, estimates of the amount and timing of future cash flows, and estimates of other factors that are used to determine the fair value of our reporting unit. If these estimates or related projections change in future periods, future goodwill impairment tests may result in charges to earnings. Â When conducting the Companyâ€™s annual or interim goodwill impairment assessment, we have the option to initially perform a qualitative evaluation of whether it is more likely than not that goodwill is impaired. The Company is also permitted to bypass the qualitative assessment and proceed directly to the quantitative test. In evaluating whether it is more likely than not that the fair value of our reporting unit is less than its carrying amount, we consider the guidance set forth in ASC 350, which requires an entity to assess relevant events and circumstances, including macroeconomic conditions, industry and market considerations, cost factors, financial performance and other relevant events or circumstances. Compensation Related Costs, Policy [Policy Text Block] Stock-Based Compensation Â Compensation expense for stock-based awards is measured at the grant date, based on the estimated fair value of the award, and is recognized as an expense, typically on a straight-line basis over the employeeâ€™s requisite service period (generally the vesting period of the equity award) which is generally two to four years. Compensation expense for awards with performance conditions that affect vesting is recorded only for those awards expected to vest or when the performance criteria are met. The fair value of restricted stock and restricted stock unit awards is determined by the product of the number of shares or units granted and the grant date market price of the underlying common stock. The fair value of stock option and common stock purchase warrant awards is estimated on the date of grant utilizing the Black-Scholes-Merton option pricing model. The Company utilizes the simplified method for estimating the expected term for options granted to employees due to the lack of available or sufficient historical exercise data for the Company for the applicable options terms. The Company accounts for forfeitures of awards as they occur. Estimates of expected volatility of the underlying common stock for the expected term of the stock option used in the Black-Scholes-Merton option pricing model are determined by reference to historical volatilities of the Companyâ€™s common stock and historical volatilities of similar companies. Â Grants of equity-based awards (including warrants) to non-employees in exchange for consulting or other services are accounted for using the grant date fair value of the equity instruments issued. Â A condition affecting the exercisability or other pertinent factors used in determining the fair value of an award that is based on an entity achieving a specified share price constitutes a market condition pursuant to FASB ASC Topic 718, â€œStock based Compensation,â€ (â€œASC 718â€). A market condition is reflected in the grant-date fair value of an award, and therefore, a Monte Carlo simulation model is utilized to determine the estimated fair value of the equity-based award. Compensation cost is recognized for awards with a market condition, provided the requisite service period is satisfied, regardless of whether the market condition is ever satisfied. Â Cancellation of an existing equity-classified award along with a concurrent grant of a replacement award is accounted for as a modification under ASC 718. Total compensation cost to be recognized in connection with a modification and concurrent grant of a replacement award is equal to the original grant date fair value plus any incremental fair value, calculated as the excess of the fair value of the replacement award over the fair value of the original awards on the cancellation date. Any incremental compensation cost related to vested awards is recognized immediately on the modification date. Any incremental compensation cost related to unvested awards is recognized prospectively over the remaining service period, in addition to the remaining unrecognized grant date fair value. Â On March 19, 2024, the Board approvedÂ that an equity pool consisting of (i) 1,692,606 shares of common stock, collectively, which amount is equivalent to ten percent of the then existing and outstanding common stock of the Company on an as-converted basis, be issued to executives of the Company in the following form, amounts and vesting conditions: (a) stock options to purchase 846,303 shares of common stock, with vesting at the rate of 1/36th per month in arrears, and exercisable at a price per share of $1.85 (collectively, the â€œ2024 Optionsâ€); and (b) restricted stock units consisting of 846,303 shares of common stock with vesting of (i) fifty percent in equal one-third increments on the first, second and third anniversaries of the restricted stock unit grant issuances, and (ii) fifty percent to be allocated equally between (a) achievement of a profitable fiscal quarter, on a net income basis, in accordance with U.S. GAAP, (b) achievement of 85% of earnings before interest, taxes, depreciation and amortization (â€œEBITDAâ€) target for fiscal year 2024, and (c) achievement of 85% of EBITDA target for fiscal year 2025 (with such fiscal year 2025 target to be approved by the Board as part of the fiscal year 2025 financial plan)(collectively, the â€œ2024 RSUsâ€). The issuance of the 2024 Options and 2024 RSUs, as described above, is contingent upon the Company receiving approval from its stockholders to increase the number of shares available under the 2014 Plan at the Companyâ€™s 2024 annual meeting of stockholders, and will be subject to cancellation in the event stockholder approval is not obtained. Â Â Modifications to Equity-Based Awards Â On January 1, 2022, the Company issued 67,500 performance stock units (â€œOriginal PSUsâ€) under the Companyâ€™s 2014 Amended and Restated Stock Option and Incentive Plan, which vest in five equal increments of 13,500 PSUs, based on satisfaction of the following vesting conditions during the three-year period commencing on January 1, 2022: (i) the Companyâ€™s stock price equaling $95.00 per share based on 60-day volume weighted average price (â€œVWAPâ€); (ii) the Companyâ€™s stock price equaling $120.00 per share based on 60-day VWAP; (iii) the Companyâ€™s stock price equaling $140.00 per share based on 60-day VWAP; (iv) the Companyâ€™s stock price equaling $160.00 per share based on 60-day VWAP; and (v) the Companyâ€™s stock price equaling $180.00 per share based on 60-day VWAP. The Original PSUs were fully expensed as of June 30, 2023. Noncash stock compensation expense related to the Original PSUs totaled $0Â and $298,000Â for the three and nine months ended September 30, 2023, respectively. Â On April 30, 2023, the Board approved the cancellation of the 67,500 Original PSUs previously granted to certain executives (four plan participants in total) under the 2014 Plan (as described above). In exchange for the cancelled Original PSUs, the executives were granted an aggregate of 67,500 PSUs, which vest, over a five-year term, upon the Companyâ€™s common stock achieving certain VWAP goals as follows: (i) 20% upon achieving a 60-day VWAP of $16.00 per share, (ii) 20% upon achieving a 60-day VWAP of $20.00 per share; (iii) 20% upon achieving a 60-day VWAP of $24.00 per share; (iv) 20% upon achieving a 60-day VWAP of $28.00 per share; and (v) 20% upon achieving a 60-day VWAP of $32.00 per share, in each case, as quoted on the Nasdaq Capital Market (â€œModified PSUsâ€). Total incremental compensation cost related to the Modified PSUs totaled $540,000 which is recognized prospectively over the implied service period, ranging from .69 years to 1.5 years, calculated in connection with the Monte Carlo simulation model used to determine the fair value of the equity awards immediately before and after the modifications. Â Noncash stock compensation expense related to the Modified PSUs totaled $28,000 and $125,000 for the three and nine months ended September 30, 2024, respectively. Noncash stock compensation expense related to the Modified PSUs totaled $131,000 and $220,000 for the three and nine months ended September 30, 2023, respectively. Â On April 30, 2023, the Board approved the cancellation of certain stock options to purchase an aggregate of 58,951 shares of the Companyâ€™s common stock previously granted to certain executives and employees (six plan participants in total) under the Companyâ€™s 2014 Amended and Restated Employee Stock Option and Incentive Plan (the â€œ2014 Planâ€), with an average exercise price of approximately $56.40. In addition, the Board approved the cancellation of certain warrants to purchase an aggregate of 26,100 shares of the Companyâ€™s common stock previously granted to certain executives and employees, with an average exercise price of approximately $199.80. In exchange for the cancelled options and warrants, certain executives and employees were granted options to purchase an aggregate of 305,000 shares of common stock under the 2014 Plan, at an exercise price of $9.80 (the closing price of the Companyâ€™s common stock as listed on the Nasdaq Capital Market on April 28, 2023, the last trading day before the approval of the awards), with one-third of the options vesting on the April 30, 2023, the grant date, with the remainder vesting monthly over the thirty-six month period thereafter, subject to continued service (â€œExecutive Grant Modificationsâ€) (collectively, â€œModified Executive Grantsâ€). The grant and exercise of the Modified Executive Grants was contingent upon the Company receiving approval from its stockholders to increase the number of shares available under the 2014 Plan, which was obtained in connection with the Companyâ€™s 2023 annual shareholder meeting in September 2023. As such, the grant date and the commencement of noncash stock compensation amortization for the Modified Executive Grants was September 7, 2023. Total incremental compensation cost related to the Modified Executive Grants totaled $347,000, $112,000 of which related to vested awards as of the modification date and was recognized as expense immediately, and $235,000 related to unvested awards which is recognized prospectively over the remaining service period of 3 years. Noncash stock compensation expense related to the Modified Executive Grants totaled $54,000 and $162,000 for the three and nine months ended September 30, 2024, respectively. Noncash stock compensation expense related to the Modified Executive Grants totaled $132,000 for the three and nine months ended September 30, 2023. Â On May 1, 2023, the Board approved the cancellation of options to purchase an aggregate of 29,224 shares of the Companyâ€™s common stock previously granted to its employees (68 plan participants in total) under the 2014 Plan, in exchange for newly issued options to purchase an aggregate of 63,900 shares of the Companyâ€™s common stock under the 2014 Plan, at an exercise price equal to the closing trading price on May 1, 2023, or $9.81, with a range of zero to one-third of the options vesting on the May 1, 2023, the grant date, dependent upon the tenure of the employee, and the remainder vesting monthly over the forty-eight month period thereafter, subject to continued service (â€œEmployee Grant Modificationsâ€)(collectively, â€œModified Employee Grantsâ€). Unrecognized compensation expense related to the original award as of the date of the Employee Grant Modifications totaled $960,000 which is recognized prospectively over the remaining service period of 4 years. Total incremental compensation cost related to the Modified Employee Grants totaled $449,000, $101,000 of which related to vested awards as of the modification date and was recognized as expense immediately, and $348,000 related to unvested awards which is recognized prospectively over the remaining service period of 4 years. Noncash stock compensation expense related to the Modified Employee Grants totaledÂ $39,000 and $135,000 for the three and nine months ended September 30, 2024, respectively. Noncash stock compensation expense related to the Modified Employee Grants totaled $56,000 and $224,000 for the three and nine months ended September 30, 2023, respectively. Â Â Total noncash stock-based compensation expense for the periods presented was included in the following financial statement line items:Â Â Â Â Three Months Â Â Nine Months Â Â Â Ended September 30, Â Â Ended September 30, Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Sales, marketing and advertising Â $ 124,000 Â Â $ 231,000 Â Â $ 378,000 Â Â $ 631,000 Â Engineering, technology and development Â Â 6,000 Â Â Â Â 14,000 Â Â Â Â 23,000 Â Â Â Â 205,000 Â General and administrative Â Â 226,000 Â Â Â Â 398,000 Â Â Â Â 585,000 Â Â Â Â 1,339,000 Â Total noncash stock compensation expense Â $ 356,000 Â Â $ 643,000 Â Â $ 986,000 Â Â $ 2,175,000 Â Â Deferred Charges, Policy [Policy Text Block] Financing Costs Â Specific incremental costs directly attributable to a proposed or actual offering of securities are deferred and charged against the gross proceeds of the equity financing. In the event that the proposed or actual equity financing is not completed, or is deemed not likely to be completed, such costs are expensed in the period that such determination is made. Deferred equity financing costs, if any, are included in other current assets in the accompanying condensed consolidated balance sheet. Deferred financing costs totaled $184,000 and $282,000 as of September 30, 2024 and December 31, 2023, respectively. Debt, Policy [Policy Text Block] Debt Modifications Â Modifications to debt obligations are initially analyzed to determine whether the modification qualifies as a troubled debt restricting (TDR). A modification is a troubled debt restructuring if both (1) the borrower is experiencing financial difficulty, and (2) the lender grants the borrower a concession. In determining if a company is experiencing financial difficulties for a TDR, as contemplated by the applicable standard, several factors are considered including whether the company is currently in payment default on any debt, if there is a high probability of future default without modification, bankruptcy considerations, or if there is substantial doubt about the companyâ€™s ability to continue as a going concern. A lender is granting a concession when the effective borrowing rate on the restructured debt is less than the effective borrowing rate on the original debt. The recognition and measurement of the impact of a TDR on the financial statements depends on whether the future undiscounted cash flows specified by the new terms are greater (gain is recorded in the statement of operations for the difference) or less (no gain is recorded in the statement of operations for the difference) than the carrying value of the debt. Â For an exchange of debt instruments or a modification of a debt instrument by a debtor and a creditor in a nontroubled debt situation, the Company initially evaluates whether the modified debt terms are "substantially different" from the original debt. An exchange of debt instruments or a modification of a debt instrument by a debtor and a creditor is deemed to have been accomplished with debt instruments that are substantially different if the present value of the cash flows under the terms of the new debt instrument is at least 10 percent different from the present value of the remaining cash flows under the terms of the original instrument. If the terms of a debt instrument are changed or modified and the cash flow effect on a present value basis is less than 10 percent, the debt instruments are not considered to be substantially different. Â If the modification is not deemed to be substantially different, the modification is accounted for as an adjustment to the carrying amount of the debt, with a recalculated effective interest rate. If the modification is deemed to be substantially different, then the modification is accounted for as an extinguishment of the original debt and issuance of new debt, requiring the recognition of a gain or loss on the extinguishment in the statement of operations. Transfers and Servicing of Financial Assets, Transfers of

Financial Assets, Policy [Policy Text Block] Transfers of Financial Assets Â The Company accounts for transfers of financial assets as sales when it has surrendered control over the related assets. Whether control has been relinquished requires, among other things, an evaluation of relevant legal considerations and an assessment of the nature and extent of the Companyâ€™s continuing involvement with the assets transferred. Gains and losses stemming from transfers reported as sales, if any, are included in the statements of income. Assets obtained and liabilities incurred in connection with transfers reported as sales are initially recognized in the balance sheet at fair value. Â Transfers of financial assets that do not qualify for sale accounting are reported as collateralized borrowings. Accordingly, the related assets remain on the Companyâ€™s balance sheet and continue to be reported and accounted for as if the transfer had not occurred. Cash proceeds from these transfers are reported as liabilities, with attributable interest expense recognized over the life of the related transactions. Commitment fees charged irrespective of drawdown activity are recognized as expense on a straight line basis over the commitment period and included in other income (expense) in the consolidated statements of operations. Refer to Note 3Â for additional information. Segment Reporting, Policy [Policy Text Block] Reportable Segments Â The Company utilizes the management approach to identify the Companyâ€™s operating segments and measure the financial information disclosed, based on information reported internally to the Chief Operating Decision Maker (â€œCODMâ€) to make resource allocation and performance assessment decisions. An operating segment of a public entity has all the following characteristics: (1) it engages in business activities from which it may earn revenue and incur expense; (2) its operating results are regularly reviewed by the public entityâ€™s CODM to make decisions about resources to be allocated to the segment and assess its performance: and (3) its discrete financial information is available. Based on the applicable criteria under the standard, the components of the Companyâ€™s operations are its: (1) media and advertising component, including its publishing and content studio component; and (2) the Companyâ€™s direct-to-consumer component. Â Â A reportable segment is an identified operating segment that also exceeds the quantitative thresholds described in the applicable standard. Based on the applicable criteria under the standard, including quantitative thresholds, management has determined that the Company has one reportable segment that operated primarily in domestic markets during the periods presented herein. Concentration Risk, Credit Risk, Policy [Policy Text Block] Concentration of Credit Risks Â Financial instruments that potentially subject the Company to concentrations of credit risk are cash equivalents and accounts receivable.Â Cash and cash equivalents are also invested in deposits with certain financial institutions and may, at times, exceed federally insured limits. Any loss incurred or a lack of access to such funds could have a significant adverse impact on the Company's financial condition, results of operations, and cash flows. Â Risks and Uncertainties Â Concentrations. The Company had certain customers whose revenue individually represented 10% or more of the Companyâ€™s total revenue, or whose accounts receivable balances individually represented 10% or more of the Companyâ€™s total accounts receivable, and vendors whose accounts payable balances individually represented 10% or more of the Companyâ€™s total accounts payable, as follows: Â Â Â Three Months Ended September 30, Â Â Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Number of customers > 10% of revenue / percent of revenue Â Â Two / 25% Â Â Â Two / 36% Â Â Â Two / 23% Â Â Â - / -% Â Â Revenue concentrations were comprised of the following revenue categories: Â Â Three Months Â Â Nine Months Â Â Ended September 30, Â Â Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Media and advertising Â Â - % Â Â 17 % Â Â 11 % Â Â - % Publishing and content studio Â Â 25 % Â Â 19 % Â Â 12 % Â Â - % Â Â Â 25 % Â Â 36 % Â Â 23 % Â Â - % Â Â Â Â September 30, 2024 Â December 31, 2023 Â Â Â Â Â Â Â Â Â Â Number of customers > 10% of accounts receivable / percent of accounts receivable Â Â Three / 45% Â Three / 55% Â Number of vendors > 10% of accounts payable / percent of accounts payable Â Â One / 22% Â Two / 37% Â Â Earnings Per Share, Policy [Policy Text Block] Earnings (Loss) Per Share Â Basic earnings (loss) per share is computed by dividing the income or loss by the weighted-average number of outstanding shares of common stock for the applicable period. Diluted earnings per share is computed by dividing the income or loss by the weighted-average number of outstanding shares of common stock for the applicable period, including the dilutive effect of common stock equivalents. Potentially dilutive common stock equivalents primarily consist of common stock potentially issuable in connection with the conversion of outstanding preferred stock, convertible notes payable, employee stock options, warrants issued to employees and non-employees in exchange for services and warrants issued in connection with financings. Â Common stock underlying all outstanding stock options, restricted stock units and warrants, totaling 3,782,000 and 1,044,000 at September 30, 2024 and 2023, respectively, have been excluded from the computation of diluted loss per share because the effect of inclusion would have been anti-dilutive. Common stock potentially issuable in connection with the conversion of outstanding preferred stock totaling 11,346,000 and 4,077,000 at September 30, 2024 and 2023, respectively, have been excluded from the computation of diluted loss per share because the effect of inclusion would have been anti-dilutive. Common stock potentially issuable in connection with the exercise of outstanding additional investment rights, as described below, totaling 8,414,000 and 1,682,000 at September 30, 2024 and 2023, respectively, have been excluded from the computation of diluted loss per share because the effect of inclusion would have been anti-dilutive. Â Â A reconciliation of net loss to net loss attributable to common stockholders is as follows for the three and nine months ended September 30: Â Â Â Three Months Â Â Nine Months Â Â Â Ended September 30, Â Â Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Net loss Â $ (3,632,000) Â $ (2,984,000) Â $ (11,347,000) Â $ (17,056,000) Preferred Dividends paid in shares of common stock Â Â (1,694,000) Â Â - Â Â Â (3,290,000) Â Â - Â Deemed dividend on Series AA Preferred Stock â€“ down round feature Â Â - Â Â Â (6,446,000) Â Â - Â Â Â (6,446,000) Net loss attributable to common stockholders Â $ (5,326,000) Â $ (9,430,000) Â $ (14,637,000) Â $ (23,502,000) Â Stockholders' Equity, Policy [Policy Text Block] Modifications of Preferred Stock Instruments Â The financial statement impact of a modification or an exchange of a freestanding equity- classified written call options is recognized in the same manner as if cash had been paid as consideration. The Company considers the circumstances of modifications or exchanges of the instrument to determine whether the modification or exchange is related to a financing or other arrangement. The effect of a modification or an exchange is measured as the excess, if any, of the fair value of the modified or exchanged instrument over the fair value of that instrument immediately before it is modified or exchanged. The effect of a modificationÂ or an exchange that is directly attributable to a proposed or actual equity offering is recognized as an equity issuance cost. Â For preferred stock instruments classified as liabilities under ASC 480 (see placement agent warrants described below), the Company follows the accounting models for the modification or extinguishment of debt, which require that modifications or exchanges of preferred stock instruments classified as liabilities are considered extinguishments, with gains or losses recognized in current earnings if the terms of the new instrument and original instrument are substantially different. Dividend [Policy Text Block] Preferred Stock Dividends Â Dividends on preferred stock paid in another class of stock are recorded at the fair value of the shares issued as a charge to retained earnings. Dividends declared on preferred stock that are payable in the Companyâ€™s common shares are deducted from earnings available to common shareholders when computing earnings per share. Dividends on preferred stock that are due, but unpaid, are reflected in accrued liabilities in the condensed consolidated balance sheet until paid. Â Certain of the Companyâ€™s outstanding preferred stock contain a conversion price down round feature subject to a contractual floor pursuant to the underlying rights in the applicable certificate of designation. Upon the occurrence of a triggering event that results in a reduction of the conversion price for an equity-classified convertible preferred stock, the Company measures the value of the effect of the feature as the difference between the fair value of the financial instrument without the down round feature, with a conversion price corresponding to the currently stated conversion price of the issued instrument, and the fair value of the financial instrument without the down round feature with a conversion price corresponding to the reduced conversion price upon the down round feature being triggered. The value of the effect of a down round feature that is triggered is recognized as a charge to retained earnings and a reduction to income available to common stockholders in the computation of earnings per share. For the three and nine months ended September 30, 2023, total charges to retained earnings as a result of the triggering of down round features related to Series AA Preferred stock totaled $6,446,000. Refer to Note 6 for additional information. Income Tax, Policy [Policy Text Block] Income Taxes Â Income taxes are accounted for using an asset and liability approach that requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been recognized in the Companyâ€™s consolidated financial statements or income tax returns. A valuation allowance is established to reduce deferred tax assets if all, or some portion, of such assets will more than likely not be realized, or if it is determined that there is uncertainty regarding future realization of such assets. Â Under U.S. GAAP, a tax position is a position in a previously filed tax return, or a position expected to be taken in a future tax filing that is reflected in measuring current or deferred income tax assets and liabilities. Tax positions are recognized only when it is more likely than not, based on technical merits, that the position will be sustained upon examination. Tax positions that meet the more likely than not thresholds are measured using a probability weighted approach as the largest amount of tax benefit being realized upon settlement. The Company considers many factors when evaluating and estimating its tax positions and tax benefits, which may require periodic adjustments, and which may not accurately forecast actual outcomes. Management believes the Company has no uncertain tax positions for the periods presented. Commitments and Contingencies, Policy [Policy Text Block] Contingencies Â Certain conditions may exist as of the date the consolidated financial statements are issued, which may result in a loss to the Company, but which will only be resolved when one or more future events occur or fail to occur. The Companyâ€™s management, in consultation with its legal counsel as appropriate, assesses such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company, in consultation with legal counsel, evaluates the perceived merits of any legal proceedings or unasserted claims, as well as the perceived merits of the amount of relief sought or expected to be sought therein. If the assessment of a contingency indicates it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Companyâ€™s consolidated financial statements. If the assessment indicates a potentially material loss contingency is not probable, but is reasonably possible, or is probable, but cannot be estimated, then the nature of the contingent liability, together with an estimate of the range of possible loss, if determinable and material, would be disclosed. Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed. New Accounting Pronouncements, Policy [Policy Text Block] Recent Accounting Guidance Â Recent Accounting Pronouncements â€“ Not Yet Adopted Â In November 2023, the FASB issued Accounting Standards Update (â€œASUâ€) No. 2023-07,Â Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosuresâ€Â (â€œASU 2023-07â€) which updates required disclosures of significant reportable segment expenses that are regularly provided to the CODM and included within each reported measure of a segment's profit or loss. This standard also requires disclosure of the title and position of the individual identified as the CODM and an explanation of how the CODM uses the reported measures of a segmentâ€™s profit or loss in assessing segment performance and deciding how to allocate resources. The standard is effective for annual periods beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, though early adoption is permitted. Adoption of ASU 2023-07 should be applied retrospectively to all prior periods presented in the financial statements. The Company is currently evaluating the presentational impact of ASU 2023-07 and expects to adopt in the year ended December 31, 2024. Â In December 2023, the FASB issued ASU No. 2023-09,Â â€œIncome Taxes (Topic 740): Improvements to Income Tax Disclosuresâ€ (â€œASU 2023-09â€) whichÂ enhances the transparency and usefulness of income tax disclosures. The updates are effective for annual periods beginning after December 15, 2024 on a prospective or retrospective basis, though early adoption is permitted. The Company is currently evaluating the presentational impact of ASU 2023-09 and expects to adopt the standard in the year ended December 31, 2025. X - DefinitionDisclosure of accounting policy for dividends. + ReferencesNo definition available. + Details Name: slgg_DividendPolicyTextBlock Namespace Prefix: slgg_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionThe disclosure for the accounting policy related to the going concern of the company. + ReferencesNo definition available. + Details Name: slgg_GoingConcernPolicyTextBlock Namespace Prefix: slgg_ 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 advertising cost. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -SubTopic 35 -Topic 720 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483406/720-35-50-1 + Details Name: us-gaap_AdvertisingCostsPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType 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 completed business combinations (purchase method, acquisition method or combination of entities under common control). This accounting policy may include a general discussion of the purchase method or acquisition method of accounting (including for example, the treatment accorded contingent consideration, the identification of assets and liabilities, the purchase price allocation process, how the fair values of acquired assets and liabilities are determined) and the entity's specific application thereof. An entity that acquires another entity in a leveraged buyout transaction generally discloses the accounting policy followed by the acquiring entity in determining the basis used to value its interest in the acquired entity, and the rationale for that accounting policy. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 805 -SubTopic 10 -Name Accounting Standards Codification -Section 05 -Paragraph 4 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479515/805-10-05-4Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 805 -SubTopic 10 -Name Accounting Standards Codification -Section 05 -Paragraph 4 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479515/805-10-05-4Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 805 -SubTopic 10 -Name Accounting Standards Codification -Section 05 -Paragraph 4 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479515/805-10-05-4Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 805 -SubTopic 10 -Name Accounting Standards Codification -Section 05 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479515/805-10-05-4 + Details Name: us-gaap_BusinessCombinationsPolicy Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for commitments and contingencies, which may include policies for recognizing and measuring loss and gain contingencies. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 954 -SubTopic 450 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477850/954-450-50-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 460 -SubTopic 10 -Section 50 -Paragraph 8 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482425/460-10-50-8 + Details Name: us-gaap_CommitmentsAndContingenciesPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for salaries, bonuses, incentive awards, postretirement and postemployment benefits granted to employees, including equity-based arrangements; discloses methodologies for measurement, and the bases for recognizing related assets and liabilities and recognizing and reporting compensation expense. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -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://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_CompensationRelatedCostsPolicyTextBlock 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 cost of product sold and service rendered. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Name Accounting Standards Codification -Topic 705 -Publisher FASB -URI https://asc.fasb.org/705/tableOfContent + Details Name: us-gaap_CostOfSalesPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy related to debt. Includes, but is not limited to, debt issuance costs, the effects of refinancings, method of amortizing debt issuance costs and original issue discount, and classifications of debt. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 470 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-1 + Details Name: us-gaap_DebtPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for deferral and amortization of significant deferred charges. + 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_DeferredChargesPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for its derivative instruments and hedging activities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 815 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-2Reference 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 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(n)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 815 -SubTopic 10 -Section 50 -Paragraph 1A -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-1AReference 5: 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/1943274/2147480434/815-10-50-1Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 815 -SubTopic 10 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-4Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 815 -SubTopic 10 -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-7 + Details Name: us-gaap_DerivativesPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for computing basic and diluted earnings or loss per share for each class of common stock and participating security. Addresses all significant policy factors, including any antidilutive items that have been excluded from the computation and takes into account stock dividends, splits and reverse splits that occur after the balance sheet date of the latest reporting period but before the issuance of the financial statements. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 260 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 260 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-2 + Details Name: us-gaap_EarningsPerSharePolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for fair value measurements of financial and non-financial assets, liabilities and instruments classified in shareholders' equity. Disclosures include, but are not limited to, how an entity that manages a group of financial assets and liabilities on the basis of its net exposure measures the fair value of those assets and liabilities. + ReferencesNo definition available. + Details Name: us-gaap_FairValueMeasurementPolicyPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for goodwill. This accounting policy also may address how an entity assesses and measures impairment of goodwill, how reporting units are determined, how goodwill is allocated to such units, and how the fair values of the reporting units are determined. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/350-20/tableOfContent + Details Name: us-gaap_GoodwillAndIntangibleAssetsGoodwillPolicy Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for recognizing and measuring the impairment of long-lived assets. An entity also may disclose its accounting policy for long-lived assets to be sold. This policy excludes goodwill and intangible assets. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 5.CC) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480091/360-10-S99-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 05 -Paragraph 4 -SubTopic 10 -Topic 360 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482338/360-10-05-4 + Details Name: us-gaap_ImpairmentOrDisposalOfLongLivedAssetsPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for income taxes, which may include its accounting policies for recognizing and measuring deferred tax assets and liabilities and related valuation allowances, recognizing investment tax credits, operating loss carryforwards, tax credit carryforwards, and other carryforwards, methodologies for determining its effective income tax rate and the characterization of interest and penalties in the financial statements. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 20 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-20Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-19Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482525/740-10-45-25Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(h)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 17 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-17Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-9Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482525/740-10-45-28Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-1 + Details Name: us-gaap_IncomeTaxPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for finite-lived intangible assets. This accounting policy also might address: (1) the amortization method used; (2) the useful lives of such assets; and (3) how the entity assesses and measures impairment of such assets. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483426/235-10-50-4Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/350-30/tableOfContentReference 3: 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/1943274/2147483154/926-20-50-5Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 920 -SubTopic 350 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478609/920-350-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 920 -SubTopic 350 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478609/920-350-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 920 -SubTopic 350 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478609/920-350-50-4 + Details Name: us-gaap_IntangibleAssetsFiniteLivedPolicy Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy pertaining to new accounting pronouncements that may impact the entity's financial reporting. Includes, but is not limited to, quantification of the expected or actual impact. + ReferencesNo definition available. + Details Name: us-gaap_NewAccountingPronouncementsPolicyPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for reclassification affecting comparability of financial statement. Excludes amendment to accounting standards, other change in accounting principle, and correction of error. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 205 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483504/205-10-50-1 + Details Name: us-gaap_PriorPeriodReclassificationAdjustmentDescription Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for its research and development and computer software activities including the accounting treatment for costs incurred for (1) research and development activities, (2) development of computer software for internal use, (3) computer software to be sold, leased or otherwise marketed as a separate product or as part of a product or process and (4) in-process research and development acquired in a purchase business combination. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/985-20/tableOfContentReference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 40 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/350-40/tableOfContentReference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 730 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/730/tableOfContent + Details Name: us-gaap_ResearchDevelopmentAndComputerSoftwarePolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for revenue from contract with customer. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 17 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-17Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-19Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-18Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-18Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 20 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-20Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 20 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-20Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 20 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-20Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 20 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-20Reference 9: http://www.xbrl.org/2003/role/exampleRef -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (e) -SubTopic 10 -Topic 235 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483426/235-10-50-4Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Topic 606 -Publisher FASB -URI https://asc.fasb.org/606/tableOfContent + Details Name: us-gaap_RevenueFromContractWithCustomerPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for segment reporting. + 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/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 47 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-47Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 29 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-29Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 54 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-54Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 36 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-36Reference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 47 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-47Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 29 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-29Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 29 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-29Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 29 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-29Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 29 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-29Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 29 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-29Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 29 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-29 + Details Name: us-gaap_SegmentReportingPolicyPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for its capital stock transactions, including dividends and accumulated other comprehensive income. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 235 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477968/946-235-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-1 + Details Name: us-gaap_StockholdersEquityPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for accounts receivable. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481962/310-10-50-6Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481962/310-10-50-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481962/310-10-50-2Reference

4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 310 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481569/310-20-50-1Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 15 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481962/310-10-50-15Reference 6: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481962/310-10-50-11B + Details Name: us-gaap_TradeAndOtherAccountsReceivablePolicy Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for transfers of financial assets, including securitization transactions. The disclosure is generally expected to include how the entity determines whether a transaction is accounted for as a sale or financing, and the initial and subsequent accounting for such a transaction. The disclosure also may address how interests that are obtained and sold, or those that continue to be held, in such transactions are measured and accounted for, and the methodology and significant assumptions used to value such interests, and the gains or losses resulting from the sale. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Subparagraph (a) -Paragraph 4 -SubTopic 20 -Topic 860 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481326/860-20-50-4Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 860 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481326/860-20-50-3Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 4 -SubTopic 10 -Topic 860 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481268/860-10-50-4Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 25 -Paragraph 2 -SubTopic 30 -Topic 860 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481557/860-30-25-2 + Details Name: us-gaap_TransfersAndServicingOfFinancialAssetsTransfersOfFinancialAssetsPolicy 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 33 R17.htm IDEA: XBRL DOCUMENT v3.24.3 Note 2 - Summary of Significant Accounting Policies (Tables) 9 Months Ended Sep. 30, 2024 Notes Tables Â Disaggregation of Revenue [Table Text Block] Â Â Three Months Ended September 30, Â Â Nine Months Ended September 30, Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Media and advertising Â $ 1,538,000 Â Â $ 2,886,000 Â Â $ 4,637,000 Â Â $ 6,904,000 Â Publishing and content studio Â Â 2,646,000 Â Â Â 3,960,000 Â Â Â 7,388,000 Â Â Â 7,547,000 Â Direct to consumer Â Â 247,000 Â Â Â 349,000 Â Â Â 731,000 Â Â Â 1,118,000 Â Â Â $ 4,431,000 Â Â $ 7,195,000 Â Â $ 12,756,000 Â Â $ 15,569,000 Â Revenue Recognition: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Single point in time Â 52 % Â Â 16 % Â 43 % Â Â 25 % Over time Â 48 % Â Â 84 % Â 57 % Â Â 75 % Total Â Â 100 % Â Â 100 % Â Â 100 % Â Â 100 % Contract with Customer, Contract Asset, Contract Liability, and Receivable [Table Text Block] Â Â Three Months Ended September 30, Â Â Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Revenue recognized related to contract liabilities as of the beginning of the respective period Â $ - Â Â $ - Â Â $ 234,000 Â Â $ 82,000 Â Disclosure of Share-Based Compensation Arrangements by Share-Based Payment Award [Table Text Block] Â Â Three Months Â Â Nine Months Â Â Â Ended September 30, Â Â Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Sales, marketing and advertising Â $ 124,000 Â Â $ 231,000 Â Â $ 378,000 Â Â $ 631,000 Â Engineering, technology and development Â Â 6,000 Â Â Â 14,000 Â Â Â 23,000 Â Â Â 205,000 Â General and administrative Â Â 226,000 Â Â Â 398,000 Â Â Â 585,000 Â Â Â 1,339,000 Â Total noncash stock compensation expense Â $ 356,000 Â Â $ 643,000 Â Â $ 986,000 Â Â $ 2,175,000 Â Schedules of Concentration of Risk, by Risk Factor [Table Text Block] Â Â Three Months Ended September 30, Â Â Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Number of customers > 10% of revenue / percent of revenue Â Â Two / 25% Â Â Â Â Two / 36% Â Â Â Â Two / 23% Â Â Â Â - / -% Â Â Â Â Three Months Â Â Nine Months Â Â Â Ended September 30, Â Â Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Media and advertising Â Â - % Â Â 17 % Â Â 11 % Â Â - % Publishing and content studio Â Â 25 % Â Â 19 % Â Â 12 % Â Â - % Â Â Â 25 % Â Â 36 % Â Â 23 % Â Â - % Â Â September 30, 2024 Â December 31, 2023 Â Â Â Â Â Â Â Â Â Â Â Â Number of customers > 10% of accounts receivable / percent of accounts receivable Â Â Three / 45% Â Three / 55% Â Number of vendors > 10% of accounts payable / percent of accounts payable Â Â One / 22% Â Two / 37% Â Schedule of Earnings Per Share, Basic, by Common Class, Including Two Class Method [Table Text Block] Â Â Three Months Â Â Nine Months Â Â Â Ended September 30, Â Â Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Net loss Â $ (3,632,000) Â $ (2,984,000) Â $ (11,347,000) Â $ (17,056,000) Preferred Dividends paid in shares of common stock Â Â (1,694,000) Â Â - Â Â Â (3,290,000) Â Â - Â Deemed dividend on Series AA Preferred Stock â€“ down round feature Â Â - Â Â Â (6,446,000) Â Â - Â Â Â (6,446,000) Net loss attributable to common stockholders Â $ (5,326,000) Â $ (9,430,000) Â $ (14,637,000) Â $ (23,502,000) X - DefinitionTabular disclosure of receivable, contract asset, and contract liability from contract with customer. Includes, but is not limited to, change in contract asset and contract liability. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-10 + Details Name: us-gaap_ContractWithCustomerAssetAndLiabilityTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of disaggregation of revenue into categories depicting how nature, amount, timing, and uncertainty of revenue and cash flows are affected by economic factor. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-5 + Details Name: us-gaap_DisaggregationOfRevenueTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of share-based payment arrangement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 718 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-1Reference 2: 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_DisclosureOfShareBasedCompensationArrangementsByShareBasedPaymentAwardTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the effect of income (loss) on basic earnings per share. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -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://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 260 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (a) -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 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52 + Details Name: us-gaap_ScheduleOfEarningsPerShareBasicByCommonClassTextBlock 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 X - ReferencesNo definition available. + Details Name: us-gaap_TableTextBlock Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 34 R18.htm IDEA: XBRL DOCUMENT v3.24.3 Note 3 - Intangible Assets (Tables) 9 Months Ended Sep. 30, 2024 Notes Tables Â Schedule of Finite-Lived Intangible Assets [Table Text Block] Â Â September 30, 2024 Â Â December 31, 2023 Â Â Weighted Average Amortization Period (Years) Â Partner and customer relationships Â $ 7,645,000 Â Â $ 7,645,000 Â Â Â 6.5 Â Capitalized software development costs Â Â 4,755,000 Â Â Â 5,912,000 Â Â Â 3.0 Â Capitalized third-party game property costs Â Â 500,000 Â Â Â 500,000 Â Â Â 5.0 Â Developed technology Â Â 3,931,000 Â Â Â 3,931,000 Â Â Â 5.0 Â Influencers/content creators Â Â 2,559,000 Â Â Â 2,559,000 Â Â Â 4.5 Â Trade name Â Â 209,000 Â Â Â 209,000 Â Â Â 5.0 Â Domain Â Â 68,000 Â Â Â 68,000 Â Â Â 10.0 Â Copyrights and other Â Â 745,000 Â Â Â 825,000 Â Â Â 5.5 Â Â Â Â 20,412,000 Â Â Â 21,649,000 Â Â Â 5.0 Â Less: accumulated amortization Â Â (15,714,000) Â Â (15,013,000) Â Â Â Â Intangible assets, net Â $ 4,698,000 Â Â $ 6,636,000 Â Â Â Â Â Schedule of Finite-Lived Intangible Assets, Future Amortization Expense [Table Text Block] For the years ending December 31, Â Â Â Â 2024 remaining Â $ 553,000 Â 2025 Â Â 2,129,000 Â 2026 Â Â 1,246,000 Â 2027 Â Â 520,000 Â 2028 Â Â 237,000 Â Thereafter Â Â 13,000 Â Â Â $ 4,698,000 Â X - DefinitionTabular disclosure of assets, excluding financial assets and goodwill, lacking physical substance with a finite life, by either major class or business segment. + 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/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2 + Details Name: us-gaap_ScheduleOfFiniteLivedIntangibleAssetsTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the amount of amortization expense expected to be recorded in succeeding fiscal years for finite-lived intangible assets. + 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/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 X - ReferencesNo definition available. + Details Name: us-gaap_TableTextBlock Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 35 R19.htm IDEA: XBRL DOCUMENT v3.24.3 Note 4 - Acquisitions (Tables) 9 Months Ended Sep. 30, 2024 Notes Tables Â Schedule of Business Acquisitions, by Acquisition [Table Text Block] Cash consideration Â Â Â Â Â $ 150,000 Â Equity considerationâ€“ shares of common stock Â Â 77,833 Â Â Â Â Â Super League closing stock price per share on the Melon Closing Date Â $ 9.28 Â Â Â Â Â Â Fair value of equity consideration issued Â $ 722,000 Â Â Â 722,000 Â Fair value of contingent consideration Â Â Â Â Â Â 1,350,000 Â Fair value of total consideration paid Â Â Â Â Â $ 2,222,000 Â Schedule of Recognized Identified Assets Acquired and Liabilities Assumed [Table Text Block] Â Â Amount Â Assets Acquired and Liabilities Assumed: Â Â Â Â Accounts receivable and other assets Â $ 36,000 Â Liabilities assumed Â Â (188,000) Identifiable intangible assets Â Â 510,000 Â Identifiable net assets acquired Â Â 358,000 Â Goodwill Â Â 1,864,000 Â Total purchase price Â $ 2,222,000 Â Schedule of Acquired Finite-Lived Intangible Assets by Major Class [Table Text Block] Â Â Estimated Useful Life (in years) Â Â Amount Â Developed technology Â Â 5 Â Â $ 250,000 Â Developer relationships Â Â 2 Â Â Â 50,000 Â Customer relationships Â Â 6 Â Â Â 190,000 Â Trade names / trademarks Â Â 0.5 Â Â Â 20,000 Â Total intangible assets acquired Â Â Â Â Â $ 510,000 Â Schedule of Business Acquisitions by Acquisition, Contingent Consideration [Table Text Block] Â Â Three Months Â Â Nine Months Â Â Â Ended September 30, Â Â Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Beginning balance Â $ 336,000 Â Â $ 1,432,000 Â Â $ 538,000 Â Â $ - Â Contingent Consideration â€“ Initial accrual â€“ May 2023 Â Â - Â Â Â - Â Â Â - Â Â Â 1,350,000 Â Change in fair value(3) Â Â (68,000) Â Â (750,000) Â Â (148,000) Â Â (668,000) Contingent consideration payments (2) Â Â - Â Â Â - Â Â Â (122,000) Â Â - Â Accrued contingent consideration(1) Â $ 268,000 Â Â $ 682,000 Â Â $ 268,000 Â Â $ 682,000 Â Â Three Months Â Â Nine Months Â Â Â Ended September 30, Â Â Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Beginning balance Â $ 1,765,000 Â Â $ 709,000 Â Â $ 1,670,000 Â Â $ 3,206,000 Â Accrued contingent consideration(3) Â Â - Â Â Â 351,000 Â Â Â 142,000 Â Â Â 1,073,000 Â Change in fair value(3) Â Â - Â Â Â (63,000) Â Â (9,000) Â Â 141,000 Â Contingent consideration Payments(2) Â Â - Â Â Â - Â Â Â (38,000) Â Â (3,423,000) Issuance of Super Biz Note (as described below) Â Â (1,765,000) Â Â - Â Â Â (1,765,000) Â Â - Â Accrued contingent consideration(1) Â $ - Â Â $ 997,000 Â Â $ - Â Â $ 997,000 Â Business Acquisition, Pro Forma Information [Table Text Block] Â Â Three Months Ended Â Â Nine Months Ended Â Â Â September 30, Â Â September 30, Â Â Â 2023 Â Â 2022 Â Â 2023 Â Â 2022 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Revenue Â $ 7,195,000 Â Â $ 5,234,000 Â Â $ 16,284,000 Â Â $ 14,592,000 Â Net Loss Â Â (3,011,000) Â Â (53,591,000) Â Â (17,877,000) Â Â (71,516,000) X - DefinitionTabular disclosure of pro forma results of operations for a material business acquisition or series of individually immaterial business acquisitions that are material in the aggregate. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(2) -SubTopic 10 -Topic 805 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479328/805-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(3) -SubTopic 10 -Topic 805 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479328/805-10-50-2 + Details Name: us-gaap_BusinessAcquisitionProFormaInformationTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the characteristics, including initial carrying value, residual amount, weighted average useful life, of finite-lived intangible assets acquired during the period by major class. A major class is composed of intangible assets that can be grouped together because they are similar, either by nature or by their use in the operations of the company. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-1 + Details Name: us-gaap_ScheduleOfAcquiredFiniteLivedIntangibleAssetsByMajorClassTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of contingent payment arrangements including the terms that will result in payment and the accounting treatment that will be followed if such contingencies occur, including the potential impact on earnings per share if contingencies are to be settled in common stock of the entity. The description also may include the period over which amounts are

expected to be paid, and changes in the amount since the previous reporting period. This also includes contingent options and commitments. + ReferencesNo definition available. + Details Name: us-gaap_ScheduleOfBusinessAcquisitionsByAcquisitionContingentConsiderationTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of a material business combination completed during the period, including background, timing, and recognized assets and liabilities. This table does not include leveraged buyouts. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479328/805-10-50-3Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479328/805-10-50-2 + Details Name: us-gaap_ScheduleOfBusinessAcquisitionsByAcquisitionTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the amounts recognized as of the acquisition date for each major class of assets acquired and liabilities assumed. May include but not limited to the following: (a) acquired receivables; (b) contingencies recognized at the acquisition date; and (c) the fair value of noncontrolling interests in the acquiree. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 805 -SubTopic 20 -Name Accounting Standards Codification -Paragraph 1 -Section 50 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-1 + Details Name: us-gaap_ScheduleOfRecognizedIdentifiedAssetsAcquiredAndLiabilitiesAssumedTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_TableTextBlock Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 36 R20.htm IDEA: XBRL DOCUMENT v3.24.3 Note 6 - Stockholders' Equity and Equity-linked Instruments (Tables) 9 Months Ended Sep. 30, 2024 Notes Tables Â Schedule of Stock by Class [Table Text Block] Â Â Â Â Preferred Stock Â Â Â Â Â Â Proceeds Â Â Conversion Shares - Common Stock Â Â Other Â Series Designation Â Closing Date Â Conversion Prices(2)(3)(4) Â Â Shares Purchased/ Issued in Exchange(6) Â Â Conversions / Exchanges Â Â Outstanding - September 30, 2024 Â Â Gross Proceeds Â Â Fees Â Â Net Proceeds Â Â Original Â Â Conversions / Exchanges(5) Â Â September 30, 2024 Â Â Placement Agent Warrants(1) Â Â Â November 22, 2022 Â $ 12.40 Â Â Â Â 5,359 Â Â Â (4,919) Â Â 440 Â Â $ 5,359,000 Â Â $ 697,000 Â Â $ 4,662,000 Â Â Â 432,000 Â Â Â (397,000) Â Â 35,000 Â Â Â 62,000 Â A-2 Â November 28, 2022 Â $ 13.29 Â Â Â 1,297 Â Â Â (834) Â Â 463 Â Â Â 1,297,000 Â Â Â 169,000 Â Â Â 1,128,000 Â Â Â 98,000 Â Â Â (63,000) Â Â 35,000 Â Â Â 14,000 Â A-3 Â November 30, 2022 Â $ 13.41 Â Â Â 1,733 Â Â Â (1,418) Â Â 315 Â Â Â 1,733,000 Â Â Â 225,000 Â Â Â 1,508,000 Â Â Â 129,000 Â Â Â (106,000) Â Â 23,000 Â Â Â 18,000 Â A-4 Â December 22, 2022 Â $ 7.60 Â Â Â 1,934 Â Â Â (1,554) Â Â 380 Â Â Â 1,934,000 Â Â Â 251,000 Â Â Â 1,683,000 Â Â Â 254,000 Â Â Â (204,000) Â Â 50,000 Â Â Â 36,000 Â A-5 Â January 31, 2023 Â $ 11.09 Â Â Â 2,299 Â Â Â (1,519) Â Â 780 Â Â Â 2,299,000 Â Â Â 299,000 Â Â Â 2,000,000 Â Â Â 207,000 Â Â Â (137,000) Â Â 70,000 Â Â Â 30,000 Â AA Â April 19, 2023 Â $9.43/$1.89 Â Â Â 7,680 Â Â Â (3,981) Â Â 3,699 Â Â Â 7,680,000 Â Â Â 966,000 Â Â Â 6,714,000 Â Â Â 4,072,000 Â Â Â (2,111,000) Â Â 1,961,000 Â Â Â 114,000 Â AA-2 Â April 20, 2023 Â $10.43/$2.09 Â Â Â 1,500 Â Â Â (1,500) Â Â - Â Â Â 1,500,000 Â Â Â 130,000 Â Â Â 1,370,000 Â Â Â 719,000 Â Â Â (719,000) Â Â - Â Â Â 13,000 Â AA-3 Â April 28, 2023 Â $9.50/$1.90 Â Â Â 1,025 Â Â Â (1,000) Â Â 25 Â Â Â 1,025,000 Â Â Â 133,000 Â Â Â 892,000 Â Â Â 539,000 Â Â Â (526,000) Â Â 13,000 Â Â Â 15,000 Â AA-4 Â May 5, 2023 Â $9.28/$1.86 Â Â Â 1,026 Â Â Â (526) Â Â 500 Â Â Â 1,026,000 Â Â Â 133,000 Â Â Â 893,000 Â Â Â 553,000 Â Â Â (283,000) Â Â 270,000 Â Â Â 16,000 Â AA-5 Â May 26, 2023 Â $10.60/$2.12 Â Â Â 550 Â Â Â (500) Â Â 50 Â Â Â 550,000 Â Â Â 72,000 Â Â Â 478,000 Â Â Â 259,000 Â Â Â (236,000) Â Â 23,000 Â Â Â 7,000 Â AAA Â November 30, 2023 Â $ 1.67 Â Â Â 9,388 Â Â Â (1,513) Â Â 7,875 Â Â Â 9,388,000 Â Â Â 645,000 Â Â Â 8,743,000 Â Â Â 5,608,000 Â Â Â (904,000) Â Â 4,704,000 Â Â Â 466,000 Â AAA-2 Â December 22, 2023 Â $ 1.71 Â Â Â 5,334 Â Â Â (2,126) Â Â 3,208 Â Â Â 5,334,000 Â Â Â 357,000 Â Â Â 4,977,000 Â Â Â 3,119,000 Â Â Â (1,243,000) Â Â 1,876,000 Â Â Â 452,000 Â AAA-Junior Â June 26, 2024 Â $ 1.25 Â Â Â 1,210 Â Â Â - Â Â Â 1,210 Â Â Â 1,210,000 Â Â Â 145,000 Â Â Â 1,065,000 Â Â Â 968,000 Â Â Â - Â Â Â 968,000 Â Â Â 140,000 Â AAA-Junior - 2 Â July 10, 2024 Â $ 1.25 Â Â Â 551 Â Â Â - Â Â Â 551 Â Â Â 551,000 Â Â Â 66,000 Â Â Â 485,000 Â Â Â 441,000 Â Â Â - Â Â Â 441,000 Â Â Â 64,000 Â AAA-Junior - 3 Â September 20, 2024 Â $ 1.25 Â Â Â 697 Â Â Â - Â Â Â 697 Â Â Â 697,000 Â Â Â 84,000 Â Â Â 613,000 Â Â Â 558,000 Â Â Â - Â Â Â 558,000 Â Â Â 81,000 Â AAA-JuniorÂ â€“ 4(7) Â September 30, 2024 Â $ 1.25 Â Â Â 399 Â Â Â - Â Â Â 399 Â Â Â 399,000 Â Â Â 48,000 Â Â Â 351,000 Â Â Â 319,000 Â Â Â - Â Â Â 319,000 Â Â Â 46,000 Â Â Â Â Â Â Â Â Â 41,982 Â Â Â (21,390) Â Â 20,592 Â Â $ 41,982,000 Â Â $ 4,420,000 Â Â $ 37,562,000 Â Â Â 18,275,000 Â Â Â (6,929,000) Â Â 11,346,000 Â Â Â 1,574,000 Â Share-based Payment Arrangement, Warrants, Activity [Table Text Block] Â Â Three Months Â Â Â Nine Months Â Â Â Ended September 30, Â Â Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Series AAA Junior-3 and Series AAA Junior-4 Warrants: Â Â Â Â Â Â Â Â Â Â Â Â Beginning balance Â $ - Â Â $ - Â Â $ - Â Â $ - Â Initial fair value of warrant liability â€“ grant date(1) Â Â 346,000 Â Â Â - Â Â Â 346,000 Â Â Â - Â Change in fair value Â Â 14,000 Â Â Â - Â Â Â 14,000 Â Â Â - Â Subtotal - Fair value of warrant liability - Series AAA Junior -3 and Series AAA Junior â€“ 4 Warrants Â Â 360,000 Â Â Â - Â Â Â 360,000 Â Â Â - Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Placement Agent Warrants: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Beginning balance Â $ 665,000 Â Â $ 1,764,000 Â Â $ 1,571,000 Â Â $ - Â Initial fair value of warrant liability â€“ grant date(1) Â Â 134,000 Â Â Â - Â Â Â 134,000 Â Â Â 2,804,000 Â Change in fair value Â Â (212,000) Â Â (1,512,000) Â Â (1,118,000) Â Â (2,552,000) Subtotal - Fair value of warrant liability â€“ Placement Agent Warrants Â Â 587,000 Â Â Â 252,000 Â Â Â 587,000 Â Â Â 252,000 Â Total fair value of warrant liability Â $ 947,000 Â Â $ 252,000 Â Â $ 947,000 Â Â $ 252,000 Â Schedule of Warrants, Valuation Assumptions [Table Text Block] Â Â May 26, Â Â December 22, Â Â December 31, Â Â September 30, Â Â Â 2023 Â Â 2023 Â Â 2023 Â Â 2024 Â Expected Volatility Â Â 95 % Â Â 98 % Â Â 98 % Â Â 98 % Riskâ€“free interest rate Â Â 3.88 % Â Â 3.87 % Â Â 3.84 % Â Â 3.58 % Dividend yield Â Â - % Â Â - % Â Â - % Â Â - % Expected life of options (in years) Â Â 5.0-5.19 Â Â Â 5.0 Â Â Â 4.5-5.0 Â Â Â 3.0-5.0 Â Dividends Declared [Table Text Block] Series Designation Â Date Â Dividend Shares Â Â Fair Value Shares Issued (1) Â Series A-5 Â January 31, 2024 Â Â 2,166 Â Â $ 4,000 Â Series AA Â April 19, 2024 Â Â 476,271 Â Â Â 661,000 Â Â Â July 23, 2024 Â Â 158,860 Â Â Â 216,000 Â Series AA-3 Â April 29, 2024 Â Â 41,159 Â Â Â 60,000 Â Â Â July 23, 2024 Â Â 38,527 Â Â Â 52,000 Â Series AA-4 Â May 6, 2024 Â Â 55,497 Â Â Â 77,000 Â Â Â July 23, 2024 Â Â 1,616 Â Â Â 2,000 Â Series AA-5 Â May 30, 2024 Â Â 51,887 Â Â Â 65,000 Â Â Â July 23, 2024 Â Â 47,170 Â Â Â 64,000 Â Series AAA Â July 23, 2024 Â Â 432,025 Â Â Â 587,000 Â Series AAA-2 Â July 23, 2024 Â Â 490,295 Â Â Â 666,000 Â Series AAA-Junior Â July 26, 2024 Â Â 193,600 Â Â Â 273,000 Â Â Â August 26, 2024 Â Â 193,600 Â Â Â 240,000 Â Â Â September 24, 2024 Â Â 193,600 Â Â Â 126,000 Â Series AAA-Junior - 2 Â August 9, 2024 Â Â 88,160 Â Â Â 97,000 Â Â Â September 9, 2024 Â Â 88,160 Â Â Â 100,000 Â Â Â Â Â 2,552,593 Â Â $ 3,290,000 Â X - DefinitionTabular disclosure of the significant assumptions used during the year to estimate the fair value of warrants. + ReferencesNo definition available. + Details Name: slgg_ScheduleOfWarrantsValuationAssumptionsTableTextBlock Namespace Prefix: slgg_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the number and weighted-average grant date fair value for warrants that were outstanding at the beginning and end of the year, and the number of warrants that were granted, vested, or forfeited during the year. + ReferencesNo definition available. + Details Name: slgg_SharebasedPaymentArrangementWarrantsActivityTableTextBlock Namespace Prefix: slgg_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of information related to dividends declared, including paid and unpaid dividends. + ReferencesNo definition available. + Details Name: us-gaap_DividendsDeclaredTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of an entity's stock, including par or stated value per share, number and dollar amount of share subscriptions, shares authorized, shares issued, shares outstanding, number and dollar amount of shares held in an employee trust, dividend per share, total dividends, share conversion features, par value plus additional paid in capital, the value of treasury stock and other information necessary to a fair presentation, and EPS information. Stock by class includes common, convertible, and preferred stocks which are not redeemable or redeemable solely at the option of the issuer. Includes preferred stock with redemption features that are solely within the control of the issuer and mandatorily redeemable stock if redemption is required to occur only upon liquidation or termination of the reporting entity. If more than one issue is outstanding, state the title of each issue and the corresponding dollar amount; dollar amount of any shares subscribed but unissued and the deduction of subscriptions receivable there from; number of shares authorized, issued, and outstanding. + 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 -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1Reference 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 505 -SubTopic 10 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-4Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 10 -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-5Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 10 -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481142/505-10-45-2Reference 9: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 10 -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-10Reference 10: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 10 -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-8Reference 11: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 480 -SubTopic 10 -Section S99 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480244/480-10-S99-1Reference 12: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-6Reference 13: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-7 + Details Name: us-gaap_ScheduleOfStockByClassTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_TableTextBlock Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 37 R21.htm IDEA: XBRL DOCUMENT v3.24.3 Note 1 - Description of Business (Details Textual) 1 Months Ended Sep. 30, 2024 USD ($) $ / shares shares Sep. 07, 2023 Sep. 30, 2024 USD ($) $ / shares shares Feb. 29, 2024 USD ($) Minehut [Member] Â Â Â Â Disposal Group, Including Discontinued Operation, Consideration Â Â Â $ 619,000 Infinite Reality Term Sheet [Member] Â Â Â Â Line of Credit Facility, Maximum Borrowing Capacity $ 30,000,000 Â $ 30,000,000 Â Infinite Reality Term Sheet [Member] | Scenario, Plan [Member] Â Â Â Â Shares Issued, Price Per Share | $ / shares $ 1.3 Â $ 1.3 Â Infinite Reality Term Sheet [Member] | Common Stock [Member] | Scenario, Plan [Member] Â Â Â Â Stock Issued During Period, Shares, Equity Exchange | shares 2,499,090 Â 2,499,090 Â Infinite Reality Term Sheet [Member] | Infinite Reality Common Stock [Member] | Scenario, Plan [Member] Â Â Â Â Stock Issued During Period, Shares, Equity Exchange | shares 139,592 Â 216,831 Â Infinite Reality Term Sheet [Member] | Maximum [Member] Â Â Â Â Proceeds from Divestiture of Businesses $ 20,000,000 Â Â Â Reverse Stock Split [Member] Â Â Â Â Stockholders' Equity Note, Stock Split, Conversion Ratio Â 20 Â Â X - DefinitionNumber of shares of stock issued during the period as part of an equity exchange transaction. + ReferencesNo definition available. + Details Name: slgg_StockIssuedDuringPeriodSharesEquityExchange Namespace Prefix: slgg_ Data Type: xbrli:sharesItemType 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 - DefinitionMaximum borrowing capacity under the credit facility without consideration of any current restrictions on the amount that could be borrowed or the amounts currently outstanding under the facility. + 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)(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(19)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LineOfCreditFacilityMaximumBorrowingCapacity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionThe cash inflow associated with the amount received from the sale of a portion of the company's business, for example a segment, division, branch or other business, during the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 12 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-12 + Details Name: us-gaap_ProceedsFromDivestitureOfBusinesses Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit 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 - DefinitionRatio applied to the conversion of stock split, for example but not limited to, one share converted to two or two shares converted to one. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 4 -Subparagraph (SAB Topic 4.C) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-4 + Details Name: us-gaap_StockholdersEquityNoteStockSplitConversionRatio1 Namespace Prefix: us-gaap_ Data Type: xbrli:pureItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_IncomeStatementBalanceSheetAndAdditionalDisclosuresByDisposalGroupsIncludingDiscontinuedOperationsAxis=slgg_MinehutMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=slgg_InfiniteRealityTermSheetMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_StatementScenarioAxis=us-gaap_ScenarioPlanMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_EquityInterestIssuedOrIssuableByTypeAxis=us-gaap_CommonStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_EquityInterestIssuedOrIssuableByTypeAxis=slgg_InfiniteRealityCommonStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_NonmonetaryTransactionTypeAxis=slgg_ReverseStockSplitMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 38 R22.htm IDEA: XBRL DOCUMENT v3.24.3 Note 2 - Summary of Significant Accounting Policies (Details Textual) 3 Months Ended 9 Months Ended 12 Months Ended Nov. 14, 2024 USD ($) Nov. 08, 2024 USD ($) Oct. 24, 2024 USD ($) $ / shares shares Sep. 30, 2023 USD ($) May 01, 2023 USD ($) $ / shares shares Apr. 30, 2023 USD ($) $ / shares shares Jan. 01, 2022 $ / shares shares Sep. 30, 2024 USD ($) $ / shares shares Sep. 30, 2023 USD ($) shares Sep. 30, 2024 USD ($) $ / shares shares Sep. 30, 2023 USD ($) shares Dec. 31, 2023 USD ($) $ / shares Mar. 19, 2024 $ / shares shares Dec. 31, 2022 USD ($) Retained Earnings (Accumulated Deficit) Â Â Â Â Â Â Â Â $ (263,651,000) Â $ (263,651,000) Â $ (249,014,000) Â Â Net Cash Provided by (Used in) Operating Activities Â Â Â Â Â Â Â Â Â (8,160,000) $ (14,090,000) Â Â Â Cash and Cash Equivalents, at Carrying Value Â Â Â Â Â Â Â $ 289,000 Â $ 289,000 Â $ 7,609,000 Â Â Common Stock, Par or Stated Value Per Share (in dollars per share) | $ / shares Â Â Â Â Â Â Â Â $ 0.001 Â $ 0.001 Â $ 0.001 Â Â Contract with Customer, Asset, after Allowance for Credit Loss Â Â Â Â Â Â Â Â $ 642,000 Â $ 642,000 Â $ 546,000 Â $ 1,013,000 Contract with Customer, Liability Â Â Â Â Â Â Â Â 154,000 Â 154,000 Â 339,000 Â $ 111,000 Advertising Expense Â Â Â Â Â Â Â Â 0 $ 28,000 56,000 50,000 Â Â Â Accounts Receivable, Allowance for Credit Loss, Current Â Â Â Â Â Â Â Â $ 200,000 Â $ 200,000 Â 0 Â Â Finite-Lived Intangible Asset, Useful Life Â Â Â Â Â Â Â Â 5 years Â 5 years Â Â Â Â Number of Reporting Units Â Â Â Â Â Â Â Â Â 1 Â Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Contingent to be Issued (in shares) | shares Â Â Â Â Â Â Â Â Â Â Â Â Â 1,692,606 Â Share-Based Payment Arrangement, Expense Â Â Â Â Â Â Â Â $ 356,000 643,000 $ 986,000 2,175,000 Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures in Period | shares Â Â Â Â 29,224 58,951 Â Â Â Â Â Â Â Â Share-Based Compensation

Arrangements by Share-Based Payment Award, Options, Forfeitures in Period, Weighted Average Exercise Price | $ / shares Â Â Â Â Â $ 56.4 Â Â Â Â Â Â Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Gross | shares Â Â Â Â 63,900 305,000 Â Â Â Â Â Â Â Â Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Grants in Period, Weighted Average Exercise Price | $ / shares Â Â Â Â $ 9.81 $ 9.8 Â Â Â Â Â Â Â Â Deferred Costs, Current Â Â Â Â Â Â Â 184,000 Â $ 184,000 Â 282,000 Â Â Number of Reportable Segments Â Â Â Â 1 Â Â Â Â 1 Â Â Â Â Deemed Dividend on Preferred Stock Â Â Â Â Â Â Â $ (0) $ 6,446,000 Â $ 6,446,000 Â Â Â Series A A Preferred Stock [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Deemed Dividend on Preferred Stock Â Â Â $ 6,446,000 Â Â Â Â Â Â Â 6,446,000 Â Â Common Stock Underlying All Outstanding Stock Option, Restricted Stock Units and Warrants [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount (in shares) | shares Â Â Â Â Â Â Â Â Â 3,782,000 1,044,000 Â Â Â Convertible Debt Securities [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount (in shares) | shares Â Â Â Â Â Â Â Â 11,346,000 4,077,000 Â Â Â Common Stock Potentially Issuable in Connection With The Exercise of Outstanding Additional Investment Rights [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount (in shares) | shares Â Â Â Â Â Â Â 8,414,000 1,682,000 Â Â Â Â Â Share-Based Payment Arrangement, Option [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Contingent to be Issued (in shares) | shares Â Â Â Â Â Â Â Â Â Â 846,303 Â Share-Based Compensation Arrangement by Share-Based Payment Award, Shares Contingent to be Issued, Exercisable Price (in dollars per share) | $ / shares Â Â Â Â Â Â Â Â Â Â Â Â Â Â $ 1.85 Â Share-Based Payment Arrangement, Option [Member] | Share-Based Payment Arrangement, Tranche One [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Rights, Percentage Â Â Â Â Â 33.33% Â Â Â Â Â Â Â Â Restricted Stock Units (RSUs) [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Contingent to be Issued (in shares) | shares Â Â Â Â Â Â Â Â Â Â Â Â Â Â 846,303 Â Share-Based Compensation Arrangement by Share-Based Payment Award, Non-Option Equity Instruments, Granted (in shares) | shares Â Â Â Â 103,780 Â Â Â Â Â Â Â Â Restricted Stock Units (RSUs) [Member] | Share-Based Payment Arrangement, Tranche Two [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Rights, Percentage of EBITDA for Next Year Â Â Â Â Â Â Â Â Â Â Â Â Â Â 85.00% Â Share-Based Compensation Arrangement by Share-Based Payment Award, Non-Option Equity Instruments, Granted (in shares) | shares Â Â Â Â 62,268 Â Â Â Â Â Â Â Â Â Original PSUs [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Non-Option Equity Instruments, Granted (in shares) | shares Â Â Â Â Â 67,500 Â Â Â Â Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting, Number of Shares Required Vested (in shares) | shares Â Â Â Â Â 13,500 Â Â Â Â Â Â Â Share-Based Payment Arrangement, Expense Â Â Â Â Â Â Â Â $ 0 Â $ 298,000 Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeited in Period | shares Â Â Â Â Â 67,500 Â Â Â Â Â Â Â Â Original PSUs [Member] | Share-Based Payment Arrangement, Tranche Two [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Requirement, Stock Price (in dollars per share) | $ / shares Â Â Â Â Â Â Â $ 120 Â Â Â Â Â Â Â Original PSUs [Member] | Share-Based Payment Arrangement, Tranche One [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Requirement, Stock Price (in dollars per share) | $ / shares Â Â Â Â Â Â Â 95 Â Â Â Â Â Â Â Original PSUs [Member] | Share-Based Payment Arrangement, Tranche Three [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Requirement, Stock Price (in dollars per share) | $ / shares Â Â Â Â Â Â Â 140 Â Â Â Â Â Â Â Original PSUs [Member] | Share-Based Payment Arrangement, Tranche Four [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Requirement, Stock Price (in dollars per share) | $ / shares Â Â Â Â Â Â Â 160 Â Â Â Â Â Â Â Original PSUs [Member] | Share-Based Payment Arrangement, Tranche Five [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Requirement, Stock Price (in dollars per share) | $ / shares Â Â Â Â Â Â Â $ 180 Â Â Â Â Â Â Â Performance Shares [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Non-Option Equity Instruments, Granted (in shares) | shares Â Â Â Â Â 67,500 Â Â Â Â Â Â Â Share-Based Payment Arrangement, Expense Â Â Â Â Â Â Â Â $ 28,000 131,000 $ 125,000 220,000 Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Period Â Â Â Â Â 5 years Â Â Â Â Â Â Â Â Share-Based Payment Arrangement, Nonvested Award, Excluding Option, Cost Not yet Recognized, Amount Â Â Â Â Â $ 540,000 Â Â Â Â Â Â Â Performance Shares [Member] | Share-Based Payment Arrangement, Tranche Two [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Requirement, Stock Price (in dollars per share) | $ / shares Â Â Â Â Â $ 20 Â Â Â Â Â Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Rights, Percentage Â Â Â Â Â 20.00% Â Â Â Â Â Â Â Performance Shares [Member] | Share-Based Payment Arrangement, Tranche One [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Requirement, Stock Price (in dollars per share) | $ / shares Â Â Â Â Â $ 16 Â Â Â Â Â Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Rights, Percentage Â Â Â Â Â 20.00% Â Â Â Â Â Â Â Performance Shares [Member] | Share-Based Payment Arrangement, Tranche Three [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Requirement, Stock Price (in dollars per share) | $ / shares Â Â Â Â Â $ 24 Â Â Â Â Â Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Rights, Percentage Â Â Â Â Â 20.00% Â Â Â Â Â Â Â Performance Shares [Member] | Share-Based Payment Arrangement, Tranche Four [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Requirement, Stock Price (in dollars per share) | $ / shares Â Â Â Â Â $ 28 Â Â Â Â Â Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Rights, Percentage Â Â Â Â Â 20.00% Â Â Â Â Â Â Â Performance Shares [Member] | Share-Based Payment Arrangement, Tranche Five [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Requirement, Stock Price (in dollars per share) | $ / shares Â Â Â Â Â $ 32 Â Â Â Â Â Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Rights, Percentage Â Â Â Â Â 20.00% Â Â Â Â Â Â Â Stock Warrants [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeited in Period | shares Â Â Â Â Â 26,100 Â Â Â Â Â Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeitures, Weighted Average Grant Date Fair Value | $ / shares Â Â Â Â Â $ 199.8 Â Â Â Â Â Â Â Executive Grant Modifications [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Share-Based Payment Arrangement, Expense Â Â Â Â Â Â Â $ 112,000 Â 54,000 132,000 162,000 Â Â Â Â Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition Â Â Â Â Â 3 years Â Â Â Â Â Â Â Â Total Compensation Costs, Recognized and Not Yet Recognized Â Â Â Â Â $ 347,000 Â Â Â Â Â Â Â Â Share-Based Payment Arrangement, Nonvested Award, Option, Cost Not yet Recognized, Amount Â Â Â Â Â $ 235,000 Â Â Â Â Â Â Â Â Employee Grant Modifications [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Share-Based Payment Arrangement, Expense Â Â Â Â Â Â Â $ 39,000 $ 56,000 $ 135,000 $ 224,000 $ 101,000 Â Â Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition Â Â Â Â Â 4 years Â Â Â Â Â Â Â 4 years Â Â Total Compensation Costs, Recognized and Not Yet Recognized Â Â Â Â Â Â Â Â Â Â $ 449,000 Â Â Share-Based Payment Arrangement, Nonvested Award, Option, Cost Not yet Recognized, Amount Â Â Â Â Â $ 960,000 Â Â Â Â Â Â Â Â $ 348,000 Â Â Minimum [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Finite-Lived Intangible Asset, Useful Life Â Â Â Â Â Â Â 3 years Â 3 years Â Â Â Â Minimum [Member] | Performance Shares [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition Â Â Â Â Â 8 months 8 days Â Â Â Â Â Â Â Â Maximum [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Finite-Lived Intangible Asset, Useful Life Â Â Â Â Â Â Â 10 years Â 10 years Â Â Â Â Maximum [Member] | Performance Shares [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition Â Â Â Â Â 1 year 6 months Â Â Â Â Â Â Â Â Subsequent Event [Member] | Agile Loan Agreement [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Debt Instrument, Face Amount Â $ 1,850,000 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Debt Instrument, Term Â 196 days Â Â Â Â Â Â Â Â Â Â Â Â Â Â Interest Expense, Short-Term Borrowings Â $ 780,000 Â Â Â Â Â Â Â Â Â Â Â Â Debt Instrument, Periodic Payment $ 93,821 Â Â Â Â Â Â Â Â Â Â Â Â Registered Direct Offering [Member] | Subsequent Event [Member] Â Â Â Â Â Â Â Â Â Â Â Â Common Stock, Maximum Shares Sold | shares Â Â 1,136,364 Â Â Â Â Â Â Â Â Â Â Common Stock, Par or Stated Value Per Share (in dollars per share) | $ / shares Â Â $ 0.001 Â Â Â Â Â Â Â Â Â Â Â Â Sale of Stock, Price Per Share | $ / shares Â Â $ 0.88 Â Â Â Â Â Â Â Â Â Â Â Proceeds from Issuance of Common Stock Â Â $ 1,000,000 Â Â Â Â Â Â Â Â Â Â X - DefinitionMaximum number of shares sold. + ReferencesNo definition available. + Details Name: slgg_CommonStockMaximumSharesSold Namespace Prefix: slgg_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionAmount of deemed dividend on preferred stock. + ReferencesNo definition available. + Details Name: slgg_DeemedDividendOnPreferredStock Namespace Prefix: slgg_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionPercentage of EBITDA for next year required for vesting rights under share-based compensation. + ReferencesNo definition available. + Details Name: slgg_ShareBasedCompensationArrangementByShareBasedPaymentAwardAwardVestingRightsPercentageOfEBITDAForNextYear Namespace Prefix: slgg_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionNumber of shares contingent for issuance under share-based payment arrangement. + ReferencesNo definition available. + Details Name: slgg_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesContingentToBeIssued Namespace Prefix: slgg_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionExercisable price per share for shares contingent to be issued under share-based compensation. + ReferencesNo definition available. + Details Name: slgg_ShareBasedCompensationArrangementByShareBasedPaymentAwardSharesContingentToBeIssuedExercisablePrice Namespace Prefix: slgg_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionNumber of shares to vest for each increment under the share-based compensation vesting plan. + ReferencesNo definition available. + Details Name: slgg_SharebasedCompensationArrangementBySharebasedPaymentAwardAwardVestingNumberOfSharesRequiredVested Namespace Prefix: slgg_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionStock price needed to vest share-based compensation. + ReferencesNo definition available. + Details Name: slgg_SharebasedCompensationArrangementBySharebasedPaymentAwardAwardVestingRequirementStockPrice Namespace Prefix: slgg_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionAmount of total compensation cost both recognized and to be recognized. + ReferencesNo definition available. + Details Name: slgg_TotalCompensationCostsRecognizedAndNotYetRecognized Namespace Prefix: slgg_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount charged to advertising expense for the period, which are expenses incurred with the objective of increasing revenue for a specified brand, product or product line. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 720 -SubTopic 35 -Name Accounting Standards Codification -Section 55 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483385/720-35-55-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 720 -SubTopic 35 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483406/720-35-50-1 + Details Name: us-gaap_AdvertisingExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration 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 allowance for credit loss on accounts receivable, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479344/326-20-45-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481962/310-10-50-4 + Details Name: us-gaap_AllowanceForDoubtfulAccountsReceivableCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionSecurities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) or earnings per unit (EPU) in the future that were not included in the computation of diluted EPS or EPU because to do so would increase EPS or EPU amounts or decrease loss per share or unit amounts for the period presented. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1 + Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionAmount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashAndCashEquivalentsAtCarryingValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionFace amount or stated value per share of common stock. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockParOrStatedValuePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionAmount, after allowance for credit loss, of right to consideration in exchange for good or service transferred to customer when right is conditioned on something other than passage of time. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-8 + Details Name: us-gaap_ContractWithCustomerAssetNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of obligation to transfer good or service to customer for which consideration has been received or is receivable. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-8Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-2 + Details Name: us-gaap_ContractWithCustomerLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant 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 - DefinitionAmount of the required periodic payments including both interest and principal payments. + 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 -Name Accounting Standards Codification -Topic 942 -SubTopic 470 -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477734/942-470-50-3 + Details Name: us-gaap_DebtInstrumentPeriodicPayment Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionPeriod of time between issuance and maturity of debt instrument, in PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesNo definition available. + Details Name: us-gaap_DebtInstrumentTerm Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionSum of the carrying amounts as of the balance sheet date of deferred costs capitalized at the end of the reporting period that are expected to be charged against earnings 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(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_DeferredCostsCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionWeighted-average period over which cost not yet recognized is expected to be recognized for 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 (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na 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 - 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 - DefinitionUseful life of finite-lived intangible assets, 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_FiniteLivedIntangibleAssetUsefulLife Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: instant X - DefinitionThe aggregate interest expense incurred on short-term borrowings including commercial paper and Federal funds purchased and securities sold under agreements to repurchase. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Name Regulation S-K (SK) -Number 229 -Section 1402 -Paragraph a -Publisher SECReference 2: http://www.xbrl.org/2003/role/disclosureRef -Name Regulation S-K (SK) -Number 229 -Section 1402 -Paragraph b -Subparagraph (1) -Publisher SECReference 3: 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(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_InterestExpenseShortTermBorrowings Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cash inflow (outflow) from operating activities, including discontinued operations. Operating activity cash flows include transactions, adjustments, and changes in value not defined as investing or financing activities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-25 + Details Name: us-gaap_NetCashProvidedByUsedInOperatingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: na Period Type: duration X - DefinitionNumber of segments reported by the entity. A reportable segment is a component of an entity for which there is an accounting requirement to report separate financial information on that component in the entity's financial statements. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 47 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-47Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 54 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-54Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-18 + Details Name: us-gaap_NumberOfReportableSegments Namespace Prefix: us-gaap_ Data Type: xbrli:integerItemType Balance Type: na Period Type: duration X - DefinitionNumber of reporting units tested for impairment of goodwill. A reporting unit is an operating segment or one level below an operating segment. + ReferencesNo definition available. + Details Name: us-gaap_NumberOfReportingUnits Namespace Prefix: us-gaap_ Data Type: xbrli:integerItemType Balance Type: na Period Type: duration X - DefinitionThe cash inflow from the additional capital contribution to the entity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14 + Details Name: us-gaap_ProceedsFromIssuanceOfCommonStock Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of 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 - DefinitionPer share amount received by subsidiary or equity investee for each share of common stock issued or sold in the stock transaction. + ReferencesNo definition available. + Details Name: us-gaap_SaleOfStockPricePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionPeriod over which grantee's right to exercise award under share-based payment arrangement is no longer contingent on satisfaction of service or performance condition, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. Includes, but is not limited to, combination of market, performance or service condition. + 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/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardAwardVestingPeriod1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType 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 - 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 - DefinitionThe number of shares under options that were cancelled during the reporting period as a result of occurrence of a terminating event specified in contractual agreements pertaining to the stock option plan. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionGross number of share options (or share units) granted during the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodGross Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - 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 - DefinitionPercentage of vesting of award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardAwardVestingRightsPercentage Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_StatementClassOfStockAxis=slgg_SeriesAAPreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=slgg_CommonStockUnderlyingAllOutstandingStockOptionRestrictedStockUnitsAndWarra Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=us-gaap_ConvertibleDebtSecuritiesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=slgg_CommonStockPotentiallyIssuableInConnectionWithTheExerciseOfOutstandingAdditi Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardTypeAxis=us-gaap_EmployeeStockOptionMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_VestingAxis=us-gaap_ShareBasedCompensationAwardTrancheOneMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardTypeAxis=us-gaap_RestrictedStockUnitsRSUMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_VestingAxis=us-gaap_ShareBasedCompensationAwardTrancheTwoMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardTypeAxis=slgg_OriginalPSUsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_VestingAxis=us-gaap_ShareBasedCompensationAwardTrancheThreeMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_VestingAxis=slgg_SharebasedPaymentArrangementTrancheFourMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_VestingAxis=slgg_SharebasedPaymentArrangementTrancheFiveMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardTypeAxis=us-gaap_PerformanceSharesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardTypeAxis=slgg_StockWarrantsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardTypeAxis=slgg_ExecutiveGrantModificationsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-

gaap_AwardTypeAxis=slgg_EmployeeGrantModificationsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_SubsequentEventTypeAxis=us-gaap_SubsequentEventMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=slgg_AgileLoanAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_SubsidiarySaleOfStockAxis=slgg_RegisteredDirectOfferingMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 39 R23.htm IDEA: XBRL DOCUMENT v3.24.3 Note 2 - Summary of Significant Accounting Policies - Disaggregation of Revenue (Details) - USD ($) 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 REVENUE $ 4,431,000 $ 7,195,000 $ 12,756,000 $ 15,569,000 Percentage of revenue 100.00% 100.00% 100.00% 100.00% Transferred at Point in Time [Member] Â Â Â Â Percentage of revenue 52.00% 16.00% 43.00% 25.00% Transferred over Time [Member] Â Â Â Â Percentage of revenue 48.00% 84.00% 57.00% 75.00% Advertising and Sponsorships [Member] Â Â Â Â REVENUE $ 1,538,000 $ 2,886,000 $ 4,637,000 $ 6,904,000 Content Sales [Member] Â Â Â Â REVENUE 2,646,000 3,960,000 7,388,000 7,547,000 Direct to Consumer [Member] Â Â Â Â REVENUE $ 247,000 $ 349,000 $ 731,000 $ 1,118,000 X - DefinitionRepresents percentage of revenue. + ReferencesNo definition available. + Details Name: slgg_PercentageOfRevenue Namespace Prefix: slgg_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionAmount, including tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value-added and excise. + 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_RevenueFromContractWithCustomerIncludingAssessedTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: us-gaap_TimingOfTransferOfGoodOrServiceAxis=us-gaap_TransferredAtPointInTimeMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TimingOfTransferOfGoodOrServiceAxis=us-gaap_TransferredOverTimeMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_ProductOrServiceAxis=slgg_AdvertisingAndSponsorshipsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_ProductOrServiceAxis=slgg_ContentSalesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_ProductOrServiceAxis=slgg_DirectToConsumerMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 40 R24.htm IDEA: XBRL DOCUMENT v3.24.3 Note 2 - Summary of Significant Accounting Policies - Summary of Contract Liabilities (Details) - USD ($) 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Revenue recognized related to contract liabilities as of the beginning of the respective period $ 0 $ 234,000 $ 0 $ 82,000 X - DefinitionAmount of revenue recognized that was previously included in balance of obligation to transfer good or service to customer for which consideration from customer has been received or is due. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-8 + Details Name: us-gaap_ContractWithCustomerLiabilityRevenueRecognized Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration XML 41 R25.htm IDEA: XBRL DOCUMENT v3.24.3 Note 2 - Summary of Significant Accounting Policies - Noncash Stock-based Compensation Expense (Details) - USD ($) 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Share-Based Payment Arrangement, Expense $ 356,000 $ 643,000 $ 986,000 $ 2,175,000 Selling and Marketing Expense [Member] Â Â Â Â Share-Based Payment Arrangement, Expense 124,000 231,000 378,000 631,000 Research and Development Expense [Member] Â Â Â Â Share-Based Payment Arrangement, Expense 6,000 14,000 23,000 205,000 General and Administrative Expense [Member] Â Â Â Â Share-Based Payment Arrangement, Expense $ 226,000 $ 398,000 $ 585,000 $ 1,339,000 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 - Details Name: us-gaap_IncomeStatementLocationAxis=us-gaap_SellingAndMarketingExpenseMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementLocationAxis=us-gaap_ResearchAndDevelopmentExpenseMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementLocationAxis=us-gaap_GeneralAndAdministrativeExpenseMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 42 R26.htm IDEA: XBRL DOCUMENT v3.24.3 Note 2 - Summary of Significant Accounting Policies - Schedule of Concentration Risks (Details) 3 Months Ended 9 Months Ended 12 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Dec. 31, 2023 Revenue Benchmark [Member] | Customer Concentration Risk [Member] Â Â Â Â Number of customers 2 2 2 Â Â Revenue Benchmark [Member] | Customer Concentration Risk [Member] | Two Customers [Member] Â Â Â Â Â Concentration risk 25.00% 36.00% 23.00% Â Â Concentration risk 25.00% 36.00% 23.00% Â Â Revenue Benchmark [Member] | Product Concentration Risk [Member] | Advertising and Sponsorships [Member] Â Â Â Â Â Concentration risk 0.00% 17.00% 11.00% 0.00% Â Concentration risk 0.00% 17.00% 11.00% 0.00% Â Revenue Benchmark [Member] | Product Concentration Risk [Member] | Publishing and Content Studio [Member] Â Â Â Â Â Concentration risk 25.00% 19.00% 12.00% 0.00% Â Concentration risk 25.00% 19.00% 12.00% 0.00% Â Revenue Benchmark [Member] | Product Concentration Risk [Member] | All Revenues [Member] Â Â Â Â Â Concentration risk 25.00% 36.00% 23.00% 0.00% Â Concentration risk 25.00% 36.00% 23.00% 0.00% Â Accounts Receivable [Member] | Customer Concentration Risk [Member] Â Â Â Â Â Number of customers 3 Â 3 Â Â Accounts Receivable [Member] | Customer Concentration Risk [Member] | Three Customers [Member] Â Â Â Â Â Concentration risk Â Â 45.00% Â 55.00% Concentration risk Â Â 45.00% Â 55.00% Accounts Payable [Member] | Supplier Concentration Risk [Member] Â Â Â Â Â Number of vendors Â Â 1 Â 2 Accounts Payable [Member] | Supplier Concentration Risk [Member] | One Vendor [Member] Â Â Â Â Â Concentration risk Â Â 22.00% Â Â Concentration risk Â Â 22.00% Â Â Accounts Payable [Member] | Supplier Concentration Risk [Member] | Two Vendors [Member] Â Â Â Â Â Concentration risk Â Â Â Â 37.00% Concentration risk Â Â Â Â 37.00% X - DefinitionRepresents the number of major customer during the period. + ReferencesNo definition available. + Details Name: slgg_MajorCustomers Namespace Prefix: slgg_ Data Type: xbrli:integerItemType Balance Type: na Period Type: duration X - DefinitionRepresents the number of major customers accounting for 10% or more of the specified concentration risk benchmark, which includes, but not limited to, sales revenue, accounts receivable, etc. + ReferencesNo definition available. + Details Name: slgg_NumberOfMajorCustomers Namespace Prefix: slgg_ Data Type: xbrli:integerItemType Balance Type: na Period Type: instant X - DefinitionRepresents number of vendors. + ReferencesNo definition available. + Details Name: slgg_NumberOfVendors Namespace Prefix: slgg_ Data Type: xbrli:integerItemType Balance Type: na Period Type: duration X - DefinitionFor an entity that discloses a concentration risk in relation to quantitative amount, which serves as the "benchmark" (or denominator) in the equation, this concept represents the concentration percentage derived from the division. + ReferencesReference 1: 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 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 825 -SubTopic 10 -Section 50 -Paragraph 21 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-21Reference 3: 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 4: 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 5: 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/1943274/2147482861/275-10-50-20 + Details Name: us-gaap_ConcentrationRiskPercentage1 Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_ConcentrationRiskByBenchmarkAxis=us-gaap_SalesRevenueNetMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ConcentrationRiskByTypeAxis=us-gaap_CustomerConcentrationRiskMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_MajorCustomersAxis=slgg_TwoCustomersMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ConcentrationRiskByTypeAxis=us-gaap_ProductConcentrationRiskMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_ProductOrServiceAxis=slgg_AdvertisingAndSponsorshipsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_ProductOrServiceAxis=slgg_PublishingAndContentStudioMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_ProductOrServiceAxis=slgg_AllRevenuesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ConcentrationRiskByBenchmarkAxis=us-gaap_AccountsReceivableMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_MajorCustomersAxis=slgg_ThreeCustomersMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ConcentrationRiskByBenchmarkAxis=us-gaap_AccountsPayableMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ConcentrationRiskByTypeAxis=us-gaap_SupplierConcentrationRiskMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ShareBasedGoodsAndNonemployeeServicesTransactionBySupplierAxis=slgg_OneVendorMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ShareBasedGoodsAndNonemployeeServicesTransactionBySupplierAxis=slgg_TwoVendorsMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 43 R27.htm IDEA: XBRL DOCUMENT v3.24.3 Note 2 - Summary of Significant Accounting Policies - Schedule of Earnings Per Share (Details) - USD ($) 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Net Loss $ (3,632,000) $ (2,984,000) $ (11,347,000) $ (17,056,000) Preferred Dividends paid in shares of common stock (1,694,000) 0 (3,290,000) 0 Deemed dividend on Series AA Preferred Stock â€" down round feature (0) 6,446,000 Â 6,446,000 Net loss attributable to common stockholders $ (5,326,000) $ (9,430,000) $ (14,637,000) $ (23,502,000) X - DefinitionAmount of deemed dividend on preferred stock. + ReferencesNo definition available. + Details Name: slgg_DeemedDividendOnPreferredStock Namespace Prefix: slgg_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 17: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-10Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -

Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount, after deduction of tax, noncontrolling interests, dividends on preferred stock and participating securities; of income (loss) available to common shareholders. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 5 -Subparagraph (SAB Topic 6.B) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-5Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60B + Details Name: us-gaap_NetIncomeLossAvailableToCommonStockholdersBasic Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - 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 XML 44 R28.htm IDEA: XBRL DOCUMENT v3.24.3 Note 3 - Intangible Assets (Details Textual) - USD ($) 3 Months Ended 9 Months Ended Feb. 29, 2024 Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Dec. 31, 2023 Amortization of Intangible Assets Â $ 610,000 $ 1,228,000 $ 1,896,000 $ 3,832,000 Â Intangible Assets, Net (Excluding Goodwill) Â 4,698,000 Â 4,698,000 Â $ 6,636,000 Finite-Lived Intangible Assets, Gross Â 20,412,000 Â 20,412,000 Â 21,649,000 Finite-Lived Intangible Assets, Accumulated Amortization Â 15,714,000 Â 15,714,000 Â 15,013,000 Disposal Group, Not Discontinued Operation, Gain (Loss) on Disposal Â 0 0 144,000 0 Â Minehut [Member] Â Â Â Â Â Â Â Intangible Assets, Net (Excluding Goodwill) $ 475,000 Â Â Â Â Â Â Â Finite-Lived Intangible Assets, Gross 1,671,000 Â Â Â Â Â Â Â Finite-Lived Intangible Assets, Accumulated Amortization 1,196,000 Â Â Â Â Â Â Â Developed Technology Rights [Member] Â Â Â Â Â Â Â Finite-Lived Intangible Assets, Gross Â 3,931,000 Â 3,931,000 Â $ 3,931,000 Developed Technology Rights [Member] | Bannerfy Acquisition [Member] Â Â Â Â Â Â Â Finite-Lived Intangible Assets, Accumulated Amortization Â Â 785,000 Â 785,000 Â Impairment of Intangible Assets, Finite-Lived Â Â Â Â Â 2,284,000 Â Finite-Lived Intangible Assets, Period Increase (Decrease) Â Â Â Â Â (3,069,000) Â Minehut [Member] Â Â Â Â Â Â Â Disposal Group, Including Discontinued Operation, Consideration 619,000 Â Â Â Â Â Â Disposal Group, Not Discontinued Operation, Gain (Loss) on Disposal 144,000 Â Â Â Â Â Â Disposal Group, Including Discontinued Operation, Consideration, Receivable 619,000 Â Â Â Â Â Â Royalty Income, Nonoperating Â $ 46,000 Â $ 209,000 Â Â Minehut [Member] | Maximum [Member] Â Â Â Â Â Â Â Disposal Group, Not Discontinued Operation, Gain (Loss) on Disposal 1,000,000 Â Â Â Â Â Â Â Minehut [Member] | Prepaid Expenses and Other Current Assets [Member] Â Â Â Â Â Â Â Disposal Group, Including Discontinued Operation, Consideration 224,000 Â Â Â Â Â Â Â Minehut [Member] | Other Noncurrent Assets [Member] Â Â Â Â Â Â Â Disposal Group, Including Discontinued Operation, Consideration $ 395,000 Â Â Â Â Â Â Cost of Sales [Member] Â Â Â Â Â Â Â Amortization of Intangible Assets Â Â $ 0 Â $ 31,000 Â X - DefinitionAmount of consideration receivable for the disposal of assets and liabilities, including discontinued operation. + ReferencesNo definition available. + Details Name: slgg_DisposalGroupIncludingDiscontinuedOperationConsiderationReceivable Namespace Prefix: slgg_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionThe aggregate expense charged against earnings to allocate the cost of intangible assets (nonphysical assets not used in production) in a systematic and rational manner to the periods expected to benefit from such assets. As a noncash expense, this element is added back to net income when calculating cash provided by or used in operations using the indirect method. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482686/350-30-45-2 + Details Name: us-gaap_AmortizationOfIntangibleAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount 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 before tax of gain (loss) recognized on the sale or disposal of a disposal group. Excludes discontinued operations. + 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/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-3Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482130/360-10-45-5 + Details Name: us-gaap_DisposalGroupNotDiscontinuedOperationGainLossOnDisposal Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAccumulated amount of amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 10 -Name Accounting Standards Codification -Section S45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480265/350-10-S45-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAccumulatedAmortization Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount before amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 10 -Name Accounting Standards Codification -Section S45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480265/350-10-S45-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 928 -SubTopic 340 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478859/928-340-50-1 + Details Name: us-gaap_FiniteLivedIntangibleAssetsGross Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of increase (decrease) in carrying value of assets, excluding financial assets and goodwill, lacking physical substance with a finite life. + ReferencesNo definition available. + Details Name: us-gaap_FiniteLivedIntangibleAssetsPeriodIncreaseDecrease Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: na Period Type: duration X - DefinitionThe amount of impairment loss recognized in the period resulting from the write-down of the carrying amount of a finite-lived intangible asset to fair value. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482686/350-30-45-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-3Reference 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/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_ImpairmentOfIntangibleAssetsFinitelived Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration 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 - DefinitionAncillary revenue earned during the period from the consideration paid to the entity for the use of its rights and property by another party. Examples include licensing the use of copyrighted materials and leasing the extraction of natural resources. + 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_RoyaltyIncomeNonoperating Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=slgg_MinehutMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=us-gaap_DevelopedTechnologyRightsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_BusinessAcquisitionAxis=slgg_BannerfyAcquisitionMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementBalanceSheetAndAdditionalDisclosuresByDisposalGroupsIncludingDiscontinuedOperationsAxis=slgg_MinehutMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_BalanceSheetLocationAxis=us-gaap_PrepaidExpensesAndOtherCurrentAssetsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_BalanceSheetLocationAxis=us-gaap_OtherNoncurrentAssetsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementLocationAxis=us-gaap_CostOfSalesMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 45 R29.htm IDEA: XBRL DOCUMENT v3.24.3 Note 3 - Intangible Assets - Intangible and Other Assets (Details) - USD ($) Sep. 30, 2024 Dec. 31, 2023 Intangible assets, gross $ 20,412,000 $ 21,649,000 Weighted Average Amortization Period (Year) 5 years Â Less: accumulated amortization $ (15,714,000) (15,013,000) Intangible assets, net 4,698,000 6,636,000 Customer Relationships [Member] Â Â Intangible assets, gross $ 7,645,000 7,645,000 Weighted Average Amortization Period (Year) 6 years 6 months Â Capitalized Software Development Costs [Member] Â Â Intangible assets, gross $ 4,755,000 5,912,000 Weighted Average Amortization Period (Year) 3 years Â Anime Battlegrounds X [member] Â Â Intangible assets, gross $ 500,000 500,000 Weighted Average Amortization Period (Year) 5 years Â Developed Technology Rights [Member] Â Â Intangible assets, gross $ 3,931,000 3,931,000 Weighted Average Amortization Period (Year) 5 years Â Influencers Content Creators [Member] Â Â Intangible assets, gross $ 2,559,000 2,559,000 Weighted Average Amortization Period (Year) 4 years 6 months Â Trade Names [Member] Â Â Intangible assets, gross $ 209,000 209,000 Weighted Average Amortization Period (Year) 5 years Â Internet Domain Names [Member] Â Â Intangible assets, gross $ 68,000 68,000 Weighted Average Amortization Period (Year) 10 years Â Copyrights [Member] Â Â Intangible assets, gross $ 745,000 $ 825,000 Weighted Average Amortization Period (Year) 5 years 6 months Â X - DefinitionUseful life of finite-lived intangible

assets, 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_FiniteLivedIntangibleAssetUsefulLife Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: instant X - DefinitionAccumulated amount of amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 10 -Name Accounting Standards Codification -Section S45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480265/350-10-S45-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAccumulatedAmortization Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount before amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 10 -Name Accounting Standards Codification -Section S45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480265/350-10-S45-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 928 -SubTopic 340 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478859/928-340-50-1 + Details Name: us-gaap_FiniteLivedIntangibleAssetsGross Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount after amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 926 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483154/926-20-50-5 + Details Name: us-gaap_FiniteLivedIntangibleAssetsNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=us-gaap_CustomerRelationshipsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=slgg_CapitalizedSoftwareDevelopmentCostsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=slgg_AnimeBattlegroundsXMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=us-gaap_DevelopedTechnologyRightsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=slgg_InfluencersContentCreatorsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=us-gaap_TradeNamesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=us-gaap_InternetDomainNamesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=us-gaap_CopyrightsMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 46 R30.htm IDEA: XBRL DOCUMENT v3.24.3 Note 3 - Intangible Assets - Schedule of Intangible Assets Future Amortization Expenses (Details) - USD ($) Sep. 30, 2024 Dec. 31, 2023 2024 Remaining $ 553,000 Â 2025 2,129,000 Â 2026 1,246,000 Â 2027 520,000 Â 2028 237,000 Â Thereafter 13,000 Â Intangible assets, net $ 4,698,000 $ 6,636,000 X - DefinitionAmount of amortization for asset, excluding financial asset and goodwill, lacking physical substance with finite life expected to be recognized after fourth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesNo definition available. + Details Name: slgg_FinitelivedIntangibleAssetExpectedAmortizationAfterYearFour Namespace Prefix: slgg_ 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 fourth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearFour Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in third fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearThree Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in second fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearTwo Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount after amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 926 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483154/926-20-50-5 + Details Name: us-gaap_FiniteLivedIntangibleAssetsNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant XML 47 R31.htm IDEA: XBRL DOCUMENT v3.24.3 Note 4 - Acquisitions (Details Textual) 1 Months Ended 3 Months Ended 9 Months Ended 17 Months Ended Jan. 06, 2025 shares May 01, 2024 USD ($) shares May 04, 2023 USD ($) $ / shares shares May 01, 2023 $ / shares shares Apr. 04, 2023 May 31, 2024 USD ($) shares Sep. 30, 2024 USD ($) $ / shares Sep. 30, 2023 USD ($) Sep. 30, 2024 USD ($) $ / shares Sep. 30, 2023 USD ($) shares Sep. 30, 2024 USD ($) $ / shares shares Aug. 31, 2024 USD ($) Aug. 01, 2024 USD ($) Jun. 30, 2024 USD ($) Dec. 31, 2023 USD ($) Jun. 30, 2023 USD ($) $ / shares Dec. 31, 2022 USD ($) Oct. 04, 2021 USD ($) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested in Period, Fair Value Â Â $ 722,000 Â Number of Reportable Segments Â Â Â 1 Â Payment for Contingent Consideration Liability, Financing Activities Â Â Â Â Â Â Â Â Â Â Â $ 32,000 $ (0) Â Â Â Â Â Â Â Â Â Â Amortization of Intangible Assets Â Â Â Â Â Â Â Â $ 610,000 $ 1,228,000 1,896,000 3,832,000 Â Â Â Â Â Â Â Â Gain (Loss) on Extinguishment of Debt Â Â Â Â Â Â Â (336,000) 0 (336,000) 0 Â Â Â Â Â Â Â Â Forecast [Member] Â Stock Issued During Period, Shares, New Issues | shares 98,438 Â SuperBiz Note [Member] Â Debt Instrument, Face Amount Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â $ 1,800,000 Â Â Â Â Â Â Â Â Debt Instrument, Interest Rate, Stated Percentage Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 8.50% Â Â Â Â Â Â Â Â Interest Expense, Debt Â Â Â Â Â Â Â 25,000 Â 25,000 Â Â Â Â Â Â Â Â Â Â Gain (Loss) on Extinguishment of Debt Â Â Â Â Â Â Â Â 336,000 Â Â Â Â Â Â Â Â Â Â Embedded Derivative, Fair Value of Embedded Derivative, Net Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â $ 171,000 Â Â Â Â Â Â Restricted Stock Units (RSUs) [Member] Â Share-Based Compensation Arrangement by Share-Based Payment Award, Non-Option Equity Instruments, Granted (in shares) | shares Â Â Â 103,780 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Restricted Stock Units (RSUs) [Member] | Vesting Monthly [Member] Â Share-Based Compensation Arrangement by Share-Based Payment Award, Non-Option Equity Instruments, Granted (in shares) | shares Â Â Â 41,512 Â Restricted Stock Units (RSUs) [Member] | Share-Based Payment Arrangement, Tranche Two [Member] Â Share-Based Compensation Arrangement by Share-Based Payment Award, Non-Option Equity Instruments, Granted (in shares) | shares Â Â Â 62,268 Â Restricted Stock Units (RSUs) [Member] | Revenue Tranche 1 [Member] Â Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Rights, Percentage Â Â Â 25.00% Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Restricted Stock Units (RSUs) [Member] | Revenue Tranche 2 [Member] Â Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Rights, Percentage Â Â Â 25.00% Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Restricted Stock Units (RSUs) [Member] | Stock Price Tranche 1 [Member] Â Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Rights, Percentage Â Â Â 25.00% Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Requirement, Stock Price (in dollars per share) | $ / shares Â Â Â $ 30 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Restricted Stock Units (RSUs) [Member] | Stock Price Tranche 2 [Member] Â Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Rights, Percentage Â Â Â 25.00% Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Requirement, Stock Price (in dollars per share) | $ / shares Â Â Â $ 50 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Melon Acquisition [Member] Â Business Combination, Consideration Transferred, Net of Contingent Consideration Â $ 900,000 Â Payments to Acquire Businesses, Gross Â Â $ 150,000 Â Business Combination, Remaining Consideration Transfer Balance Â Â $ 750,000 Â Share Price (in dollars per share) | $ / shares Â Â $ 9.64 Â Business Combination, Contingent Consideration, Liability Â Â $ 2,350,000 Â Â Â Â 268,000 [1] 682,000 [1] 268,000 [1] 682,000 [1] $ 268,000 [1] Â Â $ 336,000 $ 538,000 $ 1,432,000 $ 0 Â Â Business Acquisition, Transaction Costs Â Â $ 47,000 Â Payment for Contingent Consideration Liability, Financing Activities [2] Â Â Â Â Â Â Â Â (0) (0) 122,000 (0) Â Â Â Â Â Â Â Â Amortization of Intangible Assets Â Â Â Â Â Â Â Â $ 27,000 37,000 $ 80,000 60,000 Â Â Â Â Â Â Â Â Business Acquisition, Equity Interest Issued or Issuable, Number of Shares | shares Â Â 77,833 Â Melon Acquisition [Member] | Customer Relationships [Member] Â Estimated Useful Life (in years) (Year) Â Â 6 years Â 6 years 8 months 12 days Â Â Â Â Â Â Â Â Â Â Â Â Â Â Melon Acquisition [Member] | Trademarks [Member] Â Estimated Useful Life (in years) (Year) Â Â Â 8 months Â Â Â Â Â Â Â Â Â Â Â Â Â Â Melon Acquisition [Member] | Noncompete Agreements [Member] Â Estimated Useful Life (in years) (Year) Â Â Â 2 years 1 month 28 days Â Â Â Â Â Â Â Â Â Â Â Â Â Â Melon Acquisition [Member] | Developed Technology Rights [Member] Â Estimated Useful Life (in years) (Year) Â Â 5 years Â 3 months Â Â Â Â Â Â Â Â Â Â Â Â Â Â Melon Acquisition [Member] | Measurement Input, Risk Free Interest Rate [Member] | Minimum [Member] Â Business Combination, Contingent Consideration, Liability, Measurement Input Â Â 0.0404 Â Melon Acquisition [Member] | Measurement Input, Risk Free Interest Rate [Member] | Maximum [Member] Â Business Combination, Contingent Consideration, Liability, Measurement Input Â Â 0.0535 Â Melon Acquisition [Member] | Measurement Input, Price Volatility [Member] | Minimum [Member] Â Business Combination, Contingent Consideration, Liability, Measurement Input Â Â 0.70 Â Melon Acquisition [Member] | Measurement Input, Price Volatility [Member] | Maximum [Member] Â Business Combination, Contingent Consideration, Liability, Measurement Input Â Â 0.85 Â Melon Acquisition [Member] | Measurement Input, Discount Rate [Member] Â Business Combination, Contingent Consideration, Liability, Measurement Input Â Â 0.30 Â Melon Acquisition [Member] | Measurement Input, Discount Rate [Member] | Customer Relationships [Member] Â Intangible Asset, Measurement Input Â Â Â Â 0.30 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Melon Acquisition [Member] | Measurement Input, Discount Rate [Member] | Trademarks [Member] Â Intangible Asset, Measurement Input Â Â Â Â 0.30 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Melon Acquisition [Member] | Measurement Input, Discount Rate [Member] | Noncompete Agreements [Member] Â Intangible Asset, Measurement Input Â Â Â Â 0.30 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Melon Acquisition [Member] | Measurement Input, Discount Rate [Member] | Technology-Based Intangible Assets [Member] Â Intangible Asset, Measurement Input Â Â Â Â 0.30 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Melon Acquisition [Member] | Measurement Input, Attrition Rate [Member] | Customer Relationships [Member] Â Intangible Asset, Measurement Input Â Â Â Â 0.30 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Melon Acquisition [Member] | Measurement Input, Royalty Rate [Member] | Trademarks [Member] Â Intangible Asset, Measurement Input Â Â Â Â 0.01 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Melon Acquisition [Member] | Measurement Input, Competition Probability [Member] | Noncompete Agreements [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Intangible Asset, Measurement Input Â Â Â Â 0.30 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Melon Acquisition [Member]

| Measurement Input, Revenue Impact [Member] | Noncompete Agreements [Member] Â Intangible Asset, Measurement Input Â Â Â Â 0.20 Â Melon Acquisition [Member] | Measurement Input, Rate of Return [Member] | Technology-Based Intangible Assets [Member] Â Intangible Asset, Measurement Input Â Â Â Â 0.30 Â Melon Acquisition [Member] | First Earnout Period [Member] Â Business Combination, Contingent Consideration, Liability Â Â $ 1,000,000 Â Stock Issued During Period, Shares, Acquisitions | shares Â Â Â Â Â Â 72,118 Â Â Â Â Â Â 84,211 Â Â Â Â Â Â Â Â Â Business Acquisition, Share Price | $ / shares Â Â Â Â Â Â Â Â $ 0.62 Â $ 0.62 Â $ 0.62 Â Â Â Â Â Â Â Payment for Contingent Consideration Liability, Financing Activities Â Â Â Â Â $ 32,000 Â Stock Issued During Period, Value, Acquisitions Â Â Â Â Â $ 90,000 Â Melon Acquisition [Member] | Second Earnout Period [Member] Â Business Combination, Contingent Consideration, Liability Â Â 1,350,000 Â Melon Acquisition [Member] | Second Earnout Period, Cash Payments [Member] Â Business Combination, Contingent Consideration, Liability Â Â 600,000 Â Melon Acquisition [Member] | Second Earnout Period, Stock Payments [Member] Â Business Combination, Contingent Consideration, Liability Â Â $ 1,750,000 Â Superbiz Acquisition [Member] Â Business Combination, Contingent Consideration, Liability Â Â Â Â Â Â $ 0 [3] 997,000 [3] $ 0 [3] 997,000 [3] $ 0 [3] Â Â $ 1,765,000 $ 1,670,000 $ 709,000 $ 3,206,000 Â Stock Issued During Period, Shares, Acquisitions | shares Â Â Â Â Â Â 987,973 Â Payment for Contingent Consideration Liability, Financing Activities Â Â Â Â Â $ 2,900,000 $ (0) [4] $ (0) [4] $ 38,000 [4] $ 3,423,000 [4] Â Â Â Â Â Â Â Â Business Combination, Contingent Consideration Arrangements, Range of Outcomes, Value, High Â $ 11,500,000 Business Combination, Contingent Consideration, Percentage Reduction if Founder No Longer Employee Â 50.00% Superbiz [Member] Â Business Acquisition, Share Price | $ / shares Â $ 1.74 Â Â Stock Issued During Period, Value, Acquisitions Â Â Â Â Â Â $ 548,000 Â Business Acquisition, Equity Interest Issued or Issuable, Number of Shares | shares Â Â Â Â Â Â Â Â Â Â 16,636 Â Â Â Â Â Â Â Â Â Â Superbiz [Member] | Second Earnout Period [Member] Â Stock Issued During Period, Shares, Acquisitions | shares Â 38,000 Â Payment for Contingent Consideration Liability, Financing Activities Â $ 30,330 Â [1] As of September 30, 2024, the accrual for the Second Earn Out Period includedÂ 84,211Â shares of common stock valued at $0.62, the closing price of our common stock as of September 30, 2024, [2] In May 2024, the Company paid Melon Accrued Contingent consideration related to the Melon First Earn Out Period, comprised of $32,000 of cash payments and payment of 72,118 shares of our common stock valued at $90,000. [3] As of September 30, 2024, reflects the cash portion of the Super Biz Second Earn Out Period related contingent consideration payable. As of September 30, 2023, the accrual included 16,636 shares of common stock valued at $1.74, the closing price of our common stock as of the applicable period end date. [4] In May 2024, the Company paid accrued contingent consideration related to the Super Biz Second Earn Out Period, comprised of 30,330 shares of our common stock valued at $38,000. In April 2023, the Company paid accrued contingent consideration related to the Initial Earn Out Period, comprised of $2.9Â million of cash payments and payment ofÂ 987,973Â shares of our common stock valued at $548,000. X - DefinitionRepresents the amount of consideration transferred in a business combination net of contingent consideration. + ReferencesNo definition available. + Details Name: slgg_BusinessCombinationConsiderationTransferredNetOfContingentConsideration Namespace Prefix: slgg_ Data Type: xbrli:monetaryItemType Balance Type: na Period Type: instant X - DefinitionThe percent reduction in contingent consideration if a founder no longer is an employee in a business combination. + ReferencesNo definition available. + Details Name: slgg_BusinessCombinationContingentConsiderationPercentageReductionIfFounderNoLongerEmployee Namespace Prefix: slgg_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionAmount of remaining consideration transfer balance under business combination. + ReferencesNo definition available. + Details Name: slgg_BusinessCombinationRemainingConsiderationTransferBalance Namespace Prefix: slgg_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionValue of input used to measure intangible assets. + ReferencesNo definition available. + Details Name: slgg_IntangibleAssetMeasurementInput Namespace Prefix: slgg_ Data Type: xbrli:decimalItemType Balance Type: na Period Type: instant X - DefinitionStock price needed to vest share-based compensation. + ReferencesNo definition available. + Details Name: slgg_SharebasedCompensationArrangementBySharebasedPaymentAwardAwardVestingRequirementStockPrice Namespace Prefix: slgg_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionWeighted average amortization period of finite-lived intangible assets acquired either individually or as part of a group of assets, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_AcquiredFiniteLivedIntangibleAssetsWeightedAverageUsefulLife Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionThe aggregate expense charged against earnings to allocate the cost of intangible assets (nonphysical assets not used in production) in a systematic and rational manner to the periods expected to benefit from such assets. As a noncash expense, this element is added back to net income when calculating cash provided by or used in operations using the indirect method. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482686/350-30-45-2 + Details Name: us-gaap_AmortizationOfIntangibleAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of direct costs of the business combination including legal, accounting, and other costs incurred to consummate the business acquisition. + ReferencesNo definition available. + Details Name: us-gaap_BusinessAcquisitionCostOfAcquiredEntityTransactionCosts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionNumber of shares of equity interests issued or issuable to acquire entity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 805 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479581/805-30-50-1 + Details Name: us-gaap_BusinessAcquisitionEquityInterestsIssuedOrIssuableNumberOfSharesIssued Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionPrice of a single share of a number of saleable stocks paid or offered to be paid in a business combination. + ReferencesNo definition available. + Details Name: us-gaap_BusinessAcquisitionSharePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionFor contingent consideration arrangements recognized in connection with a business combination, this element represents an estimate of the high-end of the potential range (undiscounted) of the consideration which may be paid. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 30 -Section 50 -Paragraph 1 -Subparagraph (c)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479581/805-30-50-1 + Details Name: us-gaap_BusinessCombinationContingentConsiderationArrangementsRangeOfOutcomesValueHigh Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of liability recognized arising from contingent consideration in a business combination. + 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/1943274/2147482106/820-10-50-2Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 805 -SubTopic 30 -Name Accounting Standards Codification -Section 35 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479613/805-30-35-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479581/805-30-50-1Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 30 -Section 25 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479668/805-30-25-6 + Details Name: us-gaap_BusinessCombinationContingentConsiderationLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionValue of input used to measure contingent consideration liability from business combination. + 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_BusinessCombinationContingentConsiderationLiabilityMeasurementInput Namespace Prefix: us-gaap_ Data Type: xbrli:decimalItemType Balance Type: na Period Type: instant 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 - DefinitionNet fair value as of the balance sheet date of the embedded derivative or group of embedded derivatives classified as assets, net of those classified as liabilities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 5 -SubTopic 10 -Topic 815 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480463/815-10-45-5Reference 2: 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 3: 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 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_EmbeddedDerivativeFairValueOfEmbeddedDerivativeNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionDifference between the fair value of payments made and the carrying amount of debt which is extinguished prior to maturity. + 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 470 -SubTopic 50 -Section 40 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481303/470-50-40-2Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 470 -SubTopic 50 -Section 40 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481303/470-50-40-4 + Details Name: us-gaap_GainsLossesOnExtinguishmentOfDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of the cost of borrowed funds accounted for as interest expense for debt. + 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/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 3: 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 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-6 + Details Name: us-gaap_InterestExpenseDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionNumber of segments reported by the entity. A reportable segment is a component of an entity for which there is an accounting requirement to report separate financial information on that component in the entity's financial statements. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 47 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-47Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 54 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-54Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-18 + Details Name: us-gaap_NumberOfReportableSegments Namespace Prefix: us-gaap_ Data Type: xbrli:integerItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash outflow, not made soon after acquisition date of business combination, to settle contingent consideration liability up to amount recognized at acquisition date, including, but not limited to, measurement period adjustment and less amount paid soon after acquisition date. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (f) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15 + Details Name: us-gaap_PaymentForContingentConsiderationLiabilityFinancingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow associated with the acquisition of business during the period. The cash portion only of the acquisition price. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -

Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479581/805-30-50-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquireBusinessesGross Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit 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 - 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 - DefinitionPercentage of vesting of award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardAwardVestingRightsPercentage Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - 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 - DefinitionNumber of shares of stock issued during the period pursuant to acquisitions. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesAcquisitions Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of 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 - DefinitionValue of stock issued pursuant to acquisitions during the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodValueAcquisitions Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: srt_StatementScenarioAxis=srt_ScenarioForecastMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=slgg_SuperBizNoteMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardTypeAxis=us-gaap_RestrictedStockUnitsRSUMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_VestingAxis=slgg_VestingMonthlyMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_VestingAxis=us-gaap_ShareBasedCompensationAwardTrancheTwoMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_VestingAxis=slgg_RevenueTranche1Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_VestingAxis=slgg_RevenueTranche2Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_VestingAxis=slgg_StockPriceTranche1Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_VestingAxis=slgg_StockPriceTranche2Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_BusinessAcquisitionAxis=slgg_MelonAcquisitionMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=us-gaap_CustomerRelationshipsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=us-gaap_TrademarksMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=us-gaap_NoncompeteAgreementsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=us-gaap_DevelopedTechnologyRightsMember 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: X - Details Name: srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_MeasurementInputTypeAxis=us-gaap_MeasurementInputPriceVolatilityMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_MeasurementInputTypeAxis=us-gaap_MeasurementInputDiscountRateMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=us-gaap_TechnologyBasedIntangibleAssetsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_MeasurementInputTypeAxis=slgg_MeasurementInputAttritionRateMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_MeasurementInputTypeAxis=slgg_MeasurementInputRoyaltyRateMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_MeasurementInputTypeAxis=slgg_MeasurementInputCompetitionProbabilityMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_MeasurementInputTypeAxis=slgg_MeasurementInputRevenueImpactMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_MeasurementInputTypeAxis=slgg_MeasurementInputRateOfReturnMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ContingentConsiderationByTypeAxis=slgg_FirstEarnoutPeriodMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ContingentConsiderationByTypeAxis=slgg_SecondEarnoutPeriodMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ContingentConsiderationByTypeAxis=slgg_SecondEarnoutPeriodCashPaymentsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ContingentConsiderationByTypeAxis=slgg_SecondEarnoutPeriodStockPaymentsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_BusinessAcquisitionAxis=slgg_SuperbizAcquisitionMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_BusinessAcquisitionAxis=slgg_SuperbizMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 48 R32.htm IDEA: XBRL DOCUMENT v3.24.3 Note 4 - Acquisition - Purchase Price Allocation (Details) - Melon Acquisition [Member] May 04, 2023 USD ($) $ / shares shares Cash consideration at closing $ 150,000 Equity consideration at closing â€“ shares of common stock (in shares) | shares 77,833 Fair value of equity consideration issued at closing $ 722,000 Fair value of contingent consideration at closing 1,350,000 Fair value of total consideration issued at closing $ 2,222,000 Super League [Member] Â Super League closing stock price per share on the Melon Closing Date (in dollars per share) | $ / shares $ 9.28 X - DefinitionNumber of shares of equity interests issued or issuable to acquire entity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 805 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479581/805-30-50-1 + Details Name: us-gaap_BusinessAcquisitionEquityInterestsIssuedOrIssuableNumberOfSharesIssued Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionPrice of a single share of a number of saleable stocks paid or offered to be paid in a business combination. + ReferencesNo definition available. + Details Name: us-gaap_BusinessAcquisitionSharePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionAmount of consideration transferred, consisting of acquisition-date fair value of assets transferred by the acquirer, liabilities incurred by the acquirer, and equity interest issued by the acquirer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 30 -Paragraph 8 -SubTopic 30 -Topic 805 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479637/805-30-30-8Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -SubTopic 30 -Topic 805 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479581/805-30-50-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 30 -Paragraph 7 -SubTopic 30 -Topic 805 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479637/805-30-30-7 + Details Name: us-gaap_BusinessCombinationConsiderationTransferred1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of equity interests of the acquirer, including instruments or interests issued or issuable in consideration for the business combination. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 30 -Paragraph 8 -SubTopic 30 -Topic 805 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479637/805-30-30-8Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 30 -Paragraph 7 -SubTopic 30 -Topic 805 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479637/805-30-30-7 + Details Name: us-gaap_BusinessCombinationConsiderationTransferredEquityInterestsIssuedAndIssuable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of liabilities incurred by the acquirer as part of consideration transferred in a business combination. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479581/805-30-50-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 30 -Section 25 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479668/805-30-25-5Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 30 -Paragraph 8 -SubTopic 30 -Topic 805 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479637/805-30-30-8Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 30 -Paragraph 7 -SubTopic 30 -Topic 805 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479637/805-30-30-7 + Details Name: us-gaap_BusinessCombinationConsiderationTransferredLiabilitiesIncurred Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow associated with the acquisition of business during the period. The cash portion only of the acquisition price. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479581/805-30-50-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquireBusinessesGross Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: us-gaap_BusinessAcquisitionAxis=slgg_MelonAcquisitionMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: dei_LegalEntityAxis=slgg_SuperLeagueMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 49 R33.htm IDEA: XBRL DOCUMENT v3.24.3 Note 4 - Acquisitions - Schedule of Assets Acquired and Liabilities Assumed (Details) - USD ($) Sep. 30, 2024 Dec. 31, 2023 May 04, 2023 Goodwill $ 1,864,000 $ 1,864,000 Â Melon Acquisition [Member] Â Â Â Accounts receivable and other assets Â Â $ 36,000 Liabilities assumed Â Â (188,000) Identifiable intangible assets Â Â 510,000 Identifiable net assets acquired Â Â 358,000 Goodwill Â Â 1,864,000 Total purchase price Â Â $ 2,222,000 X - DefinitionAmount of assets that are expected to be realized or consumed within one year or the normal operating cycle, if longer, acquired at the acquisition date. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 20 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-1 + Details Name: us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedCurrentAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of intangible assets, excluding goodwill, acquired at the acquisition date. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 20 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-1 + Details Name: us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedIntangibleAssetsOtherThanGoodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of liabilities assumed at the acquisition date. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 20 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-1 + Details Name: us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedLiabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount recognized as of the acquisition date for the identifiable assets acquired in excess of (less than) the aggregate liabilities assumed. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 10 -Section 55 -Paragraph 37 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479303/805-10-55-37Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 20 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-1 + Details Name: us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount recognized for assets, including goodwill, in excess of (less than) the aggregate liabilities assumed. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 20 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-1 + Details Name: us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredGoodwillAndLiabilitiesAssumedNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount, after accumulated impairment loss, of asset representing future economic

benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482598/350-20-45-1Reference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(10)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_Goodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - Details Name: us-gaap_BusinessAcquisitionAxis=slgg_MelonAcquisitionMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 50 R34.htm IDEA: XBRL DOCUMENT v3.24.3 Note 4 - Acquisitions - Schedule of Acquired Intangible Assets (Details) - Melon Acquisition [Member] - USD ($) May 04, 2023 Apr. 04, 2023 Acquired intangible assets $ 510,000 Â Developed Technology Rights [Member] Â Â Estimated Useful Life (in years) (Year) 5 years 3 months Acquired intangible assets $ 250,000 Â Developer Relationships [Member] Â Â Estimated Useful Life (in years) (Year) 2 years Â Acquired intangible assets $ 50,000 Â Customer Relationships [Member] Â Â Estimated Useful Life (in years) (Year) 6 years 6 years 8 months 12 days Acquired intangible assets $ 190,000 Â Trademarks and Trade Names [Member] Â Â Estimated Useful Life (in years) (Year) 6 months Â Acquired intangible assets $ 20,000 Â X - DefinitionWeighted average amortization period of finite-lived intangible assets acquired either individually or as part of a group of assets, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_AcquiredFiniteLivedIntangibleAssetsWeightedAverageUsefulLife Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionAmount of increase in assets, excluding financial assets, lacking physical substance with a definite life, from an acquisition. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-1 + Details Name: us-gaap_FinitelivedIntangibleAssetsAcquired1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - Details Name: us-gaap_BusinessAcquisitionAxis=slgg_MelonAcquisitionMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=us-gaap_DevelopedTechnologyRightsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=slgg_DeveloperRelationshipsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=us-gaap_CustomerRelationshipsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=us-gaap_TrademarksAndTradeNamesMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 51 R35.htm IDEA: XBRL DOCUMENT v3.24.3 Note 4 - Acquisitions - Schedule of Contingent Consideration (Details) - USD ($) 1 Months Ended 3 Months Ended 9 Months Ended Apr. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Change in fair value of contingent consideration Â Â Â $ (158,000) $ (527,000) Contingent consideration payments â€“ Melon Acquisition Â Â Â (32,000) 0 Issuance of Superbiz Note (as described below) Â $ (1,765,000) $ 0 (1,765,000) 0 Melon Acquisition [Member] Â Â Â Â Â Beginning balance Â 336,000 1,432,000 538,000 0 Change in fair value of contingent consideration Â 0 0 0 1,350,000 Change in fair value(3) [1] Â (68,000) (750,000) (148,000) (668,000) Contingent consideration payments â€“ Melon Acquisition [2] Â 0 0 (122,000) 0 Accrued contingent consideration(1) [3] Â 268,000 682,000 268,000 682,000 Superbiz Acquisition [Member] Â Â Â Â Â Beginning balance Â 1,765,000 709,000 1,670,000 3,206,000 Accrued contingent consideration [4] Â 0 351,000 142,000 1,073,000 Change in fair value(3) [4] Â 0 (63,000) (9,000) 141,000 Contingent consideration payments â€“ Melon Acquisition $ (2,900,000) 0 [5] 0 [5] (38,000) [5] (3,423,000) [5] Accrued contingent consideration(1) [6] Â $ 0 $ 997,000 $ 0 $ 997,000 [1] Reflected in the condensed consolidated statement of operations for the applicable period. [2] In May 2024, the Company paid Melon Accrued Contingent consideration related to the Melon First Earn Out Period, comprised of $32,000 of cash payments and payment of 72,118 shares of our common stock valued at $90,000. [3] As of September 30, 2024, the accrual for the Second Earn Out Period includedÂ 84,211Â shares of common stock valued at $0.62, the closing price of our common stock as of September 30, 2024, [4] Reflected in the condensed consolidated statement of operations for the applicable period [5] In May 2024, the Company paid accrued contingent consideration related to the Super Biz Second Earn Out Period, comprised of 30,330 shares of our common stock valued at $38,000. In April 2023, the Company paid accrued contingent consideration related to the Initial Earn Out Period, comprised of $2.9Â million of cash payments and payment ofÂ 987,973Â shares of our common stock valued at $548,000. [6] As of September 30, 2024, reflects the cash portion of the Super Biz Second Earn Out Period related contingent consideration payable. As of September 30, 2023, the accrual included 16,636 shares of common stock valued at $1.74, the closing price of our common stock as of the applicable period end date. X - DefinitionRepresents the current amount of contingent consideration accrued in the period. + ReferencesNo definition available. + Details Name: slgg_BusinessCombinationContingentConsiderationArrangementCurrentAccruedContingentConsideration Namespace Prefix: slgg_ Data Type: xbrli:monetaryItemType Balance Type: na Period Type: duration X - DefinitionAmount of increase (decrease) in the fair value of a contingent consideration liability, including, but not limited to, differences arising upon settlement. + ReferencesNo definition available. + Details Name: slgg_BusinessCombinationContingentConsiderationArrangementsChangeInAmountOfFairValueOfContingentConsiderationLiability Namespace Prefix: slgg_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of decrease in the value of a contingent consideration liability arising upon settlement. + ReferencesNo definition available. + Details Name: slgg_BusinessCombinationContingentConsiderationArrangementsSettlementsLiability Namespace Prefix: slgg_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of increase (decrease) in the value of a contingent consideration liability, including, but not limited to, differences arising upon settlement. + 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/2003/role/disclosureRef -Topic 805 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479581/805-30-50-4 + Details Name: us-gaap_BusinessCombinationContingentConsiderationArrangementsChangeInAmountOfContingentConsiderationLiability1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of liability recognized arising from contingent consideration in a business combination. + 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/1943274/2147482106/820-10-50-2Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 805 -SubTopic 30 -Name Accounting Standards Codification -Section 35 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479613/805-30-35-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479581/805-30-50-1Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 30 -Section 25 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479668/805-30-25-6 + Details Name: us-gaap_BusinessCombinationContingentConsiderationLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of cash outflow, not made soon after acquisition date of business combination, to settle contingent consideration liability up to amount recognized at acquisition date, including, but not limited to, measurement period adjustment and less amount paid soon after acquisition date. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (f) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15 + Details Name: us-gaap_PaymentForContingentConsiderationLiabilityFinancingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: us-gaap_BusinessAcquisitionAxis=slgg_MelonAcquisitionMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_BusinessAcquisitionAxis=slgg_SuperbizAcquisitionMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 52 R36.htm IDEA: XBRL DOCUMENT v3.24.3 Note 4 - Acquisitions - Schedule of Pro Forma Information (Details) - Melon Acquisition [Member] - USD ($) 3 Months Ended 9 Months Ended Sep. 30, 2023 Sep. 30, 2022 Sep. 30, 2023 Sep. 30, 2022 Revenue $ 7,195,000 $ 5,234,000 $ 16,284,000 $ 14,592,000 Net Loss $ (3,011,000) $ (53,591,000) $ (17,877,000) $ (71,516,000) X - DefinitionThe pro forma net Income or Loss for the period as if the business combination or combinations had been completed at the beginning of a period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479328/805-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479328/805-10-50-2 + Details Name: us-gaap_BusinessAcquisitionsProFormaNetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe pro forma revenue for a period as if the business combination or combinations had been completed at the beginning of the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479328/805-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479328/805-10-50-2 + Details Name: us-gaap_BusinessAcquisitionsProFormaRevenue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: us-gaap_BusinessAcquisitionAxis=slgg_MelonAcquisitionMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 53 R37.htm IDEA: XBRL DOCUMENT v3.24.3 Note 5 - Debt (Details Textual) - USD ($) 3 Months Ended 9 Months Ended Dec. 17, 2023 May 16, 2022 Sep. 30, 2024 Sep. 30, 2023 Mar. 31, 2023 Sep. 30, 2024 Sep. 30, 2023 Dec. 31, 2022 SLR Agreement [Member] Â Â Â Â Â Â Â Â Debt Instrument, Multiplication of Face Value of Account 85.00% Â Â Â Â Â Â Â Â Debt Instrument, Face Amount $ 4,000,000 Â Â Â Â Â Â Â Â Debt Instrument, Term 24 months Â Â Â Â Â Â Â Â Debt Instrument, Finance Fee, Percentage 2.00% Â Â Â Â Â Â Â Â Debt Instrument, Service Fee Rate 0.30% Â Â Â Â Â Â Â Â Debt Instrument, Minimum Utilization $ 400,000 Â Â Â Â Â Â Â Â Long-Term Debt, Gross Â Â $ 1,033,000 Â Â $ 1,033,000 Â Â Repayments of Debt Â Â Â Â Â 1,833,000 Â Â Interest Expense, Debt Â Â $ 19,000 $ 10,000 Â Â $ 52,000 $ 30,000 Â SLR Agreement [Member] | Prime Rate [Member] Â Â Â Â Â Â Â Â Debt Instrument, Basis Spread on Variable Rate 2.00% Â Â Â Â Â Â Â Â SLR Agreement [Member] | Facility Rate [Member] Â Â Â Â Â Â Â Â Debt Instrument, Basis Spread on Variable Rate 6.00% Â Â Â Â Â Â Â Â Securities Purchase Agreement [Member] | Note Holders [Member] Â Â Â Â Â Â Â Â Debt Instrument, Face Amount Â $ 4,320,000 Â Â Â Â Â Â Â Debt Instrument, Term Â 12 months Â Â Â Â Â Â Â Â Debt Instrument, Discount, Percent Â 8.00% Â Â Â Â Â Â Â Â Debt Instrument, Interest Rate, Stated Percentage Â 9.00% Â Â Â Â Â Â Â Â Debt Instrument, Convertible, Conversion Price Â $ 80 Â Â Â Â Â Â Â Â Debt Instrument, Convertible, Threshold Percentage of Stock Price Trigger Â 90.00% Â Â Â Â Â Â Â Â Debt Instrument, Unamortized Discount Â $ 320,000 Â Â Â Â Â $ 40,000 Amortization of Debt Discount (Premium) Â Â Â $ 0 Â Â $ 40,000 Â Interest Paid, Including Capitalized Interest, Operating and Investing Activities Â Â Â Â $ 180,000 Â Â Â Convertible Notes Payable Â Â Â Â $ 0 Â Â 539,000 Interest Payable Â Â Â Â Â Â Â Â $ 180,000 X - DefinitionThe percent discount of debt instrument. + ReferencesNo definition available. + Details Name: slgg_DebtInstrumentDiscountPercent Namespace Prefix: slgg_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionPercentage of finance fee of debt instrument. + ReferencesNo definition available. + Details Name: slgg_DebtInstrumentFinanceFeePercentage Namespace Prefix: slgg_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionRepresents the minimum utilization amount under the debt instrument. + ReferencesNo definition available. + Details Name: slgg_DebtInstrumentMinimumUtilization Namespace Prefix: slgg_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPercentage of multiplication of face value of accounts for debt instrument. + ReferencesNo definition available. + Details Name: slgg_DebtInstrumentMultiplicationOfFaceValueOfAccount Namespace Prefix: slgg_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionPercentage of servicing fee on debt instrument. + ReferencesNo definition available. + Details Name: slgg_DebtInstrumentServiceFeeRate Namespace Prefix: slgg_ 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 - DefinitionIncluding the current and noncurrent portions, carrying value as of the balance sheet date of a written promise to pay a note, initially due after one year or beyond the operating cycle if longer, which can be exchanged for a specified amount of one or more securities (typically common stock), at the option of the issuer or the holder. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(16)(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_ConvertibleNotesPayable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPercentage points added to the reference rate to compute the variable rate on the debt instrument. + ReferencesNo definition available. + Details Name: us-gaap_DebtInstrumentBasisSpreadOnVariableRate1 Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionAmount, before unamortized (discount) premium and debt issuance costs, of long-term debt.

Includes, but is not limited to, notes payable, bonds payable, commercial loans, mortgage loans, convertible debt, subordinated debt and other types of debt. + 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/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-4 + Details Name: us-gaap_DebtInstrumentCarryingAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant 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 - DefinitionMinimum percentage of common stock price to conversion price of convertible debt instruments to determine eligibility of conversion. + ReferencesNo definition available. + Details Name: us-gaap_DebtInstrumentConvertibleThresholdPercentageOfStockPriceTrigger Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - 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 - 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 - 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 of the cost of borrowed funds accounted for as interest expense for debt. + 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/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 3: 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 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-6 + Details Name: us-gaap_InterestExpenseDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cash paid for interest, including, but not limited to, capitalized interest and payment to settle zero-coupon bond attributable to 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; classified as operating and investing activities. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -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_InterestPaid Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of interest payable on debt, including, but not limited to, trade payables. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(15)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 2: 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_InterestPayableCurrentAndNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of cash outflow for short-term and long-term debt. Excludes payment of lease obligation. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -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_RepaymentsOfDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: us-gaap_DebtInstrumentAxis=slgg_SLRAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_VariableRateAxis=us-gaap_PrimeRateMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_VariableRateAxis=slgg_FacilityRateMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=slgg_SecuritiesPurchaseAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_LineOfCreditFacilityAxis=slgg_NoteHoldersMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 54 R38.htm IDEA: XBRL DOCUMENT v3.24.3 Note 6 - Stockholders' Equity and Equity-linked Instruments (Details Textual) 1 Months Ended 3 Months Ended 9 Months Ended 12 Months Ended Sep. 30, 2023 USD ($) Sep. 07, 2023 Oct. 31, 2024 USD ($) Sep. 30, 2024 USD ($) $ / shares shares Jul. 31, 2024 USD ($) shares Jun. 30, 2024 USD ($) shares Dec. 31, 2023 $ / shares shares Sep. 30, 2024 USD ($) $ / shares shares Jun. 30, 2024 USD ($) shares Sep. 30, 2023 USD ($) Sep. 30, 2024 USD ($) $ / shares shares Sep. 30, 2023 USD ($) Dec. 31, 2023 USD ($) $ / shares shares Aug. 31, 2024 shares May 31, 2024 shares Dec. 22, 2023 Nov. 30, 2023 shares Aug. 23, 2023 $ / shares shares May 29, 2023 shares May 26, 2023 Preferred Stock, Shares Authorized (in shares) Â Â Â 10,000,000 Â Â 10,000,000 10,000,000 Â Â 10,000,000 Â 10,000,000 Â Â Â Â Â 5,000,000 Â Preferred Stock, Par or Stated Value Per Share (in dollars per share) | $ / shares Â Â Â $ 0.001 Â Â $ 0.001 $ 0.001 Â Â $ 0.001 Â $ 0.001 Â Â Â Â Â Â Â Total Capital, Shares Authorized Â Â Â 110,000,000 Â Â Â 110,000,000 Â Â 110,000,000 Â Â Â Â Â Â Â Â Common Stock, Shares Authorized (in shares) Â Â Â 400,000,000 Â 400,000,000 400,000,000 Â 400,000,000 Â 400,000,000 Â Â Â Â 100,000,000 Â Common Stock, Par or Stated Value Per Share (in dollars per share) | $ / shares Â Â Â $ 0.001 Â Â $ 0.001 $ 0.001 Â Â $ 0.001 Â $ 0.001 Â Â Â Â Â Â Â Preferred Stock, Stated Value | $ Â Â Â $ 1,000 Â Â Â $ 1,000 Â Â $ 1,000 Â Â Â Â Â Â Â Â Preferred Stock, Shares Outstanding Â Â Â 20,592 Â Â 23,656 20,592 Â Â 20,592 Â 23,656 Â Â Â Â Â Â Deemed Dividend on Preferred Stock | $ Â Â Â Â Â Â Â $ (0) Â $ 6,446,000 Â $ 6,446,000 Â Â Â Â Â Â Â Net Proceeds | $ Â Â Â Â Â Â Â Â Â $ 37,562,000 Â Â Â Â Â Â Â Â Common Stock Dividends, Shares Â Â Â Â 1,168,493 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Fair Value Shares Issued (1) | $ Â Â Â Â $ 1,589,000 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Measurement Input, Risk Free Interest Rate [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Warrants and Rights Outstanding, Measurement Input Â Â Â 0.0358 Â Â 0.0384 0.0358 Â Â 0.0358 Â 0.0384 Â Â 0.0387 Â Â Â 0.0388 Measurement Input, Expected Term [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Warrants and Rights Outstanding, Measurement Input Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 5 Â Â Â Â Measurement Input, Price Volatility [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Warrants and Rights Outstanding, Measurement Input Â Â Â 0.98 Â Â 0.98 0.98 Â Â 0.98 Â 0.98 Â Â Â Â Â 0.95 Conversion of Series A and AA to Series AAA [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Conversion of Stock, Shares Converted Â Â Â Â Â Â Â Â Â Â Â 6,367 Â Â Â Â Â Â Â Â Converted to Common stock (in shares) Â Â Â Â Â Â Â Â Â Â Â 6,367 Â Â Â Â Â Â Â Â Minimum [Member] | Measurement Input, Expected Term [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Warrants and Rights Outstanding, Measurement Input Â Â Â 3 Â Â 4.5 3 Â Â 3 Â 4.5 Â Â Â Â Â Â 5 Maximum [Member] | Measurement Input, Expected Term [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Warrants and Rights Outstanding, Measurement Input Â Â Â 5 Â Â 5 5 Â Â 5 Â 5 Â Â Â Â Â Â 5.19 Series AAA-3 & AAA-4 Junior Subscription Agreements [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Stock Issued During Period, Shares, New Issues Â Â Â 1,096 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Proceeds from Issuance or Sale of Equity | $ Â Â Â $ 1,096,000 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Series A A Preferred Stock [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Preferred Stock, Shares Outstanding Â Â Â 3,699 Â Â 3 3,699 Â Â 3,699 Â Â Â Â Â 7,322 10,706 Â Â Preferred Stock, Convertible, Conversion Price | $ / shares Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â $ 2.6 Â Â Deemed Dividend on Preferred Stock | $ $ 6,446,000 Â Â Â Â Â Â Â Â Â Â Â Â Â Â $ 6,446,000 Â Â Â Â Â Â Â Â Â Â Net Proceeds | $ Â Â Â Â Â Â Â Â Â Â Â Â Â Â $ 6,714,000 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Fair Value Shares Issued (1) | $ [1] Â Â Â Â Â Â Â $ 216,000 $ 661,000 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Series AAA-3 Junior Preferred Stock [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Preferred Stock, Shares Outstanding Â Â Â 697 Â Â 697 Â Â 697 Â Â Â Â Â Â Â Â Â Â Net Proceeds | $ Â Â Â Â Â Â Â Â Â Â $ 613,000 Â Â Â Â Â Â Â Â Â Â Series AAA-3 Junior Preferred Stock [Member] | Series AAA-3 & AAA-4 Junior Subscription Agreements [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Stock Issued During Period, Shares, New Issues Â Â Â Â Â 4,011 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Series AAA-4 Junior Preferred Stock [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Preferred Stock, Shares Outstanding [2] Â Â Â 399 Â Â 399 Â Â 399 Â Â Â Â Â Â Â Â Â Â Net Proceeds | $ [2] Â Â Â Â Â Â Â Â Â Â $ 351,000 Â Â Â Â Â Â Â Â Series AAA-4 Junior Preferred Stock [Member] | Subsequent Event [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Net Proceeds | $ Â Â $ 300,000 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Series AAA-4 Junior Preferred Stock [Member] | Series AAA-3 & AAA-4 Junior Subscription Agreements [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Stock Issued During Period, Shares, New Issues Â Â Â Â Â Â Â Â Â Â Â 2,356 Â Â Â Â Â Â Series A Preferred Offerings [Member] | Subscription Agreements [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Preferred Stock Dividends, Percentage of Common Shares Â Â Â 20.00% Â Â Â 20.00% Â Â 20.00% Â Â Â Â Â Â Â Â Warrants Issued With Placement Agent Agreement [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Warrants and Rights Outstanding, Term Â Â Â 5 years Â Â Â 5 years Â Â 5 years Â Â Â Â Â Â Â Â Class of Warrants and Rights, Number of Securities Called by Warrants or Rights, Percentage of Total Common Stock Issuable Upon Conversion of Preferred Shares Â Â Â 14.50% Â Â Â 14.50% Â Â 14.50% Â Â Â Â Â Â Â Â Placement Agent Warrants With Series A-2 Preferred Stock [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Class of Warrant or Right, Exchanged During Period (in shares) Â Â Â 88,403 Â Â Â 88,403 Â Â 88,403 Â Â Â Â Â Â Â Â Stock Issued During Period, Shares, Warrant Exchange (in shares) Â Â Â Â Â Â Â Â Â 199,778 Â Â Â Â Â Â Â Â Â Shares Issued, Price Per Share | $ / shares Â Â Â $ 1.71 Â Â Â $ 1.71 Â Â $ 1.71 Â Â Â Â Â Â Â Â Placement Agent Warrants With Series A-2 Preferred Stock [Member] | Minimum [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Class of Warrant or Right, Exchanged During Period, Exercise Price (in dollars per share) | $ / shares Â Â Â 7.6 Â Â Â 7.6 Â Â 7.6 Â Â Â Â Â Â Â Â Placement Agent Warrants With Series A-2 Preferred Stock [Member] | Maximum [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Class of Warrant or Right, Exchanged During Period, Exercise Price (in dollars per share) | $ / shares Â Â Â $ 13.41 Â Â Â $ 13.41 Â Â $ 13.41 Â Â Â Â Â Â Â Â New Placement Agent Warrants [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Class of Warrant or Right, Exchanged During Period (in shares) Â Â Â 347,428 Â Â 347,428 Â Â 347,428 Â Â Â Â Â Â Â Â Class of Warrant or Right, Exchanged During Period, Exercise Price (in dollars per share) | $ / shares Â Â Â $ 1.674 Â Â Â $ 1.674 Â Â $ 1.674 Â Â Â Â Â Â Â Â Series AAA-3 and AAA-4 Junior Preferred Stock Warrants [Member] | Series AAA-3 & AAA-4 Junior Subscription Agreements [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Class of Warrant or Right, Exchanged During Period, Exercise Price (in dollars per share) | $ / shares Â Â Â $ 1 Â Â Â $ 1 Â Â Â Â Â Â Â Â Class of Warrant or Right, Number of Securities Called by Each Warrant or Right Â Â Â 1,000 Â Â Â 1,000 Â Â 1,000 Â Â Â Â Â Â Â Â Class of Warrant or Right, Issued During Period, Purchase Price | $ / shares Â Â Â $ 1,000 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Series AA Preferred Additional Investment Rights [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Class of Warrant or Right, Exchanged During Period (in shares) Â Â Â 3,336,293 Â 3,215,232 Â 3,336,293 3,215,232 Â 3,336,293 Â Â 667,289 642,962 Â Â Â Â Â Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability, Period Increase (Decrease) | $ Â Â Â $ 70,000 Â $ 294,000 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Series AA Additional Investment Right [Member] | Measurement Input, Share Price [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Warrants and Rights Outstanding, Measurement Input Â Â Â 0.72 Â Â Â 0.72 Â Â 0.72 Â Â Â Â Â Â Â Â Series AA Additional Investment Right [Member] | Minimum [Member] | Measurement Input, Conversion Price [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Warrants and Rights Outstanding, Measurement Input Â Â Â 1.856 Â Â Â 1.856 Â Â 1.856 Â Â Â Â Â Â Â Â Series AA Additional Investment Right [Member] | Minimum [Member] | Measurement Input, Risk Free Interest Rate [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Warrants and Rights Outstanding, Measurement Input Â Â Â 0.0464 Â Â Â 0.0464 Â Â 0.0464 Â Â Â Â Â Â Â Â Series AA Additional Investment Right [Member] | Minimum [Member] | Measurement Input, Expected Term [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Warrants and Rights Outstanding, Measurement Input Â Â Â 0.42 Â Â Â 0.42 Â Â 0.42 Â Â Â Â Â Â Â Â Series AA Additional Investment Right [Member] | Minimum [Member] | Measurement Input, Price Volatility [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Warrants and Rights Outstanding, Measurement Input Â Â Â 0.68 Â Â Â 0.68 Â Â 0.68 Â Â Â Â Â Â Â Â Series AA Additional Investment Right [Member] | Maximum [Member] | Measurement Input, Conversion Price [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Warrants and Rights Outstanding, Measurement Input Â Â Â 13.25 Â Â Â 13.25 Â Â 13.25 Â Â Â Â Â Â Â Â Series AA Additional Investment Right [Member] | Maximum [Member] | Measurement Input, Risk Free Interest Rate [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Warrants and Rights Outstanding, Measurement Input Â Â Â 0.0536 Â Â Â 0.0536 Â Â 0.0536 Â Â Â Â Â Â Â Â Series AA Additional Investment Right [Member] | Maximum [Member] | Measurement Input, Expected Term [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Warrants and Rights Outstanding, Measurement Input Â Â Â 0.92 Â Â Â 0.92 Â Â 0.92 Â Â Â Â Â Â Â Â Series AA Additional Investment Right [Member] | Maximum [Member] | Measurement Input, Price Volatility [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Warrants and Rights Outstanding, Measurement Input Â Â Â 0.91 Â Â Â 0.91 Â Â Â Â Â Â Â Â Â Reverse Stock Split [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Stockholders' Equity Note, Stock Split, Conversion Ratio Â 20 Â

Â [1] Fair valued based on the closing price of the Companyâ€™s common stock on the respective common stock dividend payment date. [2] A portion of the proceeds received subsequent to September 30, 2024. Receivable totaling $300,000 included in additional paid in capital as of September 30, 2024. X - DefinitionPurchase price per share of warrants or rights issued during period. + ReferencesNo definition available. + Details Name: slgg_ClassOfWarrantOrRightIssuedDuringPeriodPurchasePrice Namespace Prefix: slgg_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionNumber of securities into which the class of warrant or right may be converted as a percentage of total shares of common stock issuable upon conversion of preferred stock. + ReferencesNo definition available. + Details Name: slgg_ClassOfWarrantsAndRightsNumberOfSecuritiesCalledByWarrantsOrRightsPercentageOfTotalCommonStockIssuableUponConversionOfPreferredShares Namespace Prefix: slgg_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionAmount of deemed dividend on preferred stock. + ReferencesNo definition available. + Details Name: slgg_DeemedDividendOnPreferredStock Namespace Prefix: slgg_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionRepresents amount of preferred stock dividends payable in the form of number of shares of common stock as a percentage of total shares. + ReferencesNo definition available. + Details Name: slgg_PreferredStockDividendsPercentageOfCommonShares Namespace Prefix: slgg_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionStated value per share of preferred stock nonredeemable or redeemable solely at the option of the issuer. + ReferencesNo definition available. + Details Name: slgg_PreferredStockStatedValue Namespace Prefix: slgg_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionThe cash inflow from the issuance of preferred stock net of stock issuance costs. + ReferencesNo definition available. + Details Name: slgg_ProceedsFromIssuanceOfPreferredStockNetOfIssuanceCosts Namespace Prefix: slgg_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionNumber of shares issued during the period for warrant exchange. + ReferencesNo definition available. + Details Name: slgg_StockIssuedDuringPeriodSharesWarrantExchange Namespace Prefix: slgg_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionThe number of shares authorized for total capital. + ReferencesNo definition available. + Details Name: slgg_TotalCapitalSharesAuthorized Namespace Prefix: slgg_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionExercise price per share or per unit of warrants or rights outstanding. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3 + Details Name: us-gaap_ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1 Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionNumber of securities into which 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 - DefinitionNumber of securities into which the class of warrant or right may be converted. For example, but not limited to, 500,000 warrants may be converted into 1,000,000 shares. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3 + Details Name: us-gaap_ClassOfWarrantOrRightNumberOfSecuritiesCalledByWarrantsOrRights Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of shares of common stock issued as dividends during the period. Excludes stock splits. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2 + Details Name: us-gaap_CommonStockDividendsShares Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration 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 - DefinitionThe number of shares converted in a noncash (or part noncash) transaction. Noncash is defined as transactions during a period that do not result in cash receipts or cash payments in the period. "Part noncash" refers to that portion of the transaction not resulting in cash receipts or cash payments in the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-4Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-3Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-5 + Details Name: us-gaap_ConversionOfStockSharesConverted1 Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionThe number of new shares issued in the conversion of stock in a noncash (or part noncash) transaction. Noncash is defined as transactions during a period that do not result in cash receipts or cash payments in the period. "Part noncash" refers to that portion of the transaction not resulting in cash receipts or cash payments in the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-4Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-3Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-5 + Details Name: us-gaap_ConversionOfStockSharesIssued1 Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionAmount of increase (decrease) of financial instrument classified as a liability measured using unobservable inputs that reflect the entity's own assumption about the assumptions market participants would use in pricing. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-3Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_FairValueMeasurementWithUnobservableInputsReconciliationRecurringBasisLiabilityPeriodIncreaseDecrease Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: na Period Type: duration X - DefinitionPer share conversion price of preferred stock. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13 + Details Name: us-gaap_PreferredStockConvertibleConversionPrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - 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 - 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 - DefinitionThe cash inflow from the issuance of common stock, preferred stock, treasury stock, stock options, and other types of equity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3 + Details Name: us-gaap_ProceedsFromIssuanceOrSaleOfEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - 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 - DefinitionValue of stock issued to shareholders as a dividend during the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodValueStockDividend Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionRatio applied to the conversion of stock split, for example but not limited to, one share converted to two or two shares converted to one. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 4 -Subparagraph (SAB Topic 4.C) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-4 + Details Name: us-gaap_StockholdersEquityNoteStockSplitConversionRatio1 Namespace Prefix: us-gaap_ Data Type: xbrli:pureItemType Balance Type: na Period Type: duration X - DefinitionValue of input used to measure outstanding warrant and right embodying unconditional obligation requiring redemption by transferring asset at specified or determinable date or upon event certain to occur. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_WarrantsAndRightsOutstandingMeasurementInput Namespace Prefix: us-gaap_ Data Type: xbrli:decimalItemType Balance Type: na Period Type: instant X - DefinitionPeriod between issuance and expiration of outstanding warrant and right embodying unconditional obligation requiring redemption by transferring asset at specified or determinable date or upon event certain to occur, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_WarrantsAndRightsOutstandingTerm Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: instant X - Details Name: us-gaap_MeasurementInputTypeAxis=us-gaap_MeasurementInputRiskFreeInterestRateMember 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_ConversionOfStockByUniqueDescriptionAxis=slgg_ConversionOfSeriesAAndAAToSeriesAAAMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na

Balance Type: Period Type: X - Details Name: us-gaap_SubsidiarySaleOfStockAxis=slgg_SeriesAAA3AAA4JuniorSubscriptionAgreementsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=slgg_SeriesAAPreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=slgg_SeriesAAA3JuniorPreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=slgg_SeriesAAA4JuniorPreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_SubsequentEventTypeAxis=us-gaap_SubsequentEventMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=slgg_SeriesAPreferredOfferingsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_SubsidiarySaleOfStockAxis=slgg_SubscriptionAgreementsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ClassOfWarrantOrRightAxis=slgg_WarrantsIssuedWithPlacementAgentAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ClassOfWarrantOrRightAxis=slgg_PlacementAgentWarrantsWithSeriesA2PreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ClassOfWarrantOrRightAxis=slgg_NewPlacementAgentWarrantsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ClassOfWarrantOrRightAxis=slgg_SeriesAAA3AndAAA4JuniorPreferredStockWarrantsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ClassOfWarrantOrRightAxis=slgg_SeriesAAPreferredAdditionalInvestmentRightsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ClassOfWarrantOrRightAxis=slgg_SeriesAAAdditionalInvestmentRightMember Namespace Prefix: Data Type: na Balance Type: Period Type: 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_MeasurementInputConversionPriceMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_NonmonetaryTransactionTypeAxis=slgg_ReverseStockSplitMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 55 R39.htm IDEA: XBRL DOCUMENT v3.24.3 Note 6 - Stockholders' Equity and Equity-linked Instruments - Schedule of Preferred Stock (Details) - USD ($) 9 Months Ended Sep. 30, 2024 Dec. 31, 2023 Nov. 30, 2023 Aug. 23, 2023 Outstanding (in shares) 20,592 23,656 Â Â Gross Proceeds $ 41,982,000 Â Â Â Fees 4,420,000 Â Â Â Net Proceeds $ 37,562,000 Â Â Â Warrants Issued With Placement Agent Agreement [Member] Â Â Â Â Placement Agent Warrants (in shares) [1] 1,574,000 Â Â Â Preferred Stock Converted to Preferred Stock [Member] Â Â Â Â Shares Purchased/ Issued in Exchange (in shares) [2] 41,982 Â Â Â Conversions / Exchanges (in shares) (21,390) Â Â Â Converted to Common stock (in shares) 21,390 Â Â Â Preferred Stock Converted to Common Stock [Member] Â Â Â Â Conversions / Exchanges (in shares) (11,346,000) Â Â Â Original (in shares) 18,275,000 Â Â Â Conversion of preferred stock to common stock (in shares) [3] (6,929,000) Â Â Â Converted to Common stock (in shares) 11,346,000 Â Â Â Series A Preferred Stock [Member] Â Â Â Â Conversion Prices (in dollars per share) [4],[5],[6] $ 12.4 Â Â Â Outstanding (in shares) 440 Â Â Â Gross Proceeds $ 5,359,000 Â Â Â Fees 697,000 Â Â Â Net Proceeds $ 4,662,000 Â Â Â Series A Preferred Stock [Member] | Warrants Issued With Placement Agent Agreement [Member] Â Â Â Â Placement Agent Warrants (in shares) [1] 62,000 Â Â Â Series A Preferred Stock [Member] | Preferred Stock Converted to Preferred Stock [Member] Â Â Â Â Shares Purchased/ Issued in Exchange (in shares) [2] 5,359 Â Â Â Conversions / Exchanges (in shares) (4,919) Â Â Â Converted to Common stock (in shares) 4,919 Â Â Â Series A Preferred Stock [Member] | Preferred Stock Converted to Common Stock [Member] Â Â Â Â Conversions / Exchanges (in shares) (35,000) Â Â Â Original (in shares) 432,000 Â Â Â Conversion of preferred stock to common stock (in shares) [3] (397,000) Â Â Â Converted to Common stock (in shares) 35,000 Â Â Â Series A-2 Preferred Stock [Member] Â Â Â Â Conversion Prices (in dollars per share) [4],[5],[6] $ 13.29 Â Â Â Outstanding (in shares) 463 Â Â Â Gross Proceeds $ (1,297,000) Â Â Â Fees 169,000 Â Â Â Net Proceeds $ 1,128,000 Â Â Â Series A-2 Preferred Stock [Member] | Preferred Stock Converted to Preferred Stock [Member] Â Â Â Â Shares Purchased/ Issued in Exchange (in shares) [2] 1,297 Â Â Â Conversions / Exchanges (in shares) (834) Â Â Â Converted to Common stock (in shares) 834 Â Â Â Series A-2 Preferred Stock [Member] | Preferred Stock Converted to Common Stock [Member] Â Â Â Â Conversions / Exchanges (in shares) (35,000) Â Â Â Original (in shares) 98,000 Â Â Â Conversion of preferred stock to common stock (in shares) [3] (63,000) Â Â Â Converted to Common stock (in shares) 35,000 Â Â Â Series A-3 Preferred Stock [Member] Â Â Â Â Conversion Prices (in dollars per share) [4],[5],[6] $ 13.41 Â Â Â Outstanding (in shares) 315 Â Â Â Gross Proceeds $ (1,733,000) Â Â Â Fees 225,000 Â Â Â Net Proceeds $ 1,508,000 Â Â Â Series A-3 Preferred Stock [Member] | Preferred Stock Converted to Preferred Stock [Member] Â Â Â Â Shares Purchased/ Issued in Exchange (in shares) [2] 1,733 Â Â Â Conversions / Exchanges (in shares) (1,418) Â Â Â Converted to Common stock (in shares) 1,418 Â Â Â Series A-3 Preferred Stock [Member] | Preferred Stock Converted to Common Stock [Member] Â Â Â Â Conversions / Exchanges (in shares) (23,000) Â Â Â Original (in shares) 129,000 Â Â Â Conversion of preferred stock to common stock (in shares) [3] (106,000) Â Â Â Converted to Common stock (in shares) 23,000 Â Â Â Series A-4 Preferred Stock [Member] Â Â Â Â Conversion Prices (in dollars per share) [4],[5],[6] $ 7.6 Â Â Â Outstanding (in shares) 380 Â Â Â Gross Proceeds $ (1,934,000) Â Â Â Fees 251,000 Â Â Â Net Proceeds $ 1,683,000 Â Â Â Series A-4 Preferred Stock [Member] | Preferred Stock Converted to Preferred Stock [Member] Â Â Â Â Shares Purchased/ Issued in Exchange (in shares) [2] 1,934 Â Â Â Conversions / Exchanges (in shares) (1,554) Â Â Â Converted to Common stock (in shares) 1,554 Â Â Â Series A-4 Preferred Stock [Member] | Preferred Stock Converted to Common Stock [Member] Â Â Â Â Conversions / Exchanges (in shares) (50,000) Â Â Â Original (in shares) 254,000 Â Â Â Conversion of preferred stock to common stock (in shares) [3] (204,000) Â Â Â Converted to Common stock (in shares) 50,000 Â Â Â Series A-5 Preferred Stock [Member] Â Â Â Â Conversion Prices (in dollars per share) [4],[5],[6] $ 11.09 Â Â Â Outstanding (in shares) 780 Â Â Â Gross Proceeds $ (2,299,000) Â Â Â Fees 299,000 Â Â Â Net Proceeds $ 2,000,000 Â Â Â Series A-5 Preferred Stock [Member] | Preferred Stock Converted to Preferred Stock [Member] Â Â Â Â Shares Purchased/ Issued in Exchange (in shares) [2] 2,299 Â Â Â Conversions / Exchanges (in shares) (1,519) Â Â Â Converted to Common stock (in shares) 1,519 Â Â Â Series A-5 Preferred Stock [Member] | Preferred Stock Converted to Common Stock [Member] Â Â Â Â Conversions / Exchanges (in shares) (70,000) Â Â Â Original (in shares) 207,000 Â Â Â Conversion of preferred stock to common stock (in shares) [3] (137,000) Â Â Â Converted to Common stock (in shares) 70,000 Â Â Â Series A A Preferred Stock [Member] Â Â Â Â Conversion Prices (in dollars per share) $ 9.43 Â Â Â Outstanding (in shares) 3,699 Â 7,322 10,706 Gross Proceeds $ (7,680,000) Â Â Â Fees 966,000 Â Â Â Net Proceeds $ 6,714,000 Â Â Â Adjusted Conversion Prices (in dollars per share) [4],[5],[6] $ 1.89 Â Â Â Series A A Preferred Stock [Member] | Preferred Stock Converted to Preferred Stock [Member] Â Â Â Â Shares Purchased/ Issued in Exchange (in shares) [2] 7,680 Â Â Â Conversions / Exchanges (in shares) (3,981) Â Â Â Converted to Common stock (in shares) 3,981 Â Â Â Series A A Preferred Stock [Member] | Preferred Stock Converted to Common Stock [Member] Â Â Â Â Conversions / Exchanges (in shares) (1,961,000) Â Â Â Original (in shares) 4,072,000 Â Â Â Conversion of preferred stock to common stock (in shares) [3] (2,111,000) Â Â Â Converted to Common stock (in shares) 1,961,000 Â Â Â Series AA-2 Convertible Preferred Stock [Member] Â Â Â Â Conversion Prices (in dollars per share) $ 10.43 Â Â Â Outstanding (in shares) 0 Â Â Â Gross Proceeds $ (1,500,000) Â Â Â Fees 130,000 Â Â Â Net Proceeds $ 1,370,000 Â Â Â Adjusted Conversion Prices (in dollars per share) [4],[5],[6] $ 2.09 Â Â Â Series AA-2 Convertible Preferred Stock [Member] | Preferred Stock Converted to Preferred Stock [Member] Â Â Â Â Shares Purchased/ Issued in Exchange (in shares) [2] 1,500 Â Â Â Conversions / Exchanges (in shares) (1,500) Â Â Â Converted to Common stock (in shares) 1,500 Â Â Â Series AA-2 Convertible Preferred Stock [Member] | Preferred Stock Converted to Common Stock [Member] Â Â Â Â Conversions / Exchanges (in shares) 0 Â Â Â Original (in shares) 719,000 Â Â Â Conversion of preferred stock to common stock (in shares) [3] (719,000) Â Â Â Converted to Common stock (in shares) 0 Â Â Â Series AA-3 Convertible Preferred Stock [Member] Â Â Â Â Conversion Prices (in dollars per share) $ 9.5 Â Â Â Outstanding (in shares) 25 Â Â Â Gross Proceeds $ (1,025,000) Â Â Â Fees 133,000 Â Â Â Net Proceeds $ 892,000 Â Â Â Adjusted Conversion Prices (in dollars per share) [4],[5],[6] $ 1.9 Â Â Â Series AA-3 Convertible Preferred Stock [Member] | Preferred Stock Converted to Preferred Stock [Member] Â Â Â Â Shares Purchased/ Issued in Exchange (in shares) [2] 1,025 Â Â Â Conversions / Exchanges (in shares) (1,000) Â Â Â Converted to Common stock (in shares) 1,000 Â Â Â Series AA-3 Convertible Preferred Stock [Member] | Preferred Stock Converted to Common Stock [Member] Â Â Â Â Conversions / Exchanges (in shares) (13,000) Â Â Â Original (in shares) 539,000 Â Â Â Conversion of preferred stock to common stock (in shares) [3] (526,000) Â Â Â Converted to Common stock (in shares) 13,000 Â Â Â Series AA-4 Convertible Preferred Stock [Member] Â Â Â Â Conversion Prices (in dollars per share) $ 9.28 Â Â Â Outstanding (in shares) 500 Â Â Â Gross Proceeds $ (1,026,000) Â Â Â Fees 133,000 Â Â Â Net Proceeds $ 893,000 Â Â Â Adjusted Conversion Prices (in dollars per share) [4],[5],[6] $ 1.86 Â Â Â Series AA-4 Convertible Preferred Stock [Member] | Preferred Stock Converted to Preferred Stock [Member] Â Â Â Â Shares Purchased/ Issued in Exchange (in shares) [2] 1,026 Â Â Â Conversions / Exchanges (in shares) (526) Â Â Â Converted to Common stock (in shares) 526 Â Â Â Series AA-4 Convertible Preferred Stock [Member] | Preferred Stock Converted to Common Stock [Member] Â Â Â Â Conversions / Exchanges (in shares) (270,000) Â Â Â Original (in shares) 553,000 Â Â Â Conversion of preferred stock to common stock (in shares) [3] (283,000) Â Â Â Converted to Common stock (in shares) 270,000 Â Â Â Series AA-5 Convertible Preferred Stock [Member] Â Â Â Â Conversion Prices (in dollars per share) $ 10.6 Â Â Â Outstanding (in shares) 50 Â Â Â Gross Proceeds $ (550,000) Â Â Â Fees 72,000 Â Â Â Net Proceeds $ 478,000 Â Â Â Adjusted Conversion Prices (in dollars per share) [4],[5],[6] $ 2.12 Â Â Â Series AA-5 Convertible Preferred Stock [Member] | Preferred Stock Converted to Preferred Stock [Member] Â Â Â Â Shares Purchased/ Issued in Exchange (in shares) [2] 550 Â Â Â Conversions / Exchanges (in shares) (500) Â Â Â Converted to Common stock (in shares) 500 Â Â Â Series AA-5 Convertible Preferred Stock [Member] | Preferred Stock Converted to Common Stock [Member] Â Â Â Â Conversions / Exchanges (in shares) (23,000) Â Â Â Original (in shares) 259,000 Â Â Â Conversion of preferred stock to common stock (in shares) [3] (236,000) Â Â Â Converted to Common stock (in shares) 23,000 Â Â Â Series AAA Convertible Preferred Stock [Member] Â Â Â Â Conversion Prices (in dollars per share) [4],[5],[6] $ 1.67 Â Â Â Outstanding (in shares) 7,875 Â Â Â Gross Proceeds $ (9,388,000) Â Â Â Fees 645,000 Â Â Â Net Proceeds $ 8,743,000 Â Â Â Series AAA Convertible Preferred Stock [Member] | Preferred Stock Converted to Preferred Stock [Member] Â Â Â Â Shares Purchased/ Issued in Exchange (in shares) [2] 9,388 Â Â Â Conversions / Exchanges (in shares) (1,513) Â Â Â Converted to Common stock (in shares) 1,513 Â Â Â Series AAA Convertible Preferred Stock [Member] | Preferred Stock Converted to Common Stock [Member] Â Â Â Â Conversions / Exchanges (in shares) (4,704,000) Â Â Â Original (in shares) 5,608,000 Â Â Â Conversion of preferred stock to common stock (in shares) [3] (904,000) Â Â Â Converted to Common stock (in shares) 4,704,000 Â Â Â Series AAA-2 Convertible Preferred Stock [Member] Â Â Â Â Conversion Prices (in dollars per share) [4],[5],[6] $ 1.71 Â Â Â Outstanding (in shares) 3,208 Â Â Â Gross Proceeds $ (5,334,000) Â Â Â Fees 357,000 Â Â Â Net Proceeds $ 4,977,000 Â Â Â Series AAA-2 Convertible Preferred Stock [Member] | Preferred Stock Converted to Preferred Stock [Member] Â Â Â Â Shares Purchased/ Issued in Exchange (in shares) [2] 5,334 Â Â Â Conversions / Exchanges (in shares) (2,126) Â Â Â Converted to Common stock (in shares) 2,126 Â Â Â Series AAA-2 Convertible Preferred Stock [Member] | Preferred Stock Converted to Common Stock [Member] Â Â Â Â Conversions / Exchanges (in shares) (1,876,000) Â Â Â Original (in shares) 3,119,000 Â Â Â Conversion of preferred stock to common stock (in shares) [3] (1,243,000) Â Â Â Converted to Common stock (in shares) 1,876,000 Â Â Â Series AAA Junior Preferred Stock [Member] Â Â Â Â Conversion Prices (in dollars per share) [4],[5],[6] $ 1.25 Â Â Â Outstanding (in shares) 1,210 Â Â Â Gross Proceeds $ (1,210,000) Â Â Â Fees 145,000 Â Â Â Net Proceeds $ 1,065,000 Â Â Â Series AAA Junior Preferred Stock [Member] | Preferred Stock Converted to Preferred Stock [Member] Â Â Â Â Shares Purchased/ Issued in Exchange (in shares) [2] 1,210 Â Â Â Conversions / Exchanges (in shares) 0 Â Â Â Converted to Common stock (in shares) (0) Â Â Â Series AAA Junior Preferred Stock [Member] | Preferred Stock Converted to Common Stock [Member] Â Â Â Â Conversions / Exchanges (in shares) (968,000) Â Â Â Original (in shares) 968,000 Â Â Â Conversion of preferred stock to common stock (in shares) [3] 0 Â Â Â Converted to Common stock (in shares) 968,000 Â Â Â Series AAA-2 Junior Convertible Preferred Stock [Member] Â Â Â Â Conversion Prices (in dollars per share) [4],[5],[6] $ 1.25 Â Â Â Outstanding (in shares) 551 Â Â Â Gross Proceeds $ 551,000 Â Â Â Fees 66,000 Â Â Â Net Proceeds $ 485,000 Â Â Â Series AAA-2 Junior Convertible Preferred Stock [Member] | Warrants Issued With Placement Agent Agreement [Member] Â Â Â Â Placement Agent Warrants (in shares) [1] 64,000 Â Â Â Series AAA-2 Junior Convertible Preferred Stock [Member] | Preferred Stock Converted to Preferred Stock [Member] Â Â Â Â Shares Purchased/ Issued in Exchange (in shares) [2] 551 Â Â Â Conversions / Exchanges (in shares) 0 Â Â Â Converted to Common stock (in shares) (0) Â Â Â Series AAA-2 Junior Convertible Preferred Stock [Member] | Preferred Stock Converted to Common Stock [Member] Â Â Â Â Conversions / Exchanges (in shares) (441,000) Â Â Â Original (in shares) 441,000 Â Â Â Conversion of preferred stock to common stock (in shares) [3] 0 Â Â Â Converted to Common stock (in shares) 441,000 Â Â Â Series AAA-3 Junior Preferred Stock [Member] Â Â Â Â Conversion Prices (in dollars per share) [4],[5],[6] $ 1.25 Â Â Â Outstanding (in shares) 697 Â Â Â Gross Proceeds $ 697,000 Â Â Â Fees 84,000 Â Â Â Net Proceeds $ 613,000 Â Â Â Series AAA-3 Junior Preferred Stock [Member] | Warrants Issued With Placement Agent Agreement [Member] Â Â Â Â Placement Agent Warrants (in shares) [1] 81,000 Â Â Â Series AAA-3 Junior Preferred Stock [Member] | Preferred Stock Converted to Preferred Stock [Member] Â Â Â Â Shares Purchased/ Issued in Exchange (in shares) [2] 697 Â Â Â Conversions / Exchanges (in shares) 0 Â Â Â Converted to Common stock (in shares) (0) Â Â Â Series AAA-3 Junior Preferred Stock [Member] | Preferred Stock Converted to Common Stock [Member] Â Â Â Â Conversions / Exchanges (in shares) (558,000) Â Â Â Original (in shares) 558,000 Â Â Â Conversion of preferred stock to common stock (in shares) [3] 0 Â Â Â Converted to Common stock (in shares) 558,000 Â Â Â Series AAA-4 Junior Preferred Stock [Member] Â Â Â Â Conversion Prices (in dollars per share) [4],[5],[6],[7] $ 1.25 Â Â Â Outstanding (in shares) [7] 399 Â Â Â Gross Proceeds [7] $ 399,000 Â Â Â Fees [7] 48,000 Â Â Â Net Proceeds [7] $ 351,000 Â Â Â Series AAA-4 Junior Preferred Stock [Member] | Warrants Issued With Placement Agent Agreement [Member] Â Â Â Â Placement Agent Warrants (in shares) [1],[7] 46,000 Â Â Â Series AAA-4 Junior Preferred Stock [Member] | Preferred Stock Converted to Preferred Stock [Member] Â Â Â Â Shares Purchased/ Issued in Exchange (in shares) [2],[7] 399 Â Â Â Conversions / Exchanges (in shares) [7] 0 Â Â Â Converted to Common stock (in shares) [7] (0) Â Â Â Series AAA-4 Junior Preferred Stock [Member] | Preferred Stock Converted to Common Stock [Member] Â Â Â Â Conversions / Exchanges (in shares) [7] (319,000) Â Â Â Original (in shares) [7] 319,000 Â Â Â Conversion of preferred stock to common stock (in shares) [3],[7] 0 Â Â Â Converted to Common stock (in shares) [7] 319,000 Â Â Â [1] Pursuant to the terms of the Placement Agent Agreements, we agreed to issue to the Placement Agent, following the final closing under the individual Preferred Stock Offerings (effective as of the respective individual series closing dates), five-year warrants to purchaseÂ 14.5% of the shares of common stock issuable upon conversion of the respective series of Convertible Preferred Stock sold in the respective Preferred Stock Offering, at an exercise price equal to the applicable Preferred Stock Offering conversion price. [2] Series AAA and Series AAA-2 totals include 4,011 and 2,356 preferred shares, respectively, issued in connection with the Exchange Agreements described below. [3] As adjusted to reflect reduction in conversion prices as a result of the Series AA Down Round Feature, described below. [4] The Conversion price for Series AA Preferred Stock outstanding as of August 23, 2023, totaling 10,706 shares of Series AA Preferred Stock, was adjusted to $2.60 as a result of the Series AA Down Round Feature described below. [5] The Conversion prices for the Series AA Preferred Stock outstanding as of November 30, 2023, totaling 7,322 shares of Series AA Preferred Stock, were adjusted to the conversion prices shown in the table above, as a result of the Series AA Down Round Feature described below. [6] The triggering of the Down Round Feature for the Series AA Preferred Stock, occurring in August 2023, resulted in a deemed dividend totaling $6,446,000, which was charged to retained earnings in the September 30, 2023 consolidated balance sheet. [7] A portion of the proceeds received subsequent to September 30, 2024. Receivable totaling $300,000 included in additional paid in capital as of September 30, 2024. X - DefinitionRepresents right to receive shares for conversion of stock. + ReferencesNo definition available. + Details Name: slgg_ConversionOfStockSharesIssuable Namespace Prefix: slgg_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionPer share conversion price of preferred stock at issuance. + ReferencesNo definition available. + Details Name: slgg_PreferredStockConvertibleConversionPriceAtIssuance Namespace Prefix: slgg_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionConversion where the price is adjusted moving higher or lower. + ReferencesNo definition available. + Details Name: slgg_PriceAsAdjustedConversions Namespace Prefix: slgg_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionThe cash inflow from the issuance of preferred stock net of stock issuance costs. + ReferencesNo definition available. + Details Name: slgg_ProceedsFromIssuanceOfPreferredStockNetOfIssuanceCosts Namespace Prefix: slgg_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionNumber of warrants or rights outstanding. + ReferencesNo definition available. + Details Name: us-gaap_ClassOfWarrantOrRightOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionThe number of shares converted in a noncash (or part noncash) transaction. Noncash is defined as transactions during a period that do not result in cash receipts or cash payments in the period. "Part noncash" refers to that portion of the transaction not resulting in cash receipts or cash payments in the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-4Reference 2: http://fasb.org/us-

gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-3Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-5 + Details Name: us-gaap_ConversionOfStockSharesConverted1 Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionThe number of new shares issued in the conversion of stock in a noncash (or part noncash) transaction. Noncash is defined as transactions during a period that do not result in cash receipts or cash payments in the period. "Part noncash" refers to that portion of the transaction not resulting in cash receipts or cash payments in the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-4Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-3Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-5 + Details Name: us-gaap_ConversionOfStockSharesIssued1 Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - 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 - 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 - DefinitionProceeds from issuance of capital stock which provides for a specific dividend that is paid to the shareholders before any dividends to common stockholders and which takes precedence over common stockholders in the event of liquidation. + 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_ProceedsFromIssuanceOfPreferredStockAndPreferenceStock Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit 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 - Details Name: us-gaap_ClassOfWarrantOrRightAxis=slgg_WarrantsIssuedWithPlacementAgentAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ConversionOfStockByUniqueDescriptionAxis=slgg_PreferredStockConvertedToPreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ConversionOfStockByUniqueDescriptionAxis=slgg_PreferredStockConvertedToCommonStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_SeriesAPreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=slgg_SeriesA2PreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=slgg_SeriesA3PreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=slgg_SeriesA4PreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=slgg_SeriesA5PreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=slgg_SeriesAAPreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=slgg_SeriesAA2ConvertiblePreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=slgg_SeriesAA3ConvertiblePreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=slgg_SeriesAA4ConvertiblePreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=slgg_SeriesAA5ConvertiblePreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=slgg_SeriesAAAConvertiblePreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=slgg_SeriesAAA2ConvertiblePreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=slgg_SeriesAAAJuniorPreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=slgg_SeriesAAA2JuniorConvertiblePreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=slgg_SeriesAAA3JuniorPreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=slgg_SeriesAAA4JuniorPreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 56 R40.htm IDEA: XBRL DOCUMENT v3.24.3 Note 6 - Stockholders' Equity and Equity-linked Instruments - Schedule of Warrant Activity (Details) - USD ($) 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Change in fair value $ (198,000) $ (1,512,000) $ (1,104,000) $ (2,552,000) Beginning balance 947,000 252,000 947,000 252,000 Series AAA-3 and AAA-4 Junior Preferred Stock Warrants [Member] Â Â Â Â Beginning balance 0 0 0 0 Initial fair value of warrant liability â€“ grant date([1] 346,000 0 346,000 0 Change in fair value 14,000 0 14,000 0 Beginning balance 360,000 0 360,000 0 Warrants Issued With Placement Agent Agreement [Member] Â Â Â Â Beginning balance 665,000 1,764,000 1,571,000 0 Initial fair value of warrant liability â€“ grant date([1] 134,000 0 134,000 2,804,000 Change in fair value (212,000) (1,512,000) (1,118,000) (2,552,000) Beginning balance $ 587,000 $ 252,000 $ 587,000 $ 252,000 [1] Estimated fair value on the date of issuance. X - DefinitionEstimated grant date fair value of warrants or rights. + ReferencesNo definition available. + Details Name: slgg_ClassOfWarrantOrRightEstimatedGrantDateFairValue Namespace Prefix: slgg_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of expense (income) related to adjustment to fair value of warrant liability. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 25 -Paragraph 13 -SubTopic 10 -Topic 480 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481766/480-10-25-13 + Details Name: us-gaap_FairValueAdjustmentOfWarrants Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionValue of outstanding derivative securities that permit the holder the right to purchase securities (usually equity) from the issuer at a specified price. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_WarrantsAndRightsOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - Details Name: us-gaap_ClassOfWarrantOrRightAxis=slgg_SeriesAAA3AndAAA4JuniorPreferredStockWarrantsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ClassOfWarrantOrRightAxis=slgg_WarrantsIssuedWithPlacementAgentAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 57 R41.htm IDEA: XBRL DOCUMENT v3.24.3 Note 7 - Stockholders' Equity and Equity-linked Instruments - Warrant Assumptions (Details) Sep. 30, 2024 Dec. 31, 2023 Dec. 22, 2023 May 26, 2023 Measurement Input, Price Volatility [Member] Â Â Â Â Warrants, measurement input 0.98 0.98 0.98 0.95 Measurement Input, Risk Free Interest Rate [Member] Â Â Â Â Warrants, measurement input 0.0358 0.0384 0.0387 0.0388 Measurement Input, Expected Dividend Rate [Member] Â Â Â Â Warrants, measurement input 0 0 0 0 Measurement Input, Expected Term [Member] Â Â Â Â Warrants, measurement input Â Â 5 Â Measurement Input, Expected Term [Member] | Minimum [Member] Â Â Â Â Warrants, measurement input 3 4.5 Â 5 Measurement Input, Expected Term [Member] | Maximum [Member] Â Â Â Â Warrants, measurement input 5 5 Â 5.19 X - DefinitionValue of input used to measure outstanding warrant and right embodying unconditional obligation requiring redemption by transferring asset at specified or determinable date or upon event certain to occur. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_WarrantsAndRightsOutstandingMeasurementInput Namespace Prefix: us-gaap_ Data Type: xbrli:decimalItemType Balance Type: na Period Type: instant 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_MeasurementInputRiskFreeInterestRateMember 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_MeasurementInputExpectedTermMember 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 58 R42.htm IDEA: XBRL DOCUMENT v3.24.3 Note 6 - Stockholders' Equity and Equity Linked Instruments - Schedule of Dividends (Details) - USD ($) 1 Months Ended 3 Months Ended 9 Months Ended Jul. 31, 2024 Sep. 30, 2024 Jun. 30, 2024 Mar. 31, 2024 Sep. 30, 2024 Fair Value Shares Issued (1) $ 1,589,000 Â Â Â Â Series A-5 Preferred Stock [Member] Â Â Â Â Â Dividend Shares (in shares) Â Â Â 2,166 Â Fair Value Shares Issued (1) [1] Â Â Â $ 4,000 Â Series A A Preferred Stock [Member] Â Â Â Â Â Dividend Shares (in shares) Â 158,860 476,271 Â Â Fair Value Shares Issued (1) [1] Â $ 216,000 $ 661,000 Â Â Series AA-3 Convertible Preferred Stock [Member] Â Â Â Â Â Dividend Shares (in shares) Â 38,527 41,159 Â Â Fair Value Shares Issued (1) [1] Â $ 52,000 $ 60,000 Â Â Series AA-4 Convertible Preferred Stock [Member] Â Â Â Â Â Dividend Shares (in shares) Â 1,616 55,497 Â Â Fair Value Shares Issued (1) [1] Â $ 2,000 $ 77,000 Â Â Series AA-5 Convertible Preferred Stock [Member] Â Â Â Â Â Dividend Shares (in shares) Â 47,170 51,887 Â Â Fair Value Shares Issued (1) [1] Â $ 64,000 $ 65,000 Â Â Series AAA Convertible Preferred Stock [Member] Â Â Â Â Â Dividend Shares (in shares) Â 432,025 Â Â Â Fair Value Shares Issued (1) [1] Â $ 587,000 Â Â Â Series AAA-2 Convertible Preferred Stock [Member] Â Â Â Â Â Dividend Shares (in shares) Â 490,295 Â Â Â Fair Value Shares Issued (1) [1] Â $ 666,000 Â Â Â Series AAA Junior Preferred Stock [Member] Â Â Â Â Â Dividend Shares (in shares) Â 193,600 Â Â Â Fair Value Shares Issued (1) [1] Â $ 273,000 Â Â Â Series AAA Junior Preferred Stock [Member] | O2024Q31 Dividends [Member] Â Â Â Â Â Dividend Shares (in shares) Â 193,600 Â Â Â Fair Value Shares Issued (1) [1] Â $ 240,000 Â Â Â Series AAA Junior Preferred Stock [Member] | O2024Q32 Dividends [Member] Â Â Â Â Â Dividend Shares (in shares) Â 193,600 Â Â Â Fair Value Shares Issued (1) [1] Â $ 126,000 Â Â Â Series AAA-2 Junior Convertible Preferred Stock [Member] Â Â Â Â Â Dividend Shares (in shares) Â Â Â Â 2,552,593 Fair Value Shares Issued (1) [1] Â Â Â Â $ 3,290,000 Series AAA-2 Junior Convertible Preferred Stock [Member] | O2024Q31 Dividends [Member] Â Â Â Â Â Dividend Shares (in shares) Â 88,160 Â Â Â Fair Value Shares Issued (1) [1] Â $ 97,000 Â Â Â Series AAA-2 Junior Convertible Preferred Stock [Member] | O2024Q32 Dividends [Member] Â Â Â Â Â Dividend Shares (in shares) Â 88,160 Â Â Â Fair Value Shares Issued (1) [1] Â $ 100,000 Â Â Â [1] Fair valued based on the closing price of the Companyâ€™s common stock on the respective common stock dividend payment date. X - DefinitionNumber of shares of common and preferred stock issued as dividends during the period. Excludes stock splits. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2 + Details Name: us-gaap_StockDividendsShares Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionValue of stock issued to shareholders as a dividend during the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodValueStockDividend Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: us-gaap_StatementClassOfStockAxis=slgg_SeriesA5PreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=slgg_SeriesAAPreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=slgg_SeriesAA3ConvertiblePreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-

gaap_StatementClassOfStockAxis=slgg_SeriesAA4ConvertiblePreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=slgg_SeriesAA5ConvertiblePreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=slgg_SeriesAAAConvertiblePreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=slgg_SeriesAAA2ConvertiblePreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=slgg_SeriesAAAJuniorPreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DividendsAxis=slgg_O2024Q31DividendsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DividendsAxis=slgg_O2024Q32DividendsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=slgg_SeriesAAA2JuniorConvertiblePreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 59 R43.htm IDEA: XBRL DOCUMENT v3.24.3 Note 7 - Commitments and Contingencies (Details Textual) 1 Months Ended 9 Months Ended 12 Months Ended Mar. 19, 2024 USD ($) $ / shares shares Mar. 12, 2024 shares Sep. 30, 2024 USD ($) shares Jun. 30, 2024 USD ($) shares May 31, 2024 USD ($) $ / shares shares Sep. 30, 2024 USD ($) shares Dec. 31, 2023 shares Aug. 31, 2024 shares Dec. 22, 2023 May 26, 2023 Certain Claims Arising From an Interpretation of Certain Rights of SPA [Member] Â Â Â Â Â Â Â Â Â Â Â Â Stock Issued During Period, Shares, New Issues | shares 500,000 500,000 Â Â Â Â 760,000 Â Â Â Shares Issued, Price Per Share | $ / shares $ 1.85 Â Â Â Â Â Â Â Â Â Â Stock Issued During Period, Value, New Issues $ 924,000 Â Â Â Â Â Â Â Â Â Â Litigation Settlement, Fee Expense Â Â Â Â Â Â $ 164,000 Â Â Â Â Measurement Input, Risk Free Interest Rate [Member] Â Â Â Â Â Â Â Â Â Â Warrants and Rights Outstanding, Measurement Input Â Â 0.0358 Â Â 0.0358 0.0384 Â 0.0387 0.0388 Measurement Input, Expected Term [Member] Â Â Â Â Â Â Â Â Â Â Warrants and Rights Outstanding, Measurement Input Â Â Â Â Â Â Â Â Â 5 Â Measurement Input, Price Volatility [Member] Â Â Â Â Â Â Â Â Â Â Warrants and Rights Outstanding, Measurement Input Â Â 0.98 Â Â 0.98 Â 0.98 0.95 Series AA Preferred Additional Investment Rights [Member] Â Â Â Â Â Â Â Â Â Â Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability, Period Increase (Decrease) Â Â $ 70,000 $ 294,000 Â Â Â Â Â Â Class of Warrant or Right, Exchanged During Period (in shares) | shares Â Â 3,336,293 3,215,232 642,962 3,336,293 Â 667,289 Â Â Minimum [Member] | Measurement Input, Expected Term [Member] Â Â Â Â Â Â Â Â Â Â Warrants and Rights Outstanding, Measurement Input Â Â 3 Â Â 3 4.5 Â Â 5 Maximum [Member] | Measurement Input, Expected Term [Member] Â Â Â Â Â Â Â Â Â Â Warrants and Rights Outstanding, Measurement Input Â Â 5 Â Â 5 5 Â Â 5.19 Pioneer Capital Anstalt [Member] | Restricted Stock [Member] Â Â Â Â Â Â Â Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period | shares Â Â Â Â 275,000 Â Â Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Granted, Aggregate Intrinsic Value Â Â Â Â $ 346,000 Â Â Â Â Â Pioneer Capital Anstalt [Member] | Series AA Preferred Additional Investment Rights [Member] Â Â Â Â Â Â Â Â Â Â Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability, Period Increase (Decrease) Â Â Â Â Â $ 213,000 Â Â Â Â Class of Warrant or Right, Exchanged During Period (in shares) | shares Â Â 1,863,049 Â 372,610 1,863,049 Â Â Â Â Pioneer Capital Anstalt [Member] | Series AA Preferred Additional Investment Rights [Member] | Measurement Input, Share Price [Member] Â Â Â Â Â Â Â Â Â Â Warrants and Rights Outstanding, Measurement Input Â Â 0.86 Â Â 0.86 Â Â Â Â Pioneer Capital Anstalt [Member] | Minimum [Member] | Series AA Preferred Additional Investment Rights [Member] | Measurement Input, Conversion Price [Member] Â Â Â Â Â Â Â Â Â Â Warrants and Rights Outstanding, Measurement Input Â Â 1.886 Â Â 1.886 Â Â Â Â Pioneer Capital Anstalt [Member] | Minimum [Member] | Series AA Preferred Additional Investment Rights [Member] | Measurement Input, Risk Free Interest Rate [Member] Â Â Â Â Â Â Â Â Â Â Warrants and Rights Outstanding, Measurement Input Â Â 0.0513 Â Â 0.0513 Â Â Â Â Pioneer Capital Anstalt [Member] | Minimum [Member] | Series AA Preferred Additional Investment Rights [Member] | Measurement Input, Expected Term [Member] Â Â Â Â Â Â Â Â Â Â Warrants and Rights Outstanding, Measurement Input Â Â 0.52 Â Â 0.52 Â Â Â Â Pioneer Capital Anstalt [Member] | Minimum [Member] | Series AA Preferred Additional Investment Rights [Member] | Measurement Input, Price Volatility [Member] Â Â Â Â Â Â Â Â Â Â Warrants and Rights Outstanding, Measurement Input Â Â 0.80 Â Â 0.80 Â Â Â Â Pioneer Capital Anstalt [Member] | Maximum [Member] | Series AA Preferred Additional Investment Rights [Member] | Measurement Input, Conversion Price [Member] Â Â Â Â Â Â Â Â Â Â Warrants and Rights Outstanding, Measurement Input Â Â 13.04 Â Â 13.04 Â Â Â Â Pioneer Capital Anstalt [Member] | Maximum [Member] | Series AA Preferred Additional Investment Rights [Member] | Measurement Input, Risk Free Interest Rate [Member] Â Â Â Â Â Â Â Â Â Â Warrants and Rights Outstanding, Measurement Input Â Â 0.0536 Â Â 0.0536 Â Â Â Â Pioneer Capital Anstalt [Member] | Maximum [Member] | Series AA Preferred Additional Investment Rights [Member] | Measurement Input, Expected Term [Member] Â Â Â Â Â Â Â Â Â Â Warrants and Rights Outstanding, Measurement Input Â Â 1.02 Â Â 1.02 Â Â Â Â Pioneer Capital Anstalt [Member] | Maximum [Member] | Series AA Preferred Additional Investment Rights [Member] | Measurement Input, Price Volatility [Member] Â Â Â Â Â Â Â Â Â Â Warrants and Rights Outstanding, Measurement Input Â Â 0.93 Â Â 0.93 Â Â Â Â Pioneer Capital Anstalt [Member] | Series AA Preferred Additional Investment Rights [Member] Â Â Â Â Â Â Â Â Â Â Preferred Stock, Convertible, Conversion Price Floor | $ / shares Â Â Â Â $ 1.886 Â Â Â Â Pioneer Capital Anstalt [Member] | Series AA Preferred Additional Investment Rights [Member] | Minimum [Member] Â Â Â Â Â Â Â Â Â Â Preferred Stock, Convertible, Conversion Price | $ / shares Â Â Â Â 9.43 Â Â Â Â Pioneer Capital Anstalt [Member] | Series AA Preferred Additional Investment Rights [Member] | Maximum [Member] Â Â Â Â Â Â Â Â Â Â Preferred Stock, Convertible, Conversion Price | $ / shares Â Â Â Â $ 13.04 Â Â Â Â Â X - DefinitionPer share conversion price floor of preferred stock. + ReferencesNo definition available. + Details Name: slgg_PreferredStockConvertibleConversionPriceFloor Namespace Prefix: slgg_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionIntrinsic value of outstanding award under share-based payment arrangement granted during the period. Excludes share and unit options. + ReferencesNo definition available. + Details Name: slgg_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantedAggregateIntrinsicValue Namespace Prefix: slgg_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionNumber of securities into which the class of warrant or right may be converted. For example, but not limited to, 500,000 warrants may be converted into 1,000,000 shares. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3 + Details Name: us-gaap_ClassOfWarrantOrRightNumberOfSecuritiesCalledByWarrantsOrRights Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionAmount of increase (decrease) of financial instrument classified as a liability measured using unobservable inputs that reflect the entity's own assumption about the assumptions market participants would use in pricing. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-3Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_FairValueMeasurementWithUnobservableInputsReconciliationRecurringBasisLiabilityPeriodIncreaseDecrease Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: na Period Type: duration X - DefinitionAmount of litigation expense, including but not limited to legal, forensic, accounting, and investigative fees. + 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_LitigationSettlementExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionPer share conversion price of preferred stock. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13 + Details Name: us-gaap_PreferredStockConvertibleConversionPrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionThe 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 - 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 - DefinitionEquity impact of the value of new stock issued during the period. Includes shares issued in an initial public offering or a secondary public offering. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-11Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-4Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodValueNewIssues Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionValue of input used to measure outstanding warrant and right embodying unconditional obligation requiring redemption by transferring asset at specified or determinable date or upon event certain to occur. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_WarrantsAndRightsOutstandingMeasurementInput Namespace Prefix: us-gaap_ Data Type: xbrli:decimalItemType Balance Type: na Period Type: instant X - Details Name: srt_LitigationCaseAxis=slgg_CertainClaimsArisingFromAnInterpretationOfCertainRightsOfSPAMember 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: 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_ClassOfWarrantOrRightAxis=slgg_SeriesAAPreferredAdditionalInvestmentRightsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_CounterpartyNameAxis=slgg_PioneerCapitalAnstaltMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardTypeAxis=us-gaap_RestrictedStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: 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_MeasurementInputConversionPriceMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=slgg_SeriesAAPreferredAdditionalInvestmentRightsMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 60 R44.htm IDEA: XBRL DOCUMENT v3.24.3 Note 8 - Subsequent Events (Details Textual) - USD ($) 1 Months Ended Nov. 14, 2024 Nov. 08, 2024 Oct. 29, 2024 Oct. 24, 2024 Sep. 30, 2024 Sep. 30, 2024 Dec. 31, 2023 Common Stock, Par or Stated Value Per Share (in dollars per share) Â Â Â Â $ 0.001 $ 0.001 $ 0.001 Infinite Reality Term Sheet [Member] | Scenario, Plan [Member] Â Â Â Â Â Â Â Â Common Stock, Par or Stated Value Per Share (in dollars per share) Â Â Â Â $ 0.001 $ 0.001 Â Infinite Reality Term Sheet [Member] | Common Stock [Member] | Scenario, Plan [Member] Â Â Â Â Â Â Â Â Â Stock Issued During Period, Shares, Equity Exchange Â Â Â Â 2,499,090 2,499,090 Â Infinite Reality Term Sheet [Member] | Infinite Reality Common Stock [Member] | Scenario, Plan [Member] Â Â Â Â Â Â Â Â Stock Issued During Period, Shares, Equity Exchange Â Â Â Â 139,592 216,831 Â Subsequent Event [Member] | Agile Loan Agreement [Member] Â Â Â Â Â Â Â Debt Instrument, Face Amount Â $ 1,850,000 Â Â Â Â Â Debt Instrument, Term Â 196 days Â Â Â Â Â Interest Expense, Short-Term Borrowings Â $ 780,000 Â Â Â Â Â Debt Instrument, Periodic Payment $ 93,821 Â Â Â Â Â Â Â Debt Instrument, Covenant, Maximum Unsecured Loans Â 3,000,000 Â Â Â Â Â Payments of Loan Costs Â $ 92,500 Â Â Â Â Â Registered Direct Offering [Member] | Subsequent Event [Member] Â Â Â Â Â Â Â Common Stock, Maximum Shares Sold Â Â Â 1,136,364 Â Â Â Common Stock, Par or Stated Value Per Share (in dollars per share) Â Â Â $ 0.001 Â Â Â Sale of Stock, Price Per Share Â Â Â $ 0.88 Â Â Â Proceeds from Issuance of Common Stock Â Â Â $ 1,000,000 Â Â Â Exchange One [Member] | Subsequent Event [Member] | Infinite Reality Term Sheet [Member] | Common Stock [Member] Â Â Â Â Â Â Â Stock Issued During Period, Shares, Equity Exchange Â Â 1,215,279 Â Â Â Â Exchange One [Member] | Subsequent Event [Member] | Infinite Reality Term Sheet [Member] | Infinite Reality Common Stock [Member] Â Â Â Â Â Â Â Stock Issued During Period, Shares, Equity Exchange Â Â 105,445 Â Â Â Â Exchange Two [Member] | Subsequent Event [Member] | Infinite Reality Term Sheet [Member] | Common Stock [Member] Â Â Â Â Â Â Â Stock Issued During Period, Shares, Equity Exchange Â Â 1,283,811 Â Â Â Â Exchange Two [Member] | Subsequent Event [Member] | Infinite Reality Term Sheet [Member] | Infinite Reality Common Stock [Member] Â Â Â Â Â Â Â Stock Issued During Period, Shares, Equity Exchange Â Â 111,386 Â Â Â Â X - DefinitionMaximum number of

shares sold. + ReferencesNo definition available. + Details Name: slgg_CommonStockMaximumSharesSold Namespace Prefix: slgg_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionIn reference to the maximum unsecured loans that can be taken under the agreement. + ReferencesNo definition available. + Details Name: slgg_DebtInstrumentCovenantMaximumUnsecuredLoans Namespace Prefix: slgg_ Data Type: xbrli:monetaryItemType Balance Type: na Period Type: instant X - DefinitionNumber of shares of stock issued during the period as part of an equity exchange transaction. + ReferencesNo definition available. + Details Name: slgg_StockIssuedDuringPeriodSharesEquityExchange Namespace Prefix: slgg_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration 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 - 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 - DefinitionAmount of the required periodic payments including both interest and principal payments. + 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 -Name Accounting Standards Codification -Topic 942 -SubTopic 470 -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477734/942-470-50-3 + Details Name: us-gaap_DebtInstrumentPeriodicPayment Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionPeriod of time between issuance and maturity of debt instrument, in PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesNo definition available. + Details Name: us-gaap_DebtInstrumentTerm Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionThe aggregate interest expense incurred on short-term borrowings including commercial paper and Federal funds purchased and securities sold under agreements to repurchase. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Name Regulation S-K (SK) -Number 229 -Section 1402 -Paragraph a -Publisher SECReference 2: http://www.xbrl.org/2003/role/disclosureRef -Name Regulation S-K (SK) -Number 229 -Section 1402 -Paragraph b -Subparagraph (1) -Publisher SECReference 3: 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(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_InterestExpenseShortTermBorrowings Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe cash outflow for loan origination associated cost which is usually collected through escrow. + 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_PaymentsOfLoanCosts 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 210 -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 - DefinitionPer share amount received by subsidiary or equity investee for each share of common stock issued or sold in the stock transaction. + ReferencesNo definition available. + Details Name: us-gaap_SaleOfStockPricePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - Details Name: us-gaap_TypeOfArrangementAxis=slgg_InfiniteRealityTermSheetMember Namespace Prefix: Period Type: X - Details Name: srt_StatementScenarioAxis=us-gaap_ScenarioPlanMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_EquityInterestIssuedOrIssuableByTypeAxis=us-gaap_CommonStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_EquityInterestIssuedOrIssuableByTypeAxis=slgg_InfiniteRealityCommonStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_SubsequentEventTypeAxis=us-gaap_SubsequentEventMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=slgg_AgileLoanAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_SubsidiarySaleOfStockAxis=slgg_RegisteredDirectOfferingMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_SubsidiarySaleOfStockAxis=slgg_ExchangeOneMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_SubsidiarySaleOfStockAxis=slgg_ExchangeTwoMember Namespace Prefix: Data Type: na Balance Type: Period Type: EXCEL 61 FinancialReport.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 " "QA6Y95FM&$.X K @ $0 &1O8U!R;W!S+V-O&ULS9+! M3L,P#(9?!>7>NND*AZC+91,GD)"8!. (6)=X6K4FCQ*C=VY.6K1."!^ 8^\_G MSY);'83N(([[$/F DB^EN=)U/0H621A'^_1S80RY8-[9)-NIL\!"SI^\Y%1^?H.'GS[BYBZ(:(E/)X M8-DOV]:[MR_>X%#BVR]*+ M41B1%qG\@M MNN01.+5)#3(3/PB=AIAJ4!P"I DQEJ&&^+3&K!'@$WVWO@C(WXV(]ZMOFCU7 MH5A)VH3X$$8:XIQSYG/1;/L'14;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;J\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$3]+ M!WP?D@9CC%OT-%^/%&*MIK&MQMHQ#'F 6/,,H68XWX=%FAHSU8NL.8T*;T'5 M0.4_V]0-:/8--!R1!5XQF;8VH^1."CS<_N\-L,+$CN'MB[\!4$L#!!0 (M +&%;EE2+V_4 .T? 8 >&PO=V]R:W-H965T&UL MM9GO;^(V',;_%8M-TTTJ$#M RXTB44IO:#V.@]ZFV[07;F(@NB3.' ?*?[^O M$TAHYY@L.MZT).1Y\,>_\M@>[+CX%F\8D^@E\,/XMK&1,GK?;L?.A@4T;O&(MA?#-BHN 2K@4ZW8<"4;=5!3X;6)9O79 O; Q'*3WYF(XX(GTO9#-!8J3(*!B M?\=\OKMMX,,QQ);;Z2ZT1X.(KIF2R:_1',!5^W#Y%@]]O&"+\? MV[821$_\[K%=?/(9*91GSK^IBZE[V[!4B9C/'*DL*/S;LC'S?>4$Y?CG8-K(M?U,)3S\?W1]2>(!YIC$;<_\SY6;\'9- [EL11-? +OCN5W8 ZBH_A_MQ^A?M MLF>[I(&<))8\.(BA!($79O_IRZ$B3@0=7"(@!P%Y(\"=$H%]$*0UU\Y*EF+= M4TF' \%W2*BGP4U]2.LF50.-%ZIF7$H!WWJ@D\-[[B30*A*-0A=-0NG)/9J& M6? =0U=Q$\88*%@_:$GY-:=K.P?DN&:G?""6CD2COB;G=C MV6M% 5C;D$993<";/#&6*C#+/W@^0S-DN"9"1V8V<.R<-.^N<%]'9Q16A.N MGV\U]\ MV-J+}32@1#.::/NHV6? Y93Y9H,?)Z,.7"9K,GB:+^6*ZG%RAZ6S< MTD$;[6I"8ZMX"UM5L*>APP5TU?1E1)*L8?_KK8NSKC?3W3$ M9E%=Y)/@@:L@/]$7-'5AO'HKS\E>HN6=^HQEY[J)^WWKVM9.2F9Q75Y2\)(J MO"/7!??XZO@!I8GA4ZAO5[,EN>GVH$_XT&%TE8A$N]'VFU-L[N M89&$2+4D]*KK+=-]??0ID9#;P[1AWWGA8;O_9RW^=\HYASK)W+JIFSIMV@XQ MZ7=)S*#]E;'6R0B4BD1C2']" (BXT]!E+^@WIA^N9BL+!F6/X-XUT3)<(A'9 M12*RS4GF&&T?O%A%^:\,9A/3MNX9NV83DZ:-M4<-EXA"=A&%;'.$R?=T3TD? MX*8V#YTQ*]NT-LOJ,A9YR#;'E[>,AVWZ[NZYXW(OY/=FQYA"CV51-3>SG5+U MN\6BR7:LI,V5J%D%OVR%+*F"6WF_:&K):&Z,RF)!/"]:E)17L]72/+N5JZ5H M5<$K=BM1TY8EE4\?6"'V-S,\>W[PA=_OE'ZP6"UK>L\V3'VM;R7<+?I50B1U\KVN8<@&_06_1U\Q&]?OEF MN5# 1Z^ZR+IW?SB\FXR\>\J]*^1[RP5&26TJGRL"))ZGG>">Z$JM]3]2>IOL\RT0(S2*2, A#BT6=JXA"3Q*,N@ M9QE,LKR5K*8\1^RQUB%F?"O4CDD([$,XT:9A;O\&%J4X(39S&Y9$9)1XV!,/ M)XG_*10M+B 96FV\PR2R6=HX',5A,LHSZGE&9QP,Y5RJ)^-9'; U%%@U1Q53 M+KJ11<./;;(V2H-&F,8]TWB2Z>=*T>J>0YQV[APE&=LQ&Z6)3=/&\19$?C1)- M>J+))-%?A,CWO"AO7J1$(RO426J M+E9=K%/[JZ>.&F##1NAB;Y 6[X(T&D^?SOS$4<2DQ; ,).9 D],EX!N$C_<.7 ME=*:/AFOZERB629;UEI> M5RNX;'C.)-5=DI,WL7T9.1+,@<,)'B^N>! O/*U>4+9*WC1"/D'H*@8MQ$_Q MM]4*QY$CHAW ,>]#HN%I28,F24EH/5'!Z1TON.(CP6$+$PX=I<*!\_WQ_@ / M"H:G)6S#H"1 9!2"5GVAV/SV!7VBF>;]Y&1M"Y5%V(:8A!TC/$@9GM:R4\T] MYUY;I!*,7?ZU@=CW8SQ.>% T/"UIYW+OPO*,;2&S-F%# '1F1M]U!8Z!VN,C*R?0R,;(3V]GA[AWS4US=C-#&;TALD'-ELAUZ3T7Q9Z M]0)'WO74X#2(*)D64>CTMTSJ>@,#:_9]#F(J$4Q+4,OO2O/PPCZ5-3LJ&37 M"'MS\+7^=W@"OFK53DC^-\NO89B;@XP:]Q%_'H71,P@40Z>;&2):U4_F8-O MH;U 8HM@E%2LO(.7/,^3!@@C8O>T&Q/GT#\U-3-G!\73E?.;'V')M3753D%,7 M'@V?9Z9/B!TH&A?X+_ F'8CQ/,;!W$MBXX)@'L?!'./_WX]V_^"V@LR MW5Z IK1E6Y@CF)QM><:=FD'LKN$M@>DG=-%U88/4P^,#"1FZ#'+)H&QB=B<* M4+[&B%Y\;-91MYX0NX/P0^R*#!N8INEXKT&&7H-HOU-YSZL&%6P+IMY5#+Z0AW()PXT2M3G:NQ-*B=)<[AB% M#6@ _+X5T%]W- JTL#\=7OT#4$L#!!0 (+&%;EG)8CS2V (*D) 8 M >&PO=V]R:W-H965T&ULK59=;]HP%/TK5K2'5NK(!X% M!4@MU;0^3$-%[9[=Y$*L.G9F.Z7;K]^UDT900@O5> !?^YSK6E[^LTAX+]GBQ!X,I*JH(:#-7:UZ4"FCE2P? TH"(9^09GP M9A,WMU"SB:P,9P(6BNBJ**CZZ+U.W+%U;NR$/YN4= U+,/?E0F'D MMUDR5H#03 JB8#7UKL++^=CB'>"!P49OC8EU\BCEDPUNLZD76$' (34V \6? M9Y@#YS81ROC=Y/3:+2UQ>_R:_9OSCEX>J8:YY+]89O*I-_)(!BM:<7,G-]^A M\3.P^5+)M?LFFP8;>"2MM)%%0T8!^1/U+WUIZK!%"..,#A*@A1,<2^@VA[XS6 MRIRM&VKH*+DABB+QFQVX&KCV.B&"?L4ET;A*D.>FQ,FUY MHK8\DJ"\ EL4+!3Z)6=,D$QR3I4F M)-G';VDY[G@6](@G_O.VV8]0.Y[ZK:?^:9Z<=DVN*I-+Q?[B M@O51/\%.\77^P9:L,*@_;_0? =RQ$+<6XD]9N-6Z^EA^O*?$OZS,MI0D3&Q_DC]X"CU':C#ZH>M^N&[ZN>R*/"O]S^WPO"H M5O@(M6,H:0TE)Q@ZN0^2O2+'07UL]@]02P,$% @ ML85N69MHD$Y+VL\ "/#469PN2_OM;V0XF M:*VD=WP!;)Y=^=E=K1Y9%T^R^%$NA5#D>97EY65OJ=3ZO-\O9TNQXN697(L< M_IG+8L457!-+?KDN!$\JHU769XX3]%<\S7O#B^K>73&\D!N5I;FX*TBY6:UX M\?-*9/+ILD=[+S?NT\52Z1O]X<6:+\1$J,?U70%7_9V7)%V)O$QE3@HQO^Q] MI.9NI=/?XN&D*_]S616 M5I_DJ<$Z/3+;E$JN&F-X@E6:U]_\N0G$G@'XP0U88\ .#;]P. [.\=P6\,*NK]FGL5N#%7?'A1R"=2:#1XTS^JZ%?6$*\TUX4R407\FX*=&HYD MGD#:14+@5RFS-.$*+B8*OJ >5$GDG-RN1<%U7DMR\ICS39("YD]R2AXG8W+R M^Y\?? 06/HAWV9\VP5_6PK&-8EWR5N5J6);A$\1^;+>/+/9]",$N#NPE#E?, MZG BUF?$=3X0YC />9[1^\U=C,[_&SW^SZ._"H:[*PJW\N=U^+N/O\4WCS&6 MUMHPJ QU$]H./<^ECN-<]+?[X3)Q(8U\ S3!W+[B5@XUP[\O:%9Z)B/.#)Q7N CG$U<&/BN2=G$13YEG8S]'6/? MROCS_>UD0N[N;S]=/V!T?6-8&C*3QLC$,=]S3+HFSJ<.0M?$!8X?=M(-=G2# MRM#MH-LTKWQ!XN>U;G4E1CJPA4ROUN?EFL_$90^6XU(46]$;_O$;#9R_L%YQ M3&?C8SJ+C^3L52+"72)":]U-0 U &C[\E7\$%5&>)X0GFQ%H=(2KK'$A&:5 MN5%H5J.)9\ A0+^QF"XD1)/,C MOUMLT5994KNTO(E!,=W%]Q\?KF\^DR^@1%#RKEF@KH=HI!&&]+P(HX\@*:.^ MV1UB%!I%3K?VHJW .]C)- M)! @=;!0F$#F^Y89VLI4:M>I+XN3>-9S=).62ZW(=$CLH3 5XZF+].$1 C2B M\$Y?L=77:_ZM0J5VB7J=*P'S2UE7)U,5GGJ('D-P!E?$%;+.Q>B0;G>^6R%* M[4KT5BU%@9(TU1^BMQ&40=&$G+KF3CE&<*Q;=K!6;#*[V&QDA^8)\[Q>C5+\7! M%(5& -Z$C-^&Q C$I982:+4G>UM[=BE.9KY?[,HR@NS(,H+LRC(V_>[/% M6L7)([VAE]F'#Z3Y:\0#LZ.ZK,*]W\5&]Q.;Z?8$^P("DW"E1:C.$SD!59;(+.-% 6=U%V_9]:"#_0)R MSGSOL'@1F'M&H\/*]9$:/RQ9Q!5USIC?4:^M(&5V0?J].MP3R2G?PCX)I&F^ M64V!/ BP_>" 1MNH$B1Z4KU+FQIAU<&KD7C$3 $91 P9HC2C/R0A?0P M:B8P=)W(=Z+#T"$>6>32B![$KK]WL+ <2Q:(Z42TA#)MCZBR/TQ/8_K,]G6?7U$_)47BS0O22;F,)1S%L+3%O6I:WVAY+HZ5IQ* MI>2J^KD4/!&%!L# 8'?V/?P74$L#!!0 (+&%;EGNC GK/6, M $,@!P 8 >&PO=V]R:W-H965T&ULM+UK<^)(NG;]5XC> M.^:=B9CJ-F?8,[LC+IGS2: #()YX/M VU45L%U0#[IYY?OTKN^TO M,]5UIU9*E7:NO$@A_?./[>Y_]E)6JT/N7U^?-OO__N'+X?#MOW[Z:?_P9?SU MN?]Q^VVU"2N?M[NORT/XG[M??]I_VZV6CR\'?7WZJ7!W5_GIZW*]^>'G?[[\ MW7CW\S^WSX>G]68UWN7VSU^_+G?_ME9/VS_^^X?\#Z>_<-:_?CE$?_'3S__\ MMOQUY:X._K? Q+OROGUXIC^NOJ\U^O=WD=JO/__V#\O]EW><++X>\M)FN5W_L MW_PY%UW,+]OM_T3_T7W\[Q_NHG-:/:T>#A%D&?[?[ZO[U=-3Q K/Y+$GE MB/>P? =J__&_NCV/;NQJR#\_[P_;K\>#P#+ZN-]_?_FOXS_%FPJ_?^1L'%(X' M^%"X.J!9N'% \E"\/*TXX#2\8#2>P\H'P\HO_> RO& RGL/J!X/J%[^*]5N M'% ['E"[-.#F.-2/!]0O3^GFP-V=1N[NW8>\#O;E:)? KMPXY#7?^OQKQXJU#3D.>OQSS0OG6(:=!SU^.>KERZY#3L.^=/,?^33X^C?/N0T^H7+T;]JR>"Y>C?_N0 MT^@7+D>_>FOT"Z?1+UR_LU>BJ?1+UZ._NU#3J-?O!S]VX><1K]X.?JW#WF= M["]'OW+K=[]X&OWBY>A7;OTB%T^C7[P<_=N'G$:_^.[1+YY&O_CNT2^>1K]X M.?K%FR=V&OWBY>A'/WUF/YY&OW0Y^C=GF-)I]$N7HY^_-2ZET^B7+D?_=B^G MT2]=CO[M7EYE? SGZMWLYC7[IC?_N0U\7>R^C_]'VE^(),;BP/RY__N=O^D=M%[4-}(>7M?;+\>'J M>+V)@H%[V(75=7C?[>8Q7.:O'G/AG_;;I_7C\A*^AWL(_R]=O^(_Q_VN>WG M\+^V*__S9?OTN-KM_[]<\[?G]>'? N;_ZF^7SXSIL_;?[_YMS5;KW:Y_2I MG+O5QM#;_9_L3=&_P^^KW6']RJ]2\>-/]OQI)'NV[^Z:Z+'^VZ]:>[+GVT MZ_:?[KK\T:X[?[9KY7K/F_5VEZ73[I_N-/P).W;[P>ON_?E3*'[@MON_OMO2 M! [H=_,ENL_0U_+-]9>IM].=_?C_X$V1_K&<#:9Q,NM]^_;K=$$,S^5,=9>K* M^3-=?7Q0W(]T.UP]A7^IAW QL%^_?,*7T((WD1ZLY6:SVGW^]WL[\3_TK_?\ M;;7[9?W_WMO)] .=&#"S9(P>'U _9/F4&R_7CY_6F]S]MOZ$/[WGUP?S;F. M/_SS%H#G\/%5TX(\BP\OH"3R-#Z\F%+**CW;:7QX8:64Y7NFT_C((DLIR_AL M) "G%UQ*6=IG/)V/+Z4LL3/> H?68@I9:F?;= (Z=_SFN&XX//M#%'AS+WMC M^\3S25G_O^=\,NE3*6O_]W28U:9*6>R_ZQ\]HUR5LM+/_..^W#PF_]3-EKO= M[S7KS:(_7_IJG]!G2@SX/WGC42EK>D*H*6OY&R>6LA0G%)NR%K]Q M8BF+ZS\GW91%]8U32EE#DQI.637?.,&4=>['_J)2UJWF<[%2EIE_/D1:*2O(M&^>5LN#SMN&$%3_NI]WVC]>/N0NO'W,77CBE)$YN_^9S[+_\1ZV0K_XCMWKY M--MT:HG$Z(:=_]I_"V? U__[AVVZU7^U^7_WP\U_^(U^Y^X?I8VD2UB!A31+6 M(F%M$M8A85T2UB-A?1(V(&%#$C8B8?9W4%%MU(]_O/=__\Z?>WGS62W4U(MF$/"7!+FD3"? A$VOQ[M4O;N[&/,9V>6%@NFD$ZE9@R):Y"P)@EKD; V">N0L"X)ZY&P/@D; MD+ A"1N1,/L[K/Q&=?F[8J%X$0;)+BI(H5X3*BRADK%0+UC43![+E*773%E*S)3=_?[Y)51N/W_?7GR; M+DUG6[I:;Q2N%AOWUXVJE=K%IRV-ZT;Y\N5',DU#H[M"_=ZH96Q4B3=J7S+ MOCPG+(Q WUYO&/T>A@[;W,/WK\2]*QPE=I5UIXV$-4A8DX2U2%B;A'5(6)>$ M]4A8GX0- RE>+\4_E:N%B+3XTM"14Z]5X]]%UJXLD;9.G/B9A$Q+FD#"7A'DD MS"=A4Q(V(V%$$A:0L 4)4[)W,V='E(:Z5:AR8^4U.U82L^.-&S+=U;2QX%E]#9[5=P7/]WS[+Y&4-6R2L 8):Y*P%@EKD[.">N2L!X)ZY.P 0D; MDK 1";._PY(> T-V-R%A#@ES29A'PGP2-KT>;]-C8,@NYR0L(&$+$]9D^V9. MD"@-5;!0!PN5L% +"]6P4 \+%;%0$PM5L5 7ZRCCRR\C&1\#<]WT]F-@'T)-$ M12E4;D*%)-0U0OU@H5.Z14W"L?!7>PU_M<3P=_65/=,9UM(6@_>I+1JI+9JI M+5JI+=JI+3JI+;JI+7JI+?JI+0:)PY(U1Y"P$0FS2=B8&U(F$/"7!+FD3"? MA$UKU_N9E>O(GT92I])E3Z5*GTN5? IDJC8YW.J@M"Y*ZZ&T/DI#3:&AX>NFC>M M<=%N40\(G;N%SK=*YTC-4%I TJSDE67F53!$BZV"ZZ^KX/I[MT!2[[=+)&7= M B%A#1+6)&MM8F81T2UB5A/1+6)V$#$C8D82,29M=3MT# ([B8DS"%A+@GS M2)A/PJ;7XVU8R, (+NV0,IW5=/G%*/KII*Q5*A5#9L@: GB8I2J-R$"DFH:X3Z MP4*G=.O^VKWY2B4?^UF*!;O\W6NR"_^8%.V:_UKM'M;[U>F!',^;Q]5C_#D< M? YS>/QG&O_\L_%BYRWU;[;Y_!^OONBBMC](&*&V(TD8HS49I8Y0V06D.2G-1FH?2?)0V M/=+>KIHJU:OGU,[03N'WY[7^_4A>B1E6FA-["%S:"5I#9361&DME-9&:1V4UD5I M/9361VD#E#9$:2.49J.T,4J;H#0'I;E'6NRU)-5:\>+]>)ZA6:U>*\5;^896 MI7JQ7HLWFZ)7,$-IL><6J5ZQ[QL M?\4*6*R!Q2I8K(%2EBL-^6R.)_%L1H3:QZ+=86%3>[QE%DXI\S$5Y+_/+YX MH\'C^O?UXVKSN,]]6ZX?8.762M 9*:Z*T%DIKH[0. M2NNBM!Y*ZZ.T 4H;HK012K-1VABE35":@])0+%UN" MCJ'=14QRT0OP4)J/TJ8H;8;2YB@M0&D+E*84!V>/ERB.]:Y8\8HUKUCUBG6O M6/F*M:]8_8KUKU@!BS6P6 6+=; F+(X5K%@GBM686/-8K"LL;'*/Q\O2.5Z6 M$N.E&\7(3[\L]"_8OIMM=DOWW7K;2(V<[(D:0V4UD1I+9361FD=E-9%:3V4 MUD=I Y0V1&DCE&:CM#%*FZ T!Z6Y*,U#:3Y*FQYI;]-]O52N7>Z#DGW.45J MTA8H32DVSQY441RK<;$>%RMRL287JW*Q+AK=+$6 M%BM.L:X3JS&QYK%85UC8Y!X/JN5S4$U\E7WLM0^QNW6CG+HZ')Y67U>;EPWG)#NX)*,S9Q225H#I3516@NEM5%:!Z5U45H/ MI? 51V@"E#5':"*79*&V,TB8HS4%I+DKS4)J/TJ9'6NS6['SU[JY6OLRJ9++=S ME!:@M 5*4XK0LV=5%,>:7*S*Q;I2S6%18VN<>S:O6<5:N)6?5_Y2TTQG";>!Z9PRU):Z"T M)DIKH;0V2NN@M"Y*ZZ&T/DH;H+0A2ANA-!NEC5':I*4Y*,U%:1Y*\U':]$B+ MO6'M^N6F:)]SE!:@M 5*4XK^LR=;%,=J7*S*Q8II< MK,]U$OK;S_ORY9KA5:=LOZRLQ? I5K!+%6DRLH,0ZQ6(M8&'3=CRSULZ9M9:8 M61.?E63,GHF\S-F3I#506A.EM5!:&Z5U4%H7I?506A^E#5#:$*6-4)J-TL8H M;8+2')3FHC0/I?DH;7JDQ1=:AO!)=CI':0%*6Z TI7@\>_A$<:S'Q8II\F<1DE: Z4U45H+I;516@>E=5%:#Z7U4=H MI0U1V@BEV2AMC-(F*,U!:2Y*\U":C]*F1UKBEU')#N) MU8G%"L#"9NQ8$BWK*OZ;23 MJ5F3)TIKH+0F2FNAM#9*ZZ"T+DKKH;0^2AN@M"%*&Z$TZ6-4=H$I3DHS3W2 MDN],]=_^_7?U.47[G*&T.4H+4-H"I2E%TIE#)8MC]2S6SV(%+=;08A6MCN&W MNEJX_KU6U]3P[KI=S]"N7*I>-V2=*5::8JTI5IMBO2E6=7)9G,_B6*>(U8#% M3MP6-M/&PV#^' ;SB6'P8X_,->;#Q(XRYT.2UD!I39360FEME-9!:5V4UD-I M? 90V0&E#E#9":39*&Z.T"4IS4]J+TCR4YJ.TZ9'V=KEYN3.)=CA':0%*6Z T MI<@]>XA$<:S#Q4I[]6J?DW+CU[MEEX^/+UN28?9< M;WY? [0\O>72W_O6+^5%!R5UDCJ$DK8'2FBBMA=+:**V#TKHHK8?2^BAM@-*& M*&V$TFR4-D9I$Y3FH#07I7DHS4=I4Y0V0VESE!:@M 5*4\H*('MB17&L[L7Z

M7JSPQ1I?)^7'[CZHUDO7^XJLSL7Z7*S0Q1I=K-+%.EVLU,5:7:R(Q;I3K.[$ M&DJL5"Q6 Q8V;\=S:_&<6XN)N35V1^VWY]W#E^5^=7[T[?$>V]-7/%]3KCX5 M<\O-
X]N_*.5ZSYOU=O>>!Q,EGU3FI$O2&BBMB=):**V-TCHHK8O2>BBMC](& M*&V(TD8HS49I8Y0V06D.2G-1FH?2?)0V16DSE#9':0%*6Z TI:P9LB==%,?J M7JSOQ0I?
K/'%*E^L\\5*7ZSU==)^PMT@&AC:?"K4[@P?);"F%JMJL:X6JU>Q M1A0K,;'>$:L*BYW<+6PVCN?7TCF_EMZW[ZH;\3.WV6X>EOLO%Z]J>8VTZ\W# M[N5&X>53[O-RO/RRCO]GG M#MOE>2C-
1VE3E#9#:7.4%J"T!4I3RA(C M>]Q%<:SNQ?I>K/#%&E^L\L4Z7ZSTQ5I?K/;%>E\G\2??BHQVR?IE=5%:#Z7U M4=H I0U1V@BEV2AMC-(F*,U!:2Y*\U":C]*F*&V&TN8H+4!I"Y2F%--
GSZLU8SY%.V:M+E;$8MTI M5G=B#256*A:K 0N;M^/YM'K.I]7$?&H?OMQX='#B<9G#*$EKH+0F2FNAM#9* MZZ"T+DKKH;0^2AN@M"%*&Z$T&Z6-4=H$I3DHS45I'DKS4=H4IO],:>QO.
M7T?;PRI7^)LQO2;VE#F]DK0&2FNBM!9*:Z.T#DKKHK0>2NNCM %*&Z*T$4JS M4=H8I4U0FH/27)3FH30?I4U1V@RES5%:@-(6*$TI"X'LZ17%L;H7ZWNQPA=K M?+'*%^M\L=(7:WVQVA?
K?;'BU\G\L3!LOG68U;I8$XN5IUC?B5646*M8K Y_9=E>#I_ MRRT/N<;JX<=<,?_W7.&N4#"=5#(V:Q1%:0V4UD1I+9361FD=E-9%:3V4UD=I M Y0V1&DCE&8?:;%OPMP5"\6XVL9HIQ.4YJ
T%Z5Y*,U':5/3T-=J=X5Z/3[X M,[3;.4H+4-H"I2G%U)GC(XMC%2W6T6(E+=;28C4MUM-B12W6U&)5+=;58F4M MUM:R61PK8K'N%*L[L1H3:QZ+=86%3>[Q$)H_A]#\GPVA16,(3<1F#J$DK8'2
MFBBMA=+:**V#TKHHK8?2^BAM@-*&*&V$TNPC[6T2*10KY)*T!DIKHK062FNCM Y*ZZ*T'DKKH[0!2ANBM!%*LX^T MA%>:H9W.45J TA8H32E>SAXY41PK
M9[%V%JMGL7X6*VBQAA:K:+&.%BMIL9;62=.QSV +]?K=G>%!1(:VGPKYNVJI M:+@IECU/UJ!BI2?64V(-)%8:%CO-6]B\'$^+Q7-:+'XD+9JW*1-1F=,B26N@ MM"9*:Z&T-
DKKH+0N2NNAM#Y*&Z"T(4H;H33[2$MX!_<8[7""TAR4YJ(T#Z7Y M*&UJ&/9:WI 6R4[G*"U :0N4IA0O9T^+*(Z5LU@[B]6S6#^+%;180XM5M%A' MBY6T6$MK:)@3"^5:O6 (@"-
#VT^%4OTN7S*E1?0\68.*E9Y83XDUD%AI6.PT M;YWFY;>?X=:_?UQQXPN4I7,0++TK"&:^=S41FSD4DK0&2FNBM!9*:Z.T#DKK MHK0>2NNCM %*&Z*T$4JS4=H8I4U0FH/27)3FH30?
I4U1V@RES5%:@-(6*$TI MUL\>,U$K?;'>%RM^L>87JWZQMA8K6+%. M%*LQL>:Q6%=8I\D]Z4LN\:Q:/F?5B5/^1 M6_WVO#[\VYA3$Y&9QP@M(*QLW+Z[:?"H52+5\V;5ZB
MY\D:5*STQ'I*K('$2L-BIWD+FY?CJ;%R3HV5C^QP]IXW/^:*=PD[G(G8S,F1 MI#506A.EM5!:&Z5U4%H7I?506A^E#5#:$*6-4)I]I,6>$UJOU0N7Z9'L=(+2 M')3FHC0/I?DH;6H8^G"E5*F6\I?
YD>QVCM("E+9 :4HQ=?;\B.)818MUM%A) MB[6T6$V+];1848LUM5A5BW6U6%F+M;5L%L>*6*P[Q>I.K,;$FL=B76%ADWL\ MA%;/(;2:&$*[^_WS2PK=?OZ^@?DVCAK39_5J,7+Q"I-&>I-F>I-
6>I-V M>I-.>I-N>I->>I-^>I-!\FAESC,D;832;)0V1FD3E.:@-!>E>2C-1VE3PZ]+ M+9\O5*Y>C$'V.D=I 4I;H#2EJ"%[ZD%Q]RRNP>*:+*[%XMHLKL/BNBRNQ^+Z M+
(XUNEBEBW6Z6*F+];!8=8JUG5B-B36/Q;K"PB;W>.JIG5-/+3'UW&\WOZ]V M^_5V$^6>L(O/J]UN]7A,0(=M[F'[]6M8?%\B2NPK\WX<26N@M"9*:Z&T-DKK
MH+0N2NNAM#Y*&QQI\5>J%O*U^))]:&I6J-:K\68C0[.+P&RCIS]&:1.4YJ T M%Z5Y*,U':5.4-D-IL=L5Z5ZQXQ9I7K'K%NE>L M?,7:5P,6-V1Q(Q;'JE^LK<4*5JP3Q6I,K'DLUA46-
KG'PV;]'#;KB6'SQGV> M[NI;RGV>B=C,N9*D-5!:$Z6U4%H;I7506A>E]5!:'Z4-4-H0I8U0FGVDQ>[S M+->JU2S6%18V MN<>2:NGN-:F&?
WQ/4GW/MQ"345G3*4IKH+0F2FNAM#9*ZZ"T+DKKH;0^2AN@ MM"%*&Z$T^TA+>GX-VN$$I3DHS45I'DKS4=K4,.RFY]>@GQ?A8K:+&&%JMHL8X6*VFQEM9)T^]Z?HVA[>WGU[#GR1I4
MK/3$>DJL@<1*PV*G>0N;E^-I,7].B_G$M'CUU4%C3,RG+1COTYLTTILTTYNT MTINTTYMTTIMTTYOTTIOTTYL,DD3LQVS A [9XN=9L7.C)JQN #%62G+S.RK
M8@@77Q47SJOBQ!>DO]U#2;W#+QF5>0^%I#506A.EM5!:&Z5U4%H7I?506A^E M#5#:$*6-4)I]I"6]P!SM<(+2')3FHC0/I?DH;7JDO8WS-<,+S-%.YR@M0&D+ ME*84+V??
0T%QK)S%VEFLGL7Z6:R@Q1I:K*+%.EJLI,5:6D.#"@OENVJU;LJ3 MUVT_%8JE0LFXAX*>)VM0L=(3ZRFQ!A(K#8N=YJU[@Y7SE4I\7RZ>!(OG))CX M+O6?F_]:[1[6^]7I$2//F\?58_S)(G\L=
[OEYK"/TN)_%GZLW.6^K7;?OR3V M]]QF=8@.79^V61ZV^[!ERL-(DL\I%RMRL287JW*Q+AK=+%.%ZMAL>84 M*SNQ&A-K'HMUA85-[O&86SK'W%)BS+U_&VBCL!J&W,_;74X/OSVO]^M#])#-
MM-":V$/FT$K2&BBMB=):**V-TCHHK8O2>BBMC](&*&V(TD8HS49I8Y0V06D. M2G./M(3]8_0I%:OE>*M_'30%#WS&4J;H[0 I2U0FE(4G#U=HCA6N&*-*U:Y
M8ITK5KIBK2M6NV*]*U:\8LTK5KUBW2M6OF)]*9?%^2R.U9A8\UBL*RQL[;E]5!:'Z4-4-H0I8U0FHW2QBAM@M(J0EQ.$9VN$K<[$^%ZM@L=84*SJQ&A-K'HMUA85-[O$ 6SD'V,07N*>\:C MJI+O
MFK]':0V4UD1I+9361FD=E-9%:3V4UD=I Y0V1&DCE&:CM/&1]C;6U.NE2C$> M;2:&9M5*)5^X>'6C8VAWD9)<]/P]E.:CM"E*FZ&T.4H+4-H"I2E%P=G3)8IC
MM2O6NV+%*]:\8M4KUKUBY2O6OF+U*]:_8@4LUL!B%:P)BV,%*]:)8C4FUCP6 MZPH+F]SCZ;)Z3I?5Q'3I1BGRTR_+_?=OEGY;;?;+=]UQFXC-'"Q)6@.E-5%: M"Z6U45H'I7516@^E]5': *4-
4=H(I=DH;8S2)BC-06DN2O-0FH_2ID=:XAXH MV>$K M<[$^%ZM@L=84*SJQ&A-K'HMUA85-[O&46CNGU%IB2GW[IHC8G;I12%T=#D^K MKZO-R\..GE:_+I]R7Y>'PVJ7FF$3.\V<84E:
Z4U45H+I;516@>E=5%:#Z7U M4=H I0U1V@BEV2AMC-(F*,U!:2Y*\U":C]*F1UIBAB4[G*.T *4M4)I21)\] MPZ(XUN%B)2[6XF(U+M;C8D4NUN1B52[6Y6)E+M;F8G4NUN=B%2S6FF)%)U9C
M8LUCL:ZPL,D]GF'KYPQ;3\RPI_>ZO FE[WO'2R(VTK<[$^%RMTL487JW2Q M3AX4JSNQ&A-K'HMUA85-[K&L6KY[S:KA'Y.RZO_*FV=,%YI\
M'EG#+4IKH+0F2FNAM#9*ZZ"T+DKKH;0^2AN@M"%*&Z$T&Z6-4=H$I3DHS45I M'DKS4=KT2(N]5>WZ5:=HGW.4%J"T!4I3BOXS)UL6QVIB;S,V9.D-5!:$Z6U4%H;I7506A>E]5!:'Z4-4-H0
MI8U0FHW2QBAM@M(J3%'F1ER)YDGW.4%J"T!4I3BL:S9T\4 MQVI+E;A8BXO5N%B/BQ6Y6).+5;E8EXN5N8;I\Z%81XN5M%BO MBE6A6'N)=9-8G5BL "QLQHXGT>(YB193-
D#?/AAIOW\.,^GG[2ZGA]^>U_MU M]%1?8_),I&9.GB2M@=*:**V%TMHHK8/2NBBMA]+Z*&V TH8H;832;)0V1FD3 ME.:@-/=(J]Q>?WAHAWYZAU.TPQE*FZ.T *4M4)I2])P]3J(X5LQBS2Q6S6+=
M+%;..MDY*<-T#6VBFQ NV_7>P6(=*5:28BTI5I-B/2E6;7)9G,_B6).(G?PM M=KJVL/DU'OY*Y_!72@Q_'WM"KC$/)G:4.0^2M 9*:Z*T%DIKH[0.2NNBM!Y* MZZ.T 4H;HK012K-1VABE35":@])G?
L\O'Q90LRS)[KS>^K M_>$EC^[6OWZY\62@Q"XRQU"2UD!I39360FEME-9!:5V4UD-I?90V0&E#E#9" M:39*&Z.T"4IS4)J+TCR4YJ.T*4J;H;0Y2@M0V@*E*64%D#VQHCA6]V)]+U;X
M8HVOD_*3<@TKK<[$^%ZM@L=84*SJQ;A*K$XL5@(7- MV/'$6CDGUDIB8HW=._OM>??P9;E?G9]Q>[R;]O1ESM=\JT_%W'+S^/8O2KG> M\V:]W;WK"42))Y4YXY*T!DIKHK062FNCM
Y*ZZ*T'DKKH[0!2ANBM!%*LU': M&*5-4)J#TER4YJ$T'Z5-4=H,I+E[&\9MGUYF'W;G>Y7Y?/CVO MHMN&'[:;S>HAVK/-_;$^?,E]W3ZN/Z\?EM'?['.';>YAM3LLPX:K?ZWWA_7F MUYRZCGDO-
_$:,N=3N>6>OGS%I/WL:-PNBG7Y;[,)@^;+]^6VWV MRYL/[U9M\PZ7:S4Q7I8K#K%VDZLH,0ZQ6(M8&'3=BR> M5NY>XVGXQZ1X:A^^F!\6G'Q M,J=7DM9 :4V4UD)I;93606E=E-9#:7V4-
D!I0Y0V0FDV2ANCM E*-HOGL%E,#)O>-GJN[\M.Z)?MT^-JMW_9)*W^([?Z[7E]^+ M$FL@L=*PV&G>NC?\5.4KE7SY=B(LG1-AB4^$BE]5!:'Z4-4-
H0I8U0FGVD59(2(=GA!*4Y*,U%:1Y*\U':U##LQD1(=CI' M:0%*6Z TI?@Y>R)$<:R M*)H2X77;3X52_2YOW"-$SY,UJ%CIB?646 .)E8;%3O/6O>&GJEZOW]T.A.5S M("PG!D)K^?
3R6M"_KC>Y_9=E>#)_RRT/N<;JX<=<,?_W7.&N4#2&PD1LYE!(MTAHHK8G26BBMC=(Z**V+TGHHK8_2!BAMB-)&*,T^TF(F+%;*ES1$<:RBQ3I:K*3%
M6EJLIL5Z6JRHQ9I:K*K%NEJLK,7:6C:+8T4LUIUB=2=68V+-8[&NL+#)/1Y" M*^<06DD,H=W]_ODEA6X_GY[;I)'>I)G>I)7>I)W> MI&-HDB_D+UIU#:W*Y7R\4<_0J%*OQAOU#8V*]7J\T2!YV#
('&Y(V0FDV2ANC MM E*K<[$^%ZM@L=84*SJQ&A-K'HMUA85-[O'D4STG MGVIB\KG?;GY?[?;K[2;*/M\N'FYZV%X\S30E%27VE7E/CJ0U4%H3I;506ANE M=5!:%Z7U4%H?I0V.M-
A]&.7J150>FEKEZ\6++8V1J5FQE"_%F]GH%8Q1V@2E M.2C-16D>2O-1VA2ES5#:'*4%*&V!TI0BY>QY$\6QXA5K7K'J%>M>L?(5:U^Q M^A7K7[$"UH#%#5GM$L1H3:QZ+=86%3>
[QO%D[Y\U:8MZ\ M<;NGN_KV8ZYX]W*[9\D8+1.QF:,E26N@M"9*:Z&T-DKKH+0N2NNAM#Y*&Z"T M(4H;H33[2(O=[GE7KAEN2C-0VD^2INBM!E*FZ.T *4M4)I2 M=)X]J:(XUN-
B12[6Y&)5+M;E8F4NUN9B=2[6YV*%+M;H8I4NF\6QMA8K6+%. M%*LQL>:Q6%=8V.0>3ZKUS1TX4Q\I9K)W%ZEFLG\4*6JRAQ2I:K*/%2EJLI772]/N>4'/= M-N$)->AYL@85*SVQGA)K(+'2L-
AIWKHW_%0E/J&F>O<:!,,_)@7!JR\'FOH_ M,A+6@O?I31KI39KI35KI3=KI33KI3;KI37KI3?KI30;)(Y0U4Z"T$4JS4=H8 MI4U0FH/27)3FH30?I4V/M*3O :8WF:,IZR] P?
U>X;MA&1UH=%M=E<3T6UV=QK#(T?,=/*&L" ML2H0.WN+G7#%SI&:L;@ Q5DI"\[,2U*%U\?Y_KX\0WEK_=*$F]C2\9E76C M!*4U4%H3I;506ANE=5!:%Z7U4%H?I0U0VA"EC5":?:0EO=P-
[7""TAR4YJ(T M#Z7Y*&UZI,4V2JZ7US.TTSE*"U#: J4IQQ?A8K:+&& M%JMHL8X6*VFQEM;0H,)"I7IGV$#6R-#V4Z%2K)@^];#9\V0-*E9Z8CTEUD!B MI6&QT[QU;
[!RL9ROW]XH*9R#8.*+QW]N_FNU>UCO5Z/\0>(_+'< M[9:;PSX*B_]9^+%RE_NVVGW_(MC?=CNPY8ISQQ)/J?,B9*D M-5!:$Z6U4%H;I7506A>E]5!:'Z4-4-H0I8U0FHW2QBAM@M(J0E;I.1'N
[,$3Q;$.%RMQL187JW&Q'AK<[$^%ZM@L=84*SJQ&A-K'HMUA85-[O&(6SQ'W,0WJ?]_S;,1D$U M#+B?M[N<'GY[7N_7A^@YFFF!E7Q7^SU*:Z"T)DIKH;0V2NN@M"Y*ZZ&T/DH; MH+0A2ANA-
!NEC5':!*4Y*,T]TF)W_17R^5H\RGF&9A=ISSS1TP4QUI7K';%>E>L>,6:5ZQZQ;I7K'S%VE>L?L7Z M5ZR Q1I8K#3ELCB?Q;$:$VL>BW6%A4WN\8A9.D?,4F+$'%^\@^%Q_?OZ<;5Y
MW.>^+=>/N;_\1RU<__PCTWL9DGO,'#E)6@.E-5%:"Z6U45H'I7516@^E]5': M *4-4=H(I=DH;8S2)BC-06DN2O-0FH_2ID=:_%O[Y4*Y7KS<*26[G:.T *4M
M4)I27)\]QJ(XUN1B52[6Y6)E+M;F8G4NUN=BA2[6Z&*5+M;I8J4NUNIB12S6 MG6)U)U9C8LUCL:ZPL,D]'F/+YQB;^,KVE!<+I@56\NWR]RBM@=*:**V%TMHH MK8/2NBBMA]+Z*&V
TH8H;832;)0V/M)B3_>H%?+E>+29&)K5Z^5Z^6*'T3&T M*]SE[RK5BY"C-1VE3E#9#:7.4%J"T!4I3BHBS9TP4Q\I7K'W%ZE>L M?
\4*6*R!Q2I8K(/%2EBLA<5J6*R'Q8I8$Q;'"E:L$\5J3*QY+-85%C:YQS-F MY9PQ*XD9TXVRY*=?EOOO7S/]MMKLE^^Z!3<1FSE>DK0&2FNBM!9*:Z.T#DKK MHK0>2NNCM
%*&Z*T$4JS4=H8I4U0FH/27)3FH30?I4V/M-B30TNE:CE_N1U* M]CI':0%*6Z TI?@\>U1%<:S(Q9ISRJ5L]1M9H85=^^1")VZVZ45%>'P]/J MZVKS\OBCI]6ORZ?[Q(%L[!]E:8I]O>WE33)]WYM?
$K&9HRI):Z"T)DIK MH;0V2NN@M"Y*ZZ&T/DH;H+0A2ANA-!NEC5':!*4Y*,U%:1Y*\U':]$B+O5LQ M7\V7[FK5R[!*]CM':0%*6Z TI1@]>UA%<:S*Q;IQPCM("E+9 :4IQ?_;(BN)8AXN5N%B+B]6X
M6(^+%;E8DXM5N5B7BY6Y3C9/> :[6$>+E;18KXI5H5A[B7636)U8K L;,:. M9=7:W6M6#?^8E%43'X9D.N%D7M;,B=(:**V)TEHHK8W2.BBMB])Z**V/T@8H M;8C21BC-1FECE#9!:0Y*Q
M1A0K,;%^$JL4BY6 AB9/T?/?&+T'&=_G8PQD";VDCF0DK0&2FNBM!9* M:Z.T#DKKHK0>2NNCM %*&Z*T$4JS4=H8I4U0FH/27)3FH30?I4V/M/A;5:\# M*=GG'*4%*&V!TI0B]^R!%,6Q&A?
K<;$B%VMRL2H7ZW*Q,A=K<[$Z%^MS#4U3 M8J%6-452M&/6UF(%*]:)8C6FDZ$JL4&KWUT/&NL+BYWA+6Q*CJ?-PCEM%E(V M.M\^VFB_?PYSY^?
M+J>'WY[7^W7T<%YCNDRD9DZ7)*V!TIHHK872VBBM@]*Z M**V'TOHH;8#2ABAMA-)LE#9&:1.4YJ T]TA+N/'40SOTTSNY+(XG\6Q-A$K (N=LBULCHT'P.(Y !83 ^#'GG-KS(2)
M'67.A"2M@=*:**V%TMHHK8/2NBBMA]+Z*&V TH8H;832;)0V1FD3E.:@-!>E M>2C-1VG3(RWV2 '#CB/9YQRE!2AM@=*4XO?L"1+%L1H7ZW&Q(A=KCJ?2 MTCF5EA)3J;O:K5?[G)0;O]X.NWQ\?
-F/#$/H>O/[:G]X"::[]:]?S(\!2NXB M)U8G%"L#"9NQX8BV?$VLY,;'&;J3] M]KQ[^++6GOZ]N9KOM6G8FZY>7S[%Z5<[WFSWN[>]=BAQ)/*G'%) M6@.E-5%:"Z6U45H'I7516@^E]5': *4-
4=H(I=DH;8S2)BC-06DN2O-0FH_2 MIBAMAM+F*"U :0N4II0U0_:,B^)8W8OUO5CABS6^6.6+=;Y8Z8NUOD[:CST M*%^\?BR:!J:6Q5+ENB6K:[&^%BMLL8X5JT6Q)A,K'[&^L-
@9WL*FY'B(K9Q# M;.5]VZZZD4%SF^WF8;G_BBMC](&*&V(TD8HS49I8Y0V06D. M2G-1FH?2?)0V16DSE#9':0%*6Z TI2PQLF=>%,?J7JSOQ0I?K/'%*E^L\\5* M7ZSUQ6I?
K/=U$O_;G%VH&P(YZW2Q4A?K8;'J%&L[L8(2ZQ2+M8"%3=OQ7%P] MY^)J8BYNK,)0^_CZ*-Y<&&)=PQW*[LUMVD1\YLA*TAHHK8G26BBMC=(Z**V+ MTGHHK8_2!BAMB-)&*,U&:6.4-
D%I#DIS49J'TGR4-D5I,Y0V1VD!2EN@-*78 M/WMD17&L[L7Z7JSPQ1I?K/+%.E^L],5:7ZSVQ7I?)_$GOKR4[9+UN5@%B[6F M6-&)=9-8G5BL "QLQHZGU=HYK=:2=W&C&/KIE^4^C*0/VZ_?
5IO]\N:#?!-1 MF9,I26N@M"9*:Z&T-DKKH+0N2NNAM#Y*&Z"T(4H;H30;I8U1V@2E.2C-16D> M2O-1VA2ES5#:'*4%*&V!TI1B^NS)%,6QNA?K>['"%VM\LU)SS7#/,NMTL5(7ZV&QZA1K.
[&"$NL4B[6 A4W;\7A:/\?3>F(\ MM0]?;CQ ./&XS%F4I#506A.EM5!:&Z5U4%H7I?506A^E#5#:$*6-4)J-TL8H M;8+2')3FHC0/I?DH;8K29BAMCM("E+9 :4K1>O8LBN)8W8OUO5CABS6^6.6+
M=;Y8Z8NUOECMB_6^3N)_FT7+9>.;3=%^6:F+];!8=8JUG5A!B76*Q5K PJ;M M6!:MW[UFT?"/25ET?/'UUM,=ON=OM,;>B?/7T?:PRA7^9KJ4Y)ZRIE>4UD!I M39360FEME-9!:5V4UD-I?
90V0&E#E#9":39*&Z.T"4IS4)J+TCR4YJ.T*4J; MH;0Y2@M0V@*E*64AD#F]LCA6]V)]+U;X8HTO5OEBG2]6^F*M+U;[8KTO5OPZ MF3_^-*F"Z2VZK-;%FEBL/,7Z3JRBQ%K%8CU@81-
W/+_FS_DUGYA?1ZM#;K#= M&Y^3E'QHYD!*TAHHK8G26BBMC=(Z**V+TGHHK8_2!BAMB-)&*,U&:6.4-D%I M#DIS49J'TGR4-D5I,Y0V1VD!2EN@-*68/7L@17&L[L7Z7JSPQ1I?K/+%.E^L
M],5:7ZSVQ7I?K/AU,G_\0SD(72ANC'4Y0FH/2 M7)3FH30?I4T-PUXK7ZUF9FBGF(] M)=9 8J5AL=.\AMZD]M_689=_"VW/$1OF/DQ M5[S[>ZYP5R@9DV,B-G-R)&D-E-9$:2V4UD9I'93616D]E-9':0.4-
D1I(Y1F M'VDQ719JY=IE>B0[G: T!Z6Y*,U#:3Y*FQJ&OEHH%>K5VF5^)+N=H[0 I2U0 MFE),G3T_HCA6T6(=+5;28BTM5M-B/2U6U&)-+5;58ETM5M9B;2V;Q;$B%NM.
ML;H3JS&QYK%85UC8Y!X/H:5S""TEAM#NZ86EV\^G+W.>XZ@Q?9:N%B,7G\#< MIS=II#=IIC=II3=IIS?II#?I&IJ4R_EXHYZA4:5>C3?J&QH5Z_5XHT'RF&5. M-21MA-)LE#9&:1.4YJ
T%Z5Y*,U':=/TW\X9VN7V'._W?R^VNW7VTT4?+Y=/.[FL+UXODU*)$KL*_.&'$EK MH+0F2FNAM#9*ZZ"T+DKKH;0^2AL<:;$[->J5^()]:&J4+U>+\68C4[-"H52* M-[/1"QBCM E*BBMC](&
M*&V(TD8HS3[28K=ZWI7KA2S6%18VN<>3:O6<5*OO2JKO^B)B(BIS.B5I#9361&DME-9&:1V4 MUD5I/9361VD#E#9$:2.49A]IB8^P(3N6$^)-9!8:5CL-&]A\W(\+=;.:;&6F!:OOCUHC(FUM 7C
M?7J31GJ39GJ35GJ3=GJ33GJ3;GJ37GJ3?GJ30?((90X>)&V$TFR4-D9I$Y3F MH#07I7DHS4=ITR,M\;N"J;]1_0F07J317H3Z1UMWC%[ZAW3ITSS9ZEEK#6S+XTA7'QI7#\OC1-?T?YV(R7]-
C_RY?'W**V!TIHH MK872VBBM@]*Z**V'TOHH;8#2ABAMA-+L(RU!GF.TPPE*S]!.YR@M0&D+E*84+V??2$%QK)S%VEFLGL7Z6:R@Q1I:K*+%.EJL MI,5:6D.#"@N5ZETM;]I(N6[[J5
I5LJ&QC9[GJQ!Q4I/K*?$&DBL-"QVFK?N M#58NEO/UFR^'"W_87I-@].>D*-C\UVKWL-ZO3H\:>=X\KA[C3QCY8[G;+3>' M?107_[/P8^4N]VVU^_Y5L;_G-JM#=.CZM-GRL-
V'+5,>2I)R4EE#)8MKL+@F MBVNQN#:+Z["X+HOKL;@^BQNPN"&+&[$XF\6-6=R$Q3DLSF5Q'HOS6=STA$O: M.&.[G+.X@,4M6)S25@B90RG,@^TN6.^"_2Y8\((-+UCQ@ATO6/*"+2]8\X(]
M+UCT@DTOV,V";2K8?X+E)EA'%NP/BYOO+S)Q_DTF3GQ]^_W;]-OE&S#1/QY MN\OIX;?G]7Y]B)[,F9IPR3?$W[.X!HMKLK@6BVNSN Z+Z[*X'HOKL[@!BQNR
MN!&+LUG>]HX[^CS90]]1F+F[.X@,4M6)S2S/R!+(KR M8 \+%K%@$PM6L6 7"Y:Q8!L+UK%@'PL6LF C"U:R8"<+MJA]_SR^>/W#X_KW]>-J\[C/?5NN'W-_^8]:(9__1Z97
M0J1TF3V;DK@&BVNRN!:+:[.X#HOKLK@>B^NSN &+&[*X$8NS6=R8Q4U8G,/B M7!;GL3B?Q4U/N++-GQG,4%+&[!XI2V"OA [D5YL.,%2UZP
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M9G%C%C=A<0Z+R"[G+"Y@<0L6I[0EP ="+\J#[2Y8[X+]+ECP M@@TO6/&"'2]8\H(M+UCS@CTO6/2"32_8S8)M*MA_@N4F6$<6[^+F^\O0F_E M3>BM)(;>TXMPWJ38=[T4)X6;/=:2N :+:
[*X%HMKL[@.B^NRN!Z+Z[.X 8L; MLK@1B[-9W)C%35BQ.)_%34^XV)W>^6J^=%>K7J5;LN2/:H2^(:+*[)XEHL MKLWB.BRNR^)Z+*[/X@8L;LCB1BS.9G%C%C=A<0Z+YZ M!Y?LU-
N*TEAMO$AS^90VHB M,'M()7$-%M=D<2T6UV9Q'1;797$]%M=G<0,6-V1Q(Q9GL[@QBYNP.(?%N2S. M8W$^BYN><&_78(6W[U(_Y52RUSF+"UC<@L4I3? ?R*DH#Q:\8,,+5KQ@QPN6
MO&#+"]:\8,\+%KU@TVMHFB,_74^2@B4NV.*"O2O8E(+=)MA:@CUCP6*PN(G\ M(JO6WV35>F)6'6=_08\YP29VDSW!DK@&BVNRN!:+:[.X#HOKLK@>B^NSN &+ M&
[*X$8NS6=R8Q4U8G,/B7!;GL3B?Q4U/N-0$2_8Z9W$!BUNP.*5I_P,)%N7! M@A=L>,&*%^QXP9(7;'G!FA?L><&B%VQZ#8US9*F0-V98M.M7C[^]"Z9L",\3 M4T-#.]?
4KE*Z;N@;@=7B=4O8#0J,/8>M+WNV9/S7J56O6W)37#S;Y>_.V2[\ M<_(^Y-OG(.WWSV'*^[S=Y?3PV_-ZOXX>_6O,\]C6!S"E:G8'<* MEJ=@>PKVG5R8Y\,\V"V";6#!T[?%3;
<723'_)BGF$Y/BQYZ>:PZ/B3UE#X\D MKL'BFBRNQ>+:+*[#XKHLKL?B^BQNP.*&+&[$XFP6-V9Q$Q;GL#B7Q7DLSF=Q MTQ,N\8FY:)=S%A>PN 6+4YKV/Y S41YL=\%Z%^QWP8(7;'C!BA?
L>,&2%VQY MP9K7T#1!1EM-UWN ;,>PP@5+5[F!8M-L+4$>\:"Q6!Q$_E%@BV\2;"%Q 3K MKG;KU3XGYL.,%2UZPY05K M7K#G!8M>L.D%NUFP307[3["Q!#O&@J5@<9/X1<0MOHFXQ<2(&
[N=]]OS[N'+ M(/OZ1N;KX%8GXJYY>;Q[5^4]>SB9+/*GLH)G$-%M=D M<2T6UV9Q'1;797$]%M=G<0,6-V1Q(Q9GL[@QBYNP.(?%N2S.8W$^BYNRN!F+
MF[.X@,4M6)S25A,?",4H#UX("%X)"%X*"%X+"%X,"%X-"%X."%X/Z'5!\/9# MA4_YHN%[B0-CTV+I^NN!@D4NV.2"52Y8OH)U*5AP@I4D6"(6/.M;W"Q]D7I+ M;U)OZ7T;N[H16G.;
[>9AN?]R\3*8UR"\WCSL7FY?7C[E/B_7N]SORZ?G571G M\\-VLUD]1#O$N3_6AR^YK]O']>?UPS+ZFWWNL,T]K':'9=AP]:_U_K#>_)I3 MU[FQ*4MOCX0$A&>?!"0/!*0/!20/!:0/!B
M0/!J0/!R0/!Z0/""0/"*0*]+@N07TK"=PJ87[&;!-A7L/\'&$NP8"Y:"Q4WB M%QFZ_"9#EY,S=)23/_VRW']_Q^JWU6:_O/WTIT16]BA+XAHLKLGB6BRNS>(Z M+*[+XGHLKL_B!BQNR.)&+,YF<6,6-
V%Q#HMS69S'XGP6-V5Q,Q8W9W$!BUNP M.*6M 3X095$>O! 0O!(0O!00O!80O!@0O!H0O!P0O!X0O" 0O"+0ZY+@;90M ME@U[S+#M!>M>L* %*U6P! 5K2[!H+-
@,%C>37^39RIL\6TG,L_;ARZVG3R4> MF#V\DK@&BVNRN!:+:[.X#HOKLK@>B^NSN &+&[*X$8NS6=R8Q4U8G,/B7!;G ML3B?Q4U9W(S%S5E$5Y\$) \$I \%) \%I \&) \&I \') M\'I \() \(I
KTN"6'@MFL,KVC.L>\&"%JQ4P1(4K"W!HK%@,UC<3'X17JMO MPFLU,;R.;[YQU?2RU=Q?1]O#*E?XFSGN)G:5/>Z2N :+:[*X%HMKL[@.B^NR MN!Z+Z[.X
8L;LK@1B[-9W)C%35BQ.)_%35G18>$+5K1@J0K6H&!Q"5:-!;O!XN;RB\!;>Q-X:XF!=[0ZY ;;_8TO MSB8>FSW!DK@&BVNRN!:+:[.X#HOKLK@>B^NSN &+&[*X$8NS6=R8Q4U8G,/B M7!;GL3B?
Q4U9W(S%S5E MY_)*TL_613JMOTFG]<1TZFVC!T.][+5^V3X]KG;[EVW8ZC]RJ]^>UX=_FU-K M(C-[:B5Q#1;79'$M%M=F<1T6UV5Q/1;79W$#%C=D<2,69Y]P">^D&+-=3EB< MP^)
<%N>Q.)_%34VC7ZM?K75F;+=S%A>PN 6+4YJY/Y Q41ZL;<'>%BQNP>86 MK&[![A8L;\'V%JQOP?[6T#1)%BK5NUK>>%_P=>-/A4JQ4C:TMN%3A=4J6(:"
M]2782X)-8L%3OW5O^NDJEO/UVPFRTF=_BRRCT\;??1LX2_[=8/J]SV\\M?WF^_?EMN_GV,GOOX+<#' \,+ M_18]KOCW5;Q\NH$X]VWY[Y[7U?W MJZ>GJ+/G37@9M4*TI_OZ]V%_GZ/?
M<)_:5SXX:?KRB2L.,:*&U8\8\4/*U-C M9196YL9*$%86IHJEPG]9EO$8NQB>==%XUF'%,5;(Q="<^Z M8CSKL.(8*VY8\8P5/ZQ,C9596)D;*T%869@JEBKA61N/L:OA65>-9QU6'&/%
M#2N>L>*'E:FQ,@LK'Z+KJ&O/D:\M$U&&MN5//,-3^J3;- M'HUJCKGF1C7/7/.CVM10Z14\W%V/I)JWFS5J.:8:VY4 M\\PU/ZI-S;595)N;:T%46QAKX35$@C4?9^;-CHUJCKGF1C7/7/.CVM1<
MFT6UN;D61+6%L19>0Z1;\W%V/A)NWFS;-_HUJCKGF1C7/7/.CVM10Z1B M\W%V/I)QWFSCJ.:8:VY4\\PU/ZI-S;595)N;:T%46QAKX35$8C8?9^?-
M;HYJCKGF1C7/7/.CVM10Z1I\W%V(?)TP>SIJ.:8:VY4 M\\PU/ZI-S;595)N;:T%46QAK8<:*/&T^SBY$GBZ8/1W5''/-C6J>N>9'M:FY M-HMJ+I@]'=4<<\V-:IZYYD>UJ;DVBVIS+I@]'=4<<\V-
M:IZYYD>UJ;DVBVIS+I@]'=4<<\V-:IZYYD>UJ;DVBVIS+IH]'=4<<\V-:IZYYD>UJ;DVBVIS;IH M]G14<\PU-ZIYYIH?U:;FVBRJSN^5%M:J[-HMK<7
NBVL)8"Z\A\K3Y.+OX\K'TC<^E7SZ8OO')],M'TS<^ MFW[YSIJ.:8:VY4\\PU/ZI- MS;595)N;:T%46QAKX35$GC8?9Q0^1I\W%V,?)TT>SIJ.:8:VY4\\PU/ZI-S;595)N;:T%46QAKX35$ MGC8?
9Q0^1I\W%V,?)T MT>SIJ.:8:VY4\\PU/ZI-S;595)N;:T%46QAKX35$GC8?9Q0^1I\W%V*?)TR>SIJ.:8:VY4\\PU/ZI- MS;595)N;:T%46QAKEDJ1I\W'V:7(TR6SIZ.:8ZZY4;F6A#5%L9:> V1
MI\W'V:7(TR6SIZ.:8ZZY4ME, MOK&;_+*=?&,_^65#^<:.\LN6\HT]Y9=-Y1N[RB_;RC?VE5\VELV>+D6>+ID] M'=4<<\V-:IZYYD>UJ;DVBVIS+ID]'=4<<\V-:IZYYD>UJ;DV
MBVIS:5ED2[+,5F25KVFE^%T[M],D[+8ML29;9BJRR-5EG&[*) MMF[03O.[<&JG3]YI661+LLQ69)6MR3K;D$VT=8-VFM^%4SM]\D[+(EN29;8B MJVQ-UMF&;**M&[33_"ZQC,.=K,/L"=ED6V),ML
M15;9FJRS#=E$6S=HI_E=>&BG'[S3LLB69)FMR"I;DW6V(9MHZP;M-+\+#^WT M@W=:%MF2++,5665KLLXV9!-MW:"=YG?AH9U^\$[+(EN29;8BJVQ-UMF&;**M M&[33_"X\M-
,/WFE99$NRS%9DE:W).MN03;1U@W::WX6'?;CM?+EMGVX[WV[; MQ]O.U]OV^;;S_;9]P.U\P6V?<#O?<-M'W+S3#^WT@W=:%MF2++,5665KLLXV M9!-MW:"=YG?AH9U^\$[+(EN29;8BJVQ-
UMF&;**M&[33_"X\M-,/WFE99$NR MS%9DE:W).MN03;1U@W::WX5+.WWQ3LLB6Y)EMB*K;$W6V89LHKV]7MII?A:5ED2[+,5F25K\TY=V^N*=ED6V),ML15;9FJRS#=E$6S=HI_E=
MN+33%^^T++(E668KLLK69)UMR";:ND$[S>_"4SO]Y)V61;8DRVQ%5MF:K+,- MV41[>WUJI_E=>&JGG[S3LLB69)FMR"I;DW6V(9MHZP;M-+\+3^WTDW=:%MF2 M++,5665KLLXV9!-
MW:"=YG?AJ9U^\D[+(EN29;8BJVQ-UMF&;**M&[33_"X\ MM=-/WFE99$NRS%9DE:W).MN03;1U@W::WX6G=OK).RV+;$F6V8JLLC599QNR

MB;9NT$[SN_#43C]YIV61+_"K9V^>:=ED2W),EN15;8FZVQ#-M'6#=II?A=N[?3-.RV+;$F6V8JLLC59 M9QNRB;9NT$[SNW!KIV_>:5ED2[+,5F25K*T32QNXM1-+&_B]$TL<.
(43BQQXC1.+'+B5$XL<^)U3G;H MQ"N=[-2)USK9L1.O=K)S)U[O9 =/O.+)3IYXS9,=/7&J)X=E3PZG>W)8^(0U MF69'BVEUM)EV1X?I9-5%ED#AM^LBBZ <3@7EL P*:S+-CA;3ZF@S[8X.T\FJ
MBRR(PF_7199$.9PFRF%1%-9DFATMIM719MH='::351=9'H7?KHLLD'(XA93# M$BFLR30[6DRKH\VT.SI,)ZLNLE@*OUT762[E<'HIAP536)-I=K285D>;:7=T MF$Y6763I%'Z[+K)XRN'44P[+I[
FT^QH,:V.-M/NZ#"=K+K(0BK\=EUD*97# M::D<%E-A3:;9T6):'6VFW=%A.EEUD655^.VZR,(JAU-6.2RMPII,LZ/%M#K: M3+NCPW2RZB*+K/#;=9%E5@ZGLW)8:(4UF69'BVEUM)EV1X?I9-
5%EESAM^%E MQ]&\.MK.HWE]M!U(\PII.Y'F-=)V),VKI.U,FM=)VZ$TMY2V4VE>*VW'TKQ: MVLZE>;VT'4SSBFD[F>8UTW8TS:NF[6R:_\,.YSFE=-V.LUKI^UXFE=/V_DT MKY^V
VI>06TGU+R&VHZH>16UG5'S.FH[I.:5U'9*S6NI[9B:5U/;.36OI[:# M:EY1;2?5O*;:CJIY5;6=5?.Z:CNLYI75=EK-:ZOMN)I75]MY-:^OM@-K7F%M M)]:\QMJ.K'F5M9U9\SIK.
[3FE=9V:LUKK>W8FE=;V[DUK[>V@VM><6TGU[SF MVHZN>=6UG5WSNFL[O.:5UW9ZS6NO[?B:5U_;^36OO[8#;%Z!;2?8O ;;CK!Y M%;:=8?,Z;#O$YI78=HK-:['M&)M78]LY-J_'MH-
L7I%M)]F\)MN.LGE5MIUE M\[IL.\SFE=EVFLUKL^TXFU=GVWDVK\^V VU>H6TGVKQ&VXZT>96VG6GCMR_J MG_WTP@&T%X7%?GK99;'O_M(_?_S['Y^^?/[YT]__O+M_8\?/KY_/"/]V_?WO]M?
_SM\Z=?/G_5?[#\U_?W;___ MB_Z!_[Y__:T%=LJ*\D\I/8!EB"+&XK4D)0=S]>?;IJM\W;B<@PMU M\I"D/[*E$#GYN8KB[&-OF>?K#_U^-EN*%<_>)VL1RV\62;KBN?R8WO6S=2KX
M7!=:17UJ65Y_Q<.X=WJB[TW2TY-DDT=A+"8IR3:K%4\?/XDH>?C8LWM/-V[" MNV6N;O1/3];\3DQ%_G4]2>6G?NEE'JY$G(5)3%*Q^-@;VA_.?%\5T!;?0O&0 M[5P3%/WF_
MT,'+8&YY)D9)]&T&/S,6";Z+\)GGX0VP#)V"E@LX8"=%N /B_@-A1@VP+L>0&GH8"S+>#HS!2A MZ#R<\9R?GJ3) TF5M?2F+G0R=6D9?ABK>I_FJ?PVE.7RTU$2SV4MBCF15UD2
MA7.>RP_37/Z3U9MG)%F0$<^6Y$(VD8R_1KSS3R4-N_(,?DZ/2-OW[P[Z><2 MBG+8GVT?.RH>2QL>.R"729PO,W(N'S^OEN_+$,HXZ%,<(XHZG(KU>*L(T(M MZ@!XSO8OSA
XK$PKT_Y8@[\KV6-UUB9IC(624U3ID:!_.N4_,YR3(HR**DITNJ$>O^]-BVF>-;EG72O]^- ++T M+=?;M:S D!LQ2^)9& FB<(_C6;(2Y*W"_TY]W6T= MNUW6<4?.*DGTRB1Z:!V?">ET%O)B:(_GA*^2-
__UC>@R MW[DYUV@.7U:N] M;L<&=-!8Z7Z)UT?Q3O-D]N-8\<>)KR."=1R&_#*,P?(>A!#9/L7I93!P\8 M4M>EC>@')?K!B]#+/J9ZBNQTZC*3G2EMS/\ ",(-ZC$ =B[U&T.P+<.8%AK$
M<*1H'_+F4@ MD9@S'NFLAW$NJT/CYEDFMU'N/+VHM.M8$Y-*=+2 M9+;DZ9V JX#5T/H#J ;J=DWQ&+*V<;9^J@'Q4W7039@M-7X96SG2D%]_":AM M_W90+]X^MC*2,V
8!>R:8C(,;Z/<=SJI6/-P+M.O.$GLM)O9)DUU2VKNN76RI![J8#=L3U M.H-A51NGU3+1:_[(=>=54F V2S>B# E$7B?/8\:L 8"];FF[3C-1V89G;9QH MAUN8!S5JB&
!\0K:!18"VQ"LW<*P$J[2EV7W#!O&%(A& Q? 6C>DM%G'4$.C M%*?1,[$0L@G/2#H&+WI[8, M L8H< L8HM.@F=VIX4J*3D! U'4R/ YLSZJW!!1 (8XD1"#>=1 MG//^%R*A=7X#B02P0XF$&AJD.
V^E$@H0&TPD0"6*)%00X*TE00/)A(*$"!$ M)* =1B34\!]MF6CN2204Y#* 2 !#E$@,Y5&<\O8@DCJ'U= !?(@1"3,\QUJF MBR\@$M;.?( )2B3,,!_#F>_%1,(;H.)!++$B809'F047< ;#:=_D(O/UW].
MR<7-]2497WT[GWX97_U.AJ,OXV_C+^/S*8@>I=>#5U@[\E9-PL[R,\ZF>EU2 M#_BR_N1P$V^W61["?$DN120OA[._),N&34,0P_AR&R/ O;:+U*$A5H83ZV23 MROEPIN?0ZU2U/SG-
5&.^D)C72AB D 'ZI !/079!,VK#L0SGV!%?ASF/=I:& MLF21/_!4D+FXETG7R&5U9##/,H _'09,]$'# !FL#-&R-J(M&X7"7RB$O=:) M6)U :["AB6;SBAPS%,MPBJV-6&%\+T?:/48L@#\=%R!:R-
!SD49C>):U\.RS MX>IB?#6\&NTQ7-7IU+88U-KKADV@#>4RG'(G:3(38IZ119JL2)AE&Q[/MKWU MB8TSM:9^1&*A17QIHUL_>7NE&- #=PY9G8J9[WJ 7L91OG0?RS"[@S-
[M+VB#:]MDN8'+LLN;] M&L>PO(//=G?1\OHTC"SXK''.Z$#3V #J.X!E$W)#S4X+-3?, Y0>+$)Z6D_= MBZ<=: (,]!7 KBF4G9W<]JUZN=W9 %V$L6WG[V.O46=BF VBK%S"4K-B\
MU>L8QG9PQGY[=CZZ.1].S]])F5A\PT'UP:'SCJZ\5?-BA(&#"X/Q#@E.-[(&;\._B>9Z M8!Y27^KC+6LE^%J@4Q<.MN\!2Q%X$"],DFMT@XOKAJELV"(CP^&0_&L3ATE*
M)J5JTB<1R/=+L;H5*7Q(!'5^\"F1CKQ54V%$AVN_RF3=1;7,P4GHR%LU"4;+ MN"U:YC75M%N7,+8%=0H5MVI>C,9R<8TU;IA6 M@('7E1*%#@H =DVGYG:.S>%2JB96\4&LVZ-
NKW'6S36*S/70IOM_/3*(BL6# M$]F1MVHBC2AT6T1A!\?#W+KFJS5_0!8R9-W2-;+0Q67AB^FL4PW8E;=J$HP& M=-N/('0WP?W4\K3O-MPOH/,-%)@7 X8-S< S L^S_BDN\SI5>UUYJ^;%J#T/
M7V(ZA,N\^M+1)AH V8^;9Z@>D:4>;@H*V89->;A:NRE M YG7J?3JRELU"49Z>;CTZG@@:WG:=PHW*V"SB@''G4$[AS9O"GE&VGGX*Q%= M#F>=ZKZNO%7SLO.2 [X2=]!P!KRY
-5BW9/".M/%Q:?>)Q+-+%X_[# M&>KOX)KJR%LU>J/+O']LN<[K5*IUY:V:%R/5O/V7ZUI;<$>+9MO Z[++;U;@ MOI%>?MO:FCIC/R>?90N_XZVM'/=V:%!=>:O&;N25CR^F==C*_4[7U[KR5LV+
MD7(^+N4.:>4^L%Q&?4!X H9-C=>H+A_?&CQD&1AW=7 -O8;2\HW2\IU7D9L^ M*JD.3D)'WJI),#++;SNB^XK+P-MG[[XP2VT*[)D!AC:U/&1L5GJI>F?GM4M<
ME;Q8W%Z[4E8%]M"C8(\%9%^;3U/M(NBU$68 M9CDYYVE,KCCMQ"/]?F<:JB4WF<$WC![)R/3(4!R9VRI[M36Y_:"^].F1 M;0[GH6EIZ3DDYR33M42 MX[PE-F8=,6;MB9D%&C.1B(?21:1?A.\
\SB61,RCMFJ@[P=%3UJ%4?3T7B52 M(87Q(/"/!CXK/NP7IU33.E"HQ_9W?D9A)=([_7,4&=&'2XKWV\N[Y4]>?-(_M]/#L_LC^<&8#]X>^]V$D^POTC2^_T;^>T3>/+GY[XY*G=V&JA M:?
%S%L6'/%GK'WBX3?(\6>G+I>"R1I2!_'Z1R'%A^T$]H/Q1D=/_ E!+ P04 M " "QA6Y9DRG>^E4- !<(@ & 'AL+W=O5 %A&0R-0$J9G:V:FL_R-VRK:&[MU9'4..ROWW.OI':W;?"^+RKW?67A?OSDX
M<-E"E=(-3:TJ/)D96TJ/KW9^X&JK9,Z+RN)@/!J]/"BEKG;.WO'8K3U[9QI? MZ$K=6N&:LI3V\4(59OE^YW G#7S5\X6G@8.S=[6\$^MEJ[S69 F4V/NZQ^3KM_9-
VARU0Z=6F*/W7N%^]W7N^(7,UD4_BO9OFK MBOJ[=!9\'KTQ()Q7#!FN<-! M+.4'Z>79.VN6PM)L[$8?6%5>#>%T14Z9>(NG&NO\V;7Q2AR*??%!N4J[Z_@'2MB.,DXL7X MV0TGJAZ*H]% C$?
CXV?V.VI5/N+]CIY1V0EOQ$==R2K3LA 3+[U"J/FM^H;M MCK=O1UGSQM4R4^]WD!9.V0>U<_;+SXV=IJIP;BZU=+G\]D9,?K_:&XC=7WY^/1Z/
MWG87#7CL*WP"R7B\TM3UK)Z;!_%X:5:'VE<&C VC9G&QL$]H1VP 6FH*UW- M^82Y+.FCKG*DCWT4T@DI2I5K*;*%K"I5"("9F!=F"M=/K:QR-Q3G-*L K-%:
M5>7[WNSCC]!EJ:P#,JN2T0%P!VNX5;.0&0N8/RGJ8 MBK]@K\^WPBRQE*,/$)HM,-WQYK+)M:HR"LR%-' MC:"BJ@OY"+#P"UVQVD"_(B>S'+YZZT0A[5PYWQ$?\SV!.'2],-)YTE,"%I?2 MYOM+G$
#N7H 3M>4"L)YR&1PH'C =*A?EDT%<2@8*Q)-!1E-4D^*VAK$AO* M=\"\]ARXW@"C(*+T!%RZU/]5HH%18+(Y<)_.6K.E)E^82NV;V;[9 7RJ'/N(::,+]JL,5MK/"I@] M61B^^X[#V?
Q0)%MH]4"3"SV#_:H0(6PG18A(WG"UML%W8C7*1F%J$&3);%4CY"4:BK%!\8_;WR M*NL#E_9V6R+D=9496QM 1K#!3>;-%%,."4((3LG\\R!KE J"^"2@ .J,D! W.DC
MZ_1;4]8.4>K%36/;6D>J6M_43IQGGC2&J.,!XP>"%,5L*&ZZ$KT* @UXRPAH M<'NA*!4N*?5G.HO&.Z<=.*UV.RA(R[$AD"5?S6BA#?;AG1>0BO!FN=! C/7I M8JHR'^\BK_?
&H)]_7>/:$3DT2#L4=9G1$#R)CK#==+!6%8$T@M(JK=9$! MM#8/T5\\BI/D!L:3M:4L-5 NI_*PYA2S)>J&D&=&Z6H$<[B7B ,P;"YM,L\U M823*FZX"<0\<>@YQ4IGLJ3.$]ZC 59$L$\
[PK(XA^G$N"V=Z*!!X@ !&WT,L M]UA.068A72($OU^E?.08:X<_?1JF!^=%040?E@V5T/1!$T 2=$4[&$0XID8-/#P0%^^H['V !A#2[M:ULB!Y(A)I9C2E+T+AC)Q0MG?.:6(OY:VS4R!,
QQ+475<,RVRT30=!!&$L(A%PH@)?@3C&5Q8FUB[>3E MI+\QODJ\'4O8B3^P#\4TT4)/.LJ"F,L=PL?)$.(]*$_M13_&27'++L6I4DQC M1<=@*4++W(43_57 1Q4HP26
J2KC0E0@))QB%T.D&*8]H<4N6$/1L))6 M90KM8(J2 %>P[Q/@W(6OO4&+F; @J"#;+W!T+E YJ!FY*#+:KLF7NBC>_+2K M]WZ2V;=&0WY&BTT#[LH]XGNH/LHWLD!$!>Z%^0H$1F>4?
&0NKG*Q[##C"]\6 M!IR6N)AW'/0?P+FPO:7Y:FJ=C(34UGO$")*F$"N),%U/_7WY9=[8F/2MJ"J-(7[J?^ MYDJ:MCO#@8M ,2?<6?Q-H^%<:I16;.^<=&ZY794/8"9>Q:@WZ':9MQ'Q09?8
M4"FQNFG+3\#X$&V.4V>5?3"P^AX)$\5(-U")C812"J8180X&7K$1":_LLU>< MGE>L7V@[\(SJ9I;P_4:#[2QA%;$D[[KT*E-J$$!,1V(\W.VVSG^
M=K8(QW;UN@0(4'L4ZM.$)W2!A;CDMCF<@A1.P!+N7PF6.8-?G?PCI3_^53\F M9%VJV")%O_BB84-[68!*OA@-1Z/#3KW=;17A!1-:L%(>)8U(6QBY^3UBLY2 M<:!KQH2/-+;AZ+? &0 -
JT'&WB@7X\'QZ>E@=#KJZ+0-_+H2;D;-X='IX.1T MW-EC&]YOV*;G3':-N(K;KJP 2N,:4"(2'QER!=T@=YHGSN< P]!@1P0$CALX M$]$9XE*I;0*UK<=V/HM>$,B<4>??DY(?
MY6OJ4WUI#/Z"O4#MS#HQ^9I'\YQ M\A16C4<^9NO\FJH>L+ ML(&3OECAQ(_QQ"C>JM1MA-=@3"UF4"ZZ6_+]13K<\:(7@V&/H[#C;#,4)2!0I!)]$ MQBPK\?IX>-HBT@_!J->\K$9"L V?
3IVAN!03_C=!O:1U7V"I1>.)07Y44QO" MY70;@01!#+2XWZ5(N?1_8R=R!DU!CW.N'K0JU>H.AW?K#>9 M6_*W;YFAN.T@RBJL4R%=F:5/CHGLP_)3Y9?4AZR$:].CT\NNC/8R&*V79Y\F MJT-
6JJUS1)&@X,7A<$69H$RGR>O6MMTU1M O?:W%4Y7O.R25RX@NJ4#64K-E M.]KJ*EWPA4XQ@ES'3517:-T;-2 M$I!BYZ>I3E/(OG!/N M[!F_Z69W$"_= \ :?D^BQ-&'SKTNY,JL ?EJ3;_E8IP2*($>O?
5,;Q)J]+-V M81J';0I]'Z(CLVC7XU5.@4+J5GWM%W'IAQI M]&HUD'WF!\IRG]OS6 A/=#R-C16@C>!,4DB6O!X)4LU-N+@F6AE20SY(77#S MO7:[URH0O4!O#AX+N>S!'.E*_00=G%FC
1V#;U_*67.4V+>;PT!.=6);9,G$>?C%P&IZ^-W%%TGO3H!L M:H:EH^&KDYUP>9J^>%/S[P>FQGM3\L>%@G:6)N YWBXOCBD %N& 8 >&PO=V]R:W-H965T&ULS3UK<]O(D=_]*U"*EW=-
^\4NC>F2^U55VU<' MRZY;/W_RQ.9+L\KLI%F;&GZ9-^TJZ^#/=O'$KEN3%?32JGIR?'3T],DJ*^N# MUR_INZOV]MF;\ZN)@^?W.*S],#?R[-G0T^)[B26=-\P3\^ M%*\.CA @4YF\PQ$R^.?67)JJPH$
C+_)F =N2GPQ_*RCOZ>UPUIFF3673?67 MLNB6KP[.#Y+"S+.^ZCXW=W\RLIXS'"]O*DO_3^[XV;/C@R3O;=>LY&6 8%76 M_&]V+W@(7C@_VO'"L;QP3'#S1 3EVZS+7K]LF[NDQ:=A-/Q 2Z6W
;BRQDVY M[EKXM83WNM<_-YU)CI/#Y)IW)6GFR76YJ,MYF6=UEUSD>=/775DODJNF*O/2 MV)=/.I@87W^2RR1O>)+C'9/\D'QLZFYIDW=U88KX_2< L(/Z6*%^<[QWP&NS
MGB0G1VER?'1\NF>\$X>%$QKO9 \6;-(UR?NRSNJ\S*KDNLLZ]37C:Z7ASL= M'PX9Z;E=9[EY=0"<8DU[:PY>_]L?ID^/7NP!]M0!>[IO]-=?V9[D?V[,?9>\ MJ9K\R_^.P;Y_]./)@^M?/GZ\^/S7Y-
/[Y/K#CS]_>/_A\N+GF^3B\O+3+S_? M?/CYQ^3JTT\?+C^\NT[>9+:T2#-7N,X:<(:L=K,TP&YYLUIG]09ARQO8^-J: M C]9 +0 Y!;)W&';.FPGR^S6)#-CZ@1PM\Y:>*ZL:;BV@*<-,$BWI+]EX>NV
MA$'6%2Q]86K39E6UP=_-NN-W.P#GE[K$OVA7">"+E6D!A\FC?_O#^?'QT8M? M)M>3Y,>+BROZ>_KB<0(2#][NX+%5 &E9LR0DD5(7# W.4-:V:WN2-4Q*\%@R M/3K\+WKL"F 4IF 9@
?.,H%D'"5 M3,]8GA%F1H#9@:%95M&>L0Z'[[+D+K.@F5I0=[#XMEGMQ42:S'IXKX'M _+2 M)2? 14E1VKQJ;-_N(CH&=0=@V[P3H!_53+^&Y?UDLD5OHFFSXE=0?.ZY#. " M1J@ !""T%LFPSCH
*KE;EODR519OUF6-^P^OK+(:+ H<(4U @B0U(--:5&^X M35DRS\K60S,$!DET^NR%#2!?-[9D3F304;;P[H@22HGV 5%@#= C)?X#8V8L M$/!7_"K/[#*9@RGD*5#Q! ^736&3-8M24S!V@S&#\?
3E;MD:0Z/7(,B3%>M9 MIK]M*!D9L,N*D!*XNZP+$(1H'"E'ZY0@Q8#'S/T:3"BD'ID3@ -* .S8'%"# M!)^B, %9G\Q[VAA>R@2T@A/-,/2EHPY5$M_#]$HAG2B7/A!!EZQJ');OE@TJ M@>:NAM%L/[-
E4<)BC0596U6,\5S?T;'PY:[-:IN)$/92#GYH1%?/%21'B[]0M@5#81J!@1"XM/4 4#V&9EA8AN30TL41@8I I_ M]0"M,L1$@[H/,$\R)UOQ,N8LUT$O=Z;.&2>TUC:;E579;;SX079"^L?W'=%_
M^YXHI0H>6)YOKWD)(KIN$C.? QFAN&,20Q$*XW9-1ZQ-:TZWL9/*$S"F06'% M?U4E+P:V5+\"4SG_ OL.@L_^>X+2JML07=8@%D&*>9YAI(VPVR^66."=[

]&-#P)PB%.<>=<[/ ONM3+5Z$J)27: HX2+ MSRAM%ST);/*66PB'B[RKJ?-9W&3DU8O2EATRWJK(Y)R2&*!J,P^ ZZ$&1E5 MJ4)M ^LX-!+5.BZ,S=MR!I O36O*.@T%2O0D8*J!Y7>JL'5Y0.$-S(';!+H'
M8"E;U2(@6,#T*6<5DB41Y"&ZC,R @ ^F(D?9>;8N@73+WU1;UEEUV%MS:)MY M=X>R.F\L$GT 'A+QK+<@%"QB;#5#N>143&LJ CC8<)(%A2B.%.T"#[\GHJTY
MX+5;$&.X%GAGUJ4B@(DU=U)M;XFE8655CB8NBVM2M[=9U1-MX6AB+8L!LF=J MX#Z@!K0[")TA%*NF"*0,$QV;GD2-+ 'X>_IX")+T"V%Z]]2]!8I9\A.@\< MB&8%:\ONY7=10]:N> M&1+V'Z0*/?WP^.G)Y%FR
ESNLR@GZ%SP^K_)LH-YV'YY-C#PL,\G!Z.IGJ-TBC=LUT6&UB?.,J:1ZR,/ #DC-P@AKN#X\F M)_'0SR9/O[IN>G+$=1H TI"N2LDMDP@ TC3\F3/_BW!U(FG>P[CX], J7[3- M'4AWSP*$& MQ$HS@^I?9:A.D^P6#,X,Q2X]*<8\^/
]"K1']C';$BN@117' _E,T#_!<0>X M2:,M ,E0HVGN81D$0?"A<<='#9 2Y>'*A9P$2U53+PY!D:Z\C@1A#X2R0)KW M>\Q&,9H;X0XA"@I0/=9@!(EL+W9X):Y$PJ!D.$16+*IFA@B&7YK5)E1/P;-L
MRZ$IUG>HBQ5:G+MM*F8K4@!(:K#G,JJ7U6"R8* MSXB: 2(+% (#+DR#]DI7 MYA%T SCF8-&@N)VU35:D#H7H.V9,8$0> -T,OOEBQHT X(/T+^VP! P:TP[R>H"G4XBX)\02N3A]M M!7J1)(& X_(W@XU)\J$.7 OGQZ&E("$0-
J,#@FRS M$H41.,9@KW8(>M'TP*_9#&B =:! -W"PT;3;K?[QJT#U$Z'BVSZJ'L2KKV'J M @C$)F\:I!.-$;Z_N'[C8K"CSU\&AI][[>+:A193T YKV.3CH[/#4] J\D1D M+Z7R6_6. M0:)GG/<228$Y!& :^!.D+3062 MOHG,%GW#C0-F?
N[D9P[,":K/JH2!O;XS&*V+'%L&J^B=/>>-#_)E(KPJ!HC' M8,U5TV($D.!%1<_V&Q(KO2\L@(HDRY$\R5D%[2:T]R;O)>OARH@$L]^66#O M=B#>[;)<,UIA3A:(Z-"'OL2V6B/F_O+>QM'I&H@X-R(TOJSP\@*&74B
8)I.3YZF)T]/$[O, M6C.,Q 71I,A:R-0/!-OPZ&B*=CD/D#S"MS5-0$-Z=D;MZ5='ZD/LR_-S&N)Z M:XC/?C5O>36?9#51 B+9_5R"\1-DSF!#SK:#O:P1%Z2VG,4(.Q-N&>)O#3_> MD]
<,:NKA='*DAC!M^<^P]T1!YV($AVMY1^H$X[-OX76/EK'(IPMV K%_J*_^ M?)4F/_UTZ1,P[F<_S("@WBC7_-1D;"A)@F>37#BZ"L&[6)1@,=+3[@$_.E$@ M/W(I#/R>E1M#1BJC0G6!!E9&(0N%]M+_<+&
(1D6P9%X3#/8H!,D_#:2#)BR9 MR&PXA*A#^Y9=!!XQ0QTQ!PS E_\A[C;C +ZX H4,+S3M)J'4.>430MYP80[8 MX_,SY^UL(PQ?][1X%8"(CXXA]7GRJ'P<_$H K"@58I/C0S(]FCR['Q\2>LUV)CD.GR.:!0W"B:& MF@<_:9@FBAZ
9*;;'\>7=1]# MV^/4+PUD#:HL$(-HP*!8F9?W\#H*$KA+4"BCO6='0F/':P'GI,35T2U$% M--<'88@@5P8C8#QE0VDM6N^L*A?BR10 G"":7="[FR*8+]AH;#5#*!L%#O; MR0\G*0C=R>E)!(Z&_\#[*5'>DZ?@E;(X6:E&&E7)PO?
B2E/N>2L1EG+,VX4? MF<\UH0!$\ZO)@\"FS>5][-1&0AP"-&A8Z) M&4D<;88AJVVO(+"_G/OHO?JJ!)HIQ,KPN^#3[=YOBT!'GQ71@Z1&5GW@102A MBA&?/*&B*"R3X ' :T9[!DRVFMRF5=-J+L!B#!>4(%!1T5 "D1@7-U.S@T
0 MG;K4Z*72YCD[$.>NLJ$[X3;0^U8N0)4F-I.\H<>DQ$VEZ@H70&E6SU04T@"9 MG'.#HP! R] T-020?)5K^)C@A<[*9I4P3"?2$$6G;N612^ MN-L^,.&BL*C88NN%HEH8(J9Q'# &[@29!)[D.-^ D7J&%KBJ^5.?^*.9X%G
MT9()$+J'LH5/4H[]2IX"$R3])/D JWE.5 #I[*'P3'UL7,M)N&DJKI-$O4: ML?]3[R&8>W&NW(9,DC\U=QAZ2,?FPA4B5<4;5@-WW8(OYMB0\^D=J@TIL=@= M#*$@!'(AZ'5R-+:C,YH1E "-
B%+4!!7_1ANS^WF$FAE>Q!93(0F+.TKO5#O" M&)Y,ET#%-1C'*"EDJQ41PAJCKMN:'.^@T*.G+,/>\ OFY#C\0HZU#Z)I "0= M!F!66#I#L>%0E&02K0P>)$MRW+NDZH+/XI%_#G)L^AT9!O0UYOL((5%H!1W# M.2KJ-
=F8\,RBP9Q%X]Q_(F,N"L7G2"I) I9965(95BTHKQ7'35\6WJ[0 QBY MJS3$)U5<[!Z")R30$+DH.!3GUH4H8$('5L.;*O3Q_6 QY#J#6D:L++*V2%TX M8QM1WO)%VX'3%\Y*;'&SF1;06KT57]O]]
C#A2T%WI"OD.B)OT9*WIBI>2$H M>CP9XDBXY,><#J34[$H*Z9 N3(O! IRX;(-414A08H%K!0V)+U!@!?XQA[W(M8'-P>5XMMJA=%#]J&(\2Q,A]MG3 M!WN85 $'%G-RR5'U6'96,9X*G["69L$BCFE7"
(1!]=57K.J"BJG2FQO$"4RA MI$DE@BLC*6"/7[# O"6" :RUHSEC=J!@A\Q RMDGS P6K'M[L<=8ZE M>[A MH5'L(ACZ;H!D1]_"4Y,H;J0!=, .EQ>(-^71N0/0*%FT%UH%A0ML]\FCS &9 MXA@27M.R$$$IPS@SX'[-
&9DEI@:8F=E<$4M#(=GO5AJ4CJULJ M'F.%&?NMG./B^F*>BB()*'C+NFYNN4*0=&S' 5D?3$7?OK7X^R(#R^.N::O" ME0&Q70*J$T2A71)QH(E7']*S%!1 C*&O /CF* 4F$=3_-?FR;JIFL7&V&0?@ M&_4NQ%KIVG+6A\G
YJY.'(,KX@I\=,XCQ8W<(?LX?H9072;LM\?]"$06_O#C@NZ3@%R^5 M+!YV\49Q3LMA+4:E1L1R9,=X;DZ'#*H\:#N@^D9(>XL[=#.!^TQ&W'"/$06< M$3R[7B(R=QP< 4<8'8S?.#A@#3!
(J^D7K;&SJIY&H11BB(7@!TF:47PPD+=@ MXF!%VK "#LN\M$Z#32Q28_5N]'>D@-RV?PCV148&<*X:%K]H2^P]K=%@* M?'24E+ZAIE<7EB(54Q]BJINP&! LT,<& M[<;Z#76>?.J1V78BO?.:4TL(5W4*N>:2$?-8%]$OZ-
DHL+41UR[ELT[)"6) MP+^A!WU"X5.-26N&C)<.WPQ@#22Q:O]"\P=JGVV2-P)"I/E9 Z)W"QY.<^\C M(JK^="I9NI=WL-\?060M^RZYSE"JB9^N7^*_>0N+6J03T(@+&Z,D^ M0ZH95A# 3+= ?
$WT#>J7K((/)V_17T"Z(M5QU:R37S3?2X#'A@C9HGB@E.62 MX #@=S*7JXU!6F$M@M]%'H8>7%<-1H>S=@'*+"L2S,Q+V0M_5YA5LVBS-3 K M3\C""O#N9L%!8H EU>MS%40Y)-B!LA=:%FZLO@[8S<-YQ(? \I<&
MA.;6/NHN(^;JKREG.$MO@B;Q\=GWI2_*3WH:ZRTY,L/SDR*&SP"&_ =U,, M'^_(7.(_M#GAJ1#B^6: PZK>F5.F0]* '5+6#A5UTD<0']8F^1!5?=J4_&(K'M![AX:YA<8\G?J3 !-1L M9>H%1CNQ6G1;'"G%<(UA 9D>S>DH?
#]1\+DCYF8:<=U.X@=R'@R@0U2]Y3" M1BMC155?7"C'48?2)^DHZ55I&)Z0P:;;#(30G(P8S,_9P6RL*PA7[#8;#Q87 M!,J<2LJ>P-1ABY:+E'Q;FCL^"DDIPBQWU?[B*888Z2TYXDNG.#DYZ2(\[*OM MW@+6Q1@O*"J;;'H,RP\-
PQ,F$"H6,?+)ME&#$Y4:"*XZ[#PB6J%XS2,>*G'C[WQ"FY(3;DNDO?.DE5C:][$ M / 1 HF=T4$?I:8HNN+IZ7W?HAQD$6[960<926ZB5E6+:)0R;-!F&#[I&JK\ MU FW:OSWT%&X7<0KCC@]*5 2.?1@Q>X.J&
@@[;M;X[;A4X=GT4*23,BQXN@ MX%I.@[BXGE@!IM@Q/5FHJ!NJ7>M6U]5/OBW2'%>!U\S'&(1\.6S'T:4] 7?' MPRT9Y;$[J;1M.2L_"J06'4IHW@'(;KP.#(:L>N^RF C\3Q:=R] N(*5*-= O M3!!Q/H27H"9GWU54P?
R>%/!>9+&R$AMJU5<='BN.D1#YHVSGL3WA2J*".7] M5@]&:"'!'3FM7;/@>$Z0$_+U,"YGCKT'D Y\(GN&T)Y%QT5\"3#9*@LIX!D/+P60C\6>)#PM,M1GRKQ]&"1QATA[K)6",V#I MB@#:D=AP@DJFP6HA*G?
NUGWG4S!NSY92/RYVV!PK&53KC:\3]X$L-_"VL-A: M0YLP,FF/0!+&+X(<"0]X;)>\[,3>$&EZXHT7EP;J?;^[CQ4))'0WWBAQW+3M M5S9Z'%""R=&J\\U^M4KKM?U:HJV8EA"3C0P\J?&](\KVVQ%DA^4(%&LRS*A7
MCN&'<;NO+3Q0OO0HD[+9$1T9]7X=Y6SQLR!?PV4;S=3.I$B0X4/S+9,^ #*Y MCLT\ZW/L;N$<$<6@)\TLHH6K0\A2=:!XD8@B,W/)^$XB8/BU5Y>!!/N*G*3X MG?)E.ES_J(+!DZD8E'T-:7 W&_!,,1XUX:>XB]6?
N17]RP+U5^]F1:'"8 M,ZSD1<3+I&HG^0"B&@Q^$'S;0Z#?Q\<3G.7RO;9T8,NZJ6,_?. >_UT&MIK5 M014K'443U@SB A3L<8:4&C=6SA;OW5,'?UFC$&6+7,O1MH94*IMIGZ:1/+N6 M2-'<,*8SEX=F^T['B$Z=
(ZKE1:XG=JGZ_:,2,^^RBIW5[5#$FM=5AS2W@0_C M7!@G:H3[IP*/Y"=0XP8D83E^&*O.7C:SVAY#>?V;!55+D42 M7'->Y6IOUB5(=;N@M#OU$X=L!SG8\ BI9R[^S6=EV5(HA_$T4(UEA;7:03[7
MZJF'X>PC5KAX@Y*@3;$NV#>R&J9JZ?P!5@RY,T'*7 (4)@,I%$L1>^'C$%%YSC^(81,.F9A*H\,4 MFR.\;27;-@5AIZRED>1Q+%$F5]34RN(_@($6D0;:'1=SH&>I5=B"!4>!HP8W"?7 Z?9F<[-:@^_DCB=PX!5U[/^_
M]_K[>*6D=CHV6+[!00U,E!C5XX0WXHZ,!08Q4TC&R^\51)8J1]FB?PD[=TB9 MXX9MJGLV-&SY<3I(YML1 03?%81VM+.3T;E@1=J,N@H!R^:RE =0 "]98GN: M;>,1"]L%OB%L5H$C4U?MPBM?
V*9?!;5NWQH'_9>UP/YB_/3:OI!1NT&ZE-XM M 0AV(_T)!?@*.+GFBB4GA9^[C N'\ !$"5$@;:TT348!80PF828OP)].YWK! M_ACT$O"BOJ%FN224UWB8":%Q?Y)0/7:$K,Z>;QE)H3+BBI@ S+C6D^*W@Y* M'*E[1YYA&-
:51$[&:&2GJKO%\U!>PW&@6(2UR[-8KKQC/TGT&'6A4NC=BJ*S M\A55NX_![@/--W22S$EC2<6#_C@$M814+'T]'ZG'!5#;);9:]=)?LN0-'U,K M,FZ@(6GRQWQXCH;U21GL4(#IZWJO93RA,/$X'TD#^'$H=DBQ+6TR-
8DCBFY80'1/\Y= M<)V)(RT4N!PE'A9AZ&<6+$ <7$HRHL,Q?3$12J;LTU(00)>R6W? MZC <[-EHM%1A1U9?#^2X^. N;4X!5&GEE(X!XPL5%-=X+BPJ$:"&)'$#16?5 MN*H % _15 >"9QAEPMD39D]6FZ2VUV/Y*G%EPR-
F*@55(K5CTFW2WT>C!$/.Q M:4.W@RW)$?$EI+J M.+BQ2%-*V@BWKIS#,FHGMZ*-EWP-11-VC1\004L%$YS='*&V4$VG8R7)B@1E MVVTW9&>N/ZJ6XJ9MBD(N XP+#;Y3#XRV?$Q(<$HDS@ AU"B&+RZO?+EP3\Z0_B:
M%A$<-<,6R'SF)I,P.'RW+->\Z1]+;-?6S+G%&,6/J1#'E? 264MQ)HS@2WOI M3HQ6 H+D7X(-36=?X5\7&) 28SZKKQWCT,:0^EQJJ<>\BMW>:N=N\/!V &7" MC8)9@(FI/T?_ WD-YG4]P6#+@>RD"E8U*MPS[F@CY[/
M"@Y7<3Z$HQ41O<0-_"R(D3+7\T;@=I.=)0\R?%@V^L4ZEP2M!*3,"L\ 9 O% MZ+PR]V7F]6?HF(CRJNE1_>9+@"XGBR\XL.7+ M<#^/^:VF,M)+PRZ5Y*,L MTB!_(F&8"!RD3%\0+2HGVJ@$*+.0[I[D_A,
DP!@:@I%S6BEP#]:+\7P5J64 M<@7EVZX"DUI;T011'Z,M@1N@2/O'>+3/FW8,[D&A[-@1=3_L(]+YS&&/]7B; MMO?UG;_]]EE?H9?EVC1&J3I400/2'T 5KX)S):&'*R%<2T>G/_##)U/Z=YI.I_3Z P3I5+Y]"(-- M?SB3S]/C]-
F9PCT]2\^>TA@/1MH\/']P+7'D,9YBE,^<>1_U]&AZ."-LY/3X\)SJP; M[3?Y\$SP![^/-%=&E#\$#$Q/=CUT//%SASVZ'0#3L].])R<_/!5 *;3W=/_ MYI3D6X]6RO.G,B=&="LM51/L1QT!3QBQ3U,#N6_XY-3(:1SWJD/ MVU8T-
B%]>O3T<'IT>'9T")L1"95!9S%-7857/7 0"31*QF?*=Q;R!L4@3K)H M]Z[MBQK>^B+W.*RSW>Y1/6CI!^;.ZG9R.\CH35(:?PCT7ZCK!F@Y=74=NWT\ M[3$6'" (K5R!;E:47OY:VX_1O;2)59S-7,GG/5O9\NK M&I*LP*"89$>M\C
KL6O#_/F*L;Q2?#I=6A(-C[L;/%=DJ+?E2%@W#>++/G4, MX%B$NL)S;)4ZHU'5[<[YPC(4>M(%D+,UEQ#3*:^1.)5@T!73I&)F^B?T@RJ MQ_[--64(C2;2D(:N_ G44OC9[9#/Z9D64/ F+\6C&NM,_ ABYZ-K7JV%+
M@"565UIJ"W6SC/ONU)1DW@(G\S0S&8&6JQW\K61X*)5F#THF!YI8KV+Q0=>] M%QH,&J['0.A8?^?U4]0,[>$12WM6K,/&_K_;;" M"[[R-BBCNJ0=N'0I;ST$[(Q$W)RHK5IOR457=X=%H;*KB?-:PI M1^:E_ ?
3]W+FN:9KW;AWIN^D!K,T5E>@1F"'ZV9 M"UUU!4'[;-]/\'>%'YNBX$4ON;_HCKK2^1F\Y/37_03-I[.*KB-+,=9(#8ZX M,WYX35 :7"^C4>!46TC%34Q(O;D[@X:5?R%4#A;IR:J0T]T4X:5#>,X>V/"W MP8U%E-FD]D_;3KZ_?
&@@K$FQS*(*-O]2B)U_RL:'>$?>L*'>\3VNHT-#G;$L MTU=E#;*G7R_:K-!>J'P !L8-F#I8K3^_$=[@.: WO5#"GY3,<"_J3#OA2K'^ M1#O@6_0UI,.!_\YW/7!UL6WA ZF8\:5@,/5,2,FH"2\HHAI%[B;(]^5H)Z8T M3%[-
T"32#KJQ'I.D! LC'9?C>:XO9#1!4.71V4$7%18*%%70MA?#R+<[R,2# MW@&&EG(3T"Z<:!LH#!O'QP+"[BE4AX?]/5S/'@I6?]<%-13 B9#@*J!C'*!; M__#XZ,CKI2V5]!YOS/HSM9+^Z,NY+'_/+:9+W_Q8K&'7P8L[1W'.S-
^4&EYB M(V:#3]/0C1]E$2?6@@8D&IL.N^70C25@:8"5#GH$8V1LA#A][8:.QB'SFY(# M48<=#?7)&%09@5.1HN79@\HV*JZ)B5%^#:_MW'W977 EF9X5&KH]2<_'^<-G MER6P+9AU&U=P+W?[A7X:'HO-
[DO7QZ'G6ZN:&0H)(DRIB"0-/;.QE@R]Q"JW?$M MS*8%57[N(+0;-RI&9 ^>QK%N(*NW#PV/%/M1GB<_T=S3B7PXEG]/)NZNS5U; M36(Q.CD>2LGP9KJ:V\C(%;-LC$4!R[:4)FACZ!;_IARY=(_3IB,WRSE(1A)J M>
T*.;Y\E\GIN;_(Y"U7A_82+@M'#&ZH&KWA!(;Q+6(N0O/+W;6&<5NQQ78M M*-UY3U[PANNY[A%GZ0(D/7$6E]N7\\V5&-]*JBD$30E77/7/M6XBF4[J:J2 8+L0KA1^UX!\0JS#!* MK& [[J'7[>E\N3Q=6JD7# ?
#SETYUPYVTI,*:+.2SNI U?#Y.?PBVU;"J:M> MTF_H$+4A;:.&=5"K+C&HP:V4&-#9L$ZO"^D/4L1F:1R4#'*@_M:O6.,'=QO0 MM0B;L&]ET-:!*]#HG@4>W?5$#[A_ A:!DP_^OJ,/_HDX "!=]OBX_:@\B9L- M@5U&N \?
8",F8"XN,T!:4R.5]QPO"Z":(3"YP&@ID*>"%[E"X6ORS9./[(D< M[(-!X]MXER%4P0BH+$H,E@N=>^8F' 0*N2ZD4PAFR@_IRV)$3?,%@!QHE'L_ MMQ6;:S'HPQ_?$O3 S1HH3DQ4C:TKXCIM!;BU6>&=];KR"',)XU(O+J9@+W+!
MRR?=ZY=/2@O_R^$_\.3A_W39^]NLRUZ_!!I?F$NPY^@"W;I[=3]"+[%=->K M@XOI\XOC@R?PIG_\]&PO=V]R:W-H965T&ULO5EK;]RX%?WN7T', M&HL$4.P9S<./V \.$E=)%EC[>VB*/J!!
(W%&;"112U*>.+^^YUY*&LD>>]$6 MZ(=D1)&\O,]S+N6SC;'?7*:4%]^+O'3GH\S[ZO3PT"69*J0[,)4J,;,RMI > M0[L^=)55,N5-17X8C\>+PT+J3TW8S6\X*_ M:;5QO6=!EBR-^4:#Z_1\-":%5*X23Q(D?N[5>Y7G) AJ_-
'("5'TL;^B:1V MWA3-9FA0Z#+\RN^-'WH;CL?/;(B;#3'K'0YB+:^DEQ=GUFR$I=601@]L*N^& MS%^1-.V.G+&_Z M@K%.>",^ZE*6B9:YN/72*R39;GN#N-EN<50OIZZ2B3H?H2"[%U_ MO;O\^NGZW><.92
MV2YH>U[#)=.;$OCJ+%;!Z-Q^/!\^)@OO=>5MK+7/_ <L!9 M;ZP3<32?G_#2[=,,!MY9F2I1DC[QN%G0_+("AG!9+(Z#1\+/9$RFF>K!4B < M^]8@DE8<-:X[CAMOX(1X',T:E\03.'C2?3,-I[DE:1*$%
^XC$XN2X">4B6DP7_#S($/4=A.24T&62U\ 9 M/ B*!&;+=3<+NN+L])E5BDTL402B" "E"*#$TW0%-B#>F-I?3$(8:>?^)#H^ M84TBY)ZK%#-)_G#P?U-LNE5L$L7Q\5:U:70\C?\KU2AMJ88MDK2L_W?%6H4F
MN[2Y@^#WIJAD^<#*))YQV*KV=Y Y7T$]1IE7L +) NY-'T#)C!5:U)X!< M 2L![[0>&>X:E'*G>Q][DMPN47LLRBJJ')K;%_-YR%M,S%%_D_BD'2X$PC%; MM,,C,8_'[>!8Q-,C'L!XU/'*0WY3 ?
U$OX7[R.@O\'96>_%+*3ZJI:W1(@F< MQ)9%K'+K0&=R1!!>:;RM+)I@&J %GW"-7R@<4M MC;2,XJE&'!AF&DAO#CH0-[5UM000031-?+H5EVND!V,G_L$NRB7,0B9Y?ZG\ M1JFRI\=0]8W.H-IUC%-!11
MYJ3*)58O0]$\=L*!^(61TV>RA X^:_-^E\?8%5;H M IH[BGP%T^E"@2@&2.) *.(6NFY,AME,U,[B,GUMQ#\Q**(PHD@Y779.*3G MLY]_.HXG1V]= #==<,)SLJ*6/5R$P^&D@3=(7,^GG$A4^UYR!26&M.9><1"Q MD'U 5:"-

[Y(OZ[)]__)TU76;KU^\:&>K?)VU1_4FK^"7 M1=VLLP[^;)8OVDV39W-Z:5V^F!X?G[]89T7U]+MOZ;L/S7??UMNN+*K\0Y.T MV_4Z:^Y>YV5]^Y>GDZ?ZQ<=BN>KPBQ???;O)EOE5WOVZ^=# 7R]LE'FQSJNV
MJ*NDR1=_>7HY^?KU";U 3_RUR&];]SG!I5S7]6?\X]W\+T^/$:*\S&<=#I'! M/S?YF[PL<22 X^\RZ%.;$U_TGW7T'VCQL)CKK,W?U.7?BGFW^LO3BZ?)/%]D MV[+[6-_^>RX+.L/Q9G79TO^36WGV^&DRV[9=O9:7 8)U4?
&_V1?9B(>\,)47 MI@0W3T10OLVZ[+MOF_HV:?!I& T_T%+I;0"NJ/!4KKH&?BW@O>Z[JV)9%8MB MEE5=S^/W7P"N_3,Z/O]D# M[:E!>[IO].]>9VW1)O7"G5/*<-\E_R7_?LJ_=,GKLIY]'@7_@1-\0."K+J-[M\VF5P]V9U>M-
5MWA5LUJ.,ZJS>?XJ85YYUD'?RR**JMF158F+;R9P\WMVF25 MW>3)=9Y7"6S()FO@N:*BX9HY/)T#MG9&5YA[_G MFX[?[0"<7ZL"_[K">7A'UGD#.)P<_.N_7$RGQ]_\>G1UE/QX>?F!_IY\|SP!
M^@5O=_#8VD%:5$S7B#Y4H$*4 R.3[\G_38QVV9)Q>' MQREUTN!>PO' N(UO\]VW6P.IA,^$?*F7J^+EFBQ;O+5]V]T>X\02]K<=O@Q*-*NZFT) MR\\3Y"H(.[SSV[9BJDW U]LFR;;S8N<8>+H(_5V>-4F.U"9YF_R]77>)"<3
MHAW#$2][@C[0?""J"4N<,9V \J^'X +UTR0G< MHF1>M+.R;K?-+J1C4'< -KP[;OL!=ZZV&UC>3WFVW.;1M-G\-^!B]EP&<,%% M* $$0+0&T;#*.@ JN5T5LU6J5[S>%!6>/[RRSBJ0#W"$- $*DE2PF6T+(@0=
M4Y8LLJ()T/2!012=O/RF=9!OZK;@F\B@(VWATQ'6DA+NPT8!:Z='"OP'QLR8 M(."O^-4L:U?) @2;@(&Z3_!P4<_;9,.D-)_S[KHQW7CZF1. TR W6EG ML#6(\"D2$Z#UR6)+!\-+.=K#P9OJ-C MX#& A/H5J!&SSX"IP$?:?
TN0^'=W=,TKX#+ % ()XDT;4J\]N/?2 M<._E7ESXM26:]'W;%6L4W!Y+ !XW.MUZ%CJ9"L"/.VX['B:*9W;^00X31MDZ M)H2HM9=[W#LR N*ID:72F1G1W@Z,7"9_3NS;?$G\,K)* S-P QM]L2.>Z2X6E$>G8B;7; MED@.K*R(.?
WKU'L,@*C7L+;LB_R.BQ/-K 19#N5O M^&&9X5Q$(.>Z#'C'MEPH PD!:SAIPOT"-@YV&^2 WW(R-Z6LF*U!,/F2_+:= M+PGT?=3TPJCIQ5YZ]V.-"P)!!U3,ZJ$D]#%#_M%Z/Z&:TA.E [<%"$F,\$A\ M8-^392V3(10IJP7T2
Z[2(C+! GO7A9?!#I.O*CM@B4K_,FC@R@7HH(6C3, M-?12QD0*,&5+YZY<,G=\LL\AA23A&@#M2Q:R9;Z';&.DP 3=@%41%!,R4NJW MZRU3"4!*('7T]+/I^[E/JSE"!9?7_R#M N9E/1>73ZK.5HP+01 A MHRKO+4D:\/NSBZ-
I@ 4&>38Y/9KH-WAQV@U?CO(NWF]<)94+52T!'?^6\SALG/)W!0 M0"*6J0 JC@H@/#"LLMX8?FT#(R(,2W'WVBTJX+>]).(4;9Y_!A5^3AP'KXQ, MD0-354;OD95F!GEDG2&/3[(;D-(SY 7TI"B4!5 "I+('[7,6<-: B\HC>DR#
MH'^!X_;V)HV. "A#A1I8@*5GB,.'QI5OE8H*)-)K,WO*+I5UM3P$[KX.C!O- MPUV^1)P/9\R:!,I _H1P"^; #]L=YIGN6!4R4#[<="@@*+<[=U"5?*^)*B&IPYC)JH-4@1Z&Q=Y81-@-$+6 (M#+C,:Q2BNF(60=>#8P',!LGM=5-
G\]2V$.T7&2,8H0= =PW??&[Q_."*S_-U M,8.Q:-OX-)B@ -=".V1R4Z,EM23M!*3@9KL)9S0''1M8_)Q(+@O'@C1X76>Y MJ=4$)(P$8@)\-VM0O2&-3G"7C@H0K$ T;3[GK ,PGP'DIQ$8W5&Q)T3) 9MT MAW IL,> %P ['U,Q(^@
N2M! EX<&6)!OFB*'"XX2ME%^YD577[P74]0 M/FOPE 1YG'ZXC8X"C05$A\E"*BHL#G]-.K:[N'A32 (2T7S/;APE[RJG[YCR MB^*+F.%8MG<(V60%$J/M-; Q0'\8=UYOX;YFUX #S ,%NIX=!>7-W>P?OW*L MGQ 5W_[!\-
BY<*Y@ZCD@2)N\KA%/U$[]P^75:_,#C#[_QDFC]MKEE9FW4^ . M&SCDZ?'9X2EP%7DBDI=2>=B_CR\$$_G[H$*VR0<@6&WR-FA8K'@[,YS=JH=P M:R+;NI%,$A?U;-NJ20$H>L:>5*$4Z)R"2P-_
K5%>AJ95X1SU!O4^K:5,/A5 M4V^7*]-V/%,!?:@N@=+7D=BB;]@XH'O,C'[.X'("ZVN5PL!9W^9H,8ZT;09K MOC5Y+@@?I&!%^ZH[0'<,UES6#5JA"5YD]"R_(;+2^W(%D)%D,T1/TJ!A=QSG MS+_DLZU\W61T93N,&"-;7 HF4:
>]#OO;U8V)'PUL1LM#ST%30OHER$82.[R\ MA&&78K68I).3_3D_#1I5UF3]PVNS@0720N9*J<@&QX?3U NYP&2 WQ;754T M9+C.R#W#ZHA]B'QY<4%#7 V&^!A6\Y97\XNL)G*");N?2]"H@Y?3',.A"A&"_EN^)G:"/
MX"V\'K9ES,!M-FU]G?5A[]^2).??GH3G(#V7,WV($'*3P-J(,B+(G(+#CXK4/YEE4$'C%#'K& '8 O_T-L +P'\,4' M8,CP0MWL#%#PY$?'1L4[].#HKG[E<" M8$WNN#:97@ YSD%<,9$A1AO@= 6\/VAX? MO;P87])F S(FJ0X?
(QS%@X*)8>9BO0;2PP-M-\+HZAD;[F>L,SD3IO &T1[MZ0@N..%N0T1O!A<#!EX"H:G$@A"< M_.$0#0G,=E,W*0)A7PB"%IT]B\073SL8)LP*BXPMEE[(JH4&
(G])0)8ZAI;NU6JG/G'+L\"S*,FX#=V#V7)/4K;]BO,$O39PZ8^22Y26 M%X -'$[1-XZICCW3@";V1*O:)%:O$?D_#1I"_D64*SN0H^3?ZULT/:1C<^$* M$:OB ZO@=MV +F;7D&,Z.F0;$N:SVQA"1@B\A<#72=$86F?432D&&B&ER
E* M_HT.9O?S"#5?>"%;C(5$+&[)YU3N,&,$-%T!%E<@'".ED*/6C9"K,:JZ;4CQ M=L%&6_(R[#6_H*.0S2^D6 Y DR7'M$H-(M]CB*7IFCZ-4](1BLTY,8]P8-A+@6XJYO*+X8L.Z![J.'3?31^2CU.Y)AZ&OT ME]+9158@U&$7*%-
L2!R&9Y8UNE=JLU30C9L)P"T'2(H#FZF.>%U:%?8" Q^7 MTIG/6%P4T)RN5&ND!#VR)@M*FT!#F*W@D$E>%Z* "AAL5A'04<]C38@(MG26C+0K6-V(6L)\.T++9%!PK7%,T+9&" MD0A1IC^\$*22X<;@2+CDY^Q.)=?
V6N).$87S!NT:.''1.*^*QWU1%C3@C"@M M\-HY_K& L\C@<'!Y@8,WR AU?U2&'T6*Z]SP!PC9-Z(=[)J*-Y+U$>99YBYY MV. WS_N[ST8)$-V):[$-=$;6 ^22+>O5:/J%3QC=M61JS+@K",*@AF!%YLHN MP+
(DA'=!,908OIB;):1%+#GW["N!/ 6" 9>K6LFC2JRROZ(Q%KB]?$VW)+5 MC##NV)5R4L">.S2ZNPB&ONLVV?!;[M119.)26S_L#H=GB.(7MG,'H)%?:R^T M"@K'H^^C1YD!F>(88@G4L!K94H;Q.@=-<<&;6:
7@R\S2U8B%"GD:K(MR_$*R5FV;LJYA5&Q" 5<'DAANR+D0&FT.J1GR7Z!.X9]#>PW&U30WZ&J M>CY;5759+^],C&1?0:V*D A675-<;[W?LKZM4@,X5V<"(-XAD5F=Q=M3Q$C+ M.@4JO T;;"./DX).09>]
(="^L3<4BQ)JA3,IV"J>* M.+R^._0O$)"DBO!5I1,;@T!<.PQ#C\U+%)[; EX[[@)9J.X$KS'NB!#2Y)^4 M18_,+$F\RWJES(7)F,VIPOY$:T_\<0B8VC&#"#_M#L+/KBZD\D)IAQ3_
M;V3\",N+;=,KLM/Q4DGB86UT=,]I.$VI_T+JG>P[0#K:T'M MP>W0PX3;EV=T&[Z@\0-G!"5T*\:C6[;C@,Z.NM _V([1YG!!&O44:8QBJ^QI M%$I!AI@(OA/_'IDR';T%$0GT7,_Q[^#QPD06:L2*AGS8[WK?:GAR]Z#EDV4J
M$BKPYHI@$0+,1/[#<"*F N\-/2&P\21N"\.*88GPU M"QJQF.H0O?*TBPYA 3_N0'YH'5]CGK#[^*5"_SI#QDN';WJP.DJLW'^NK@Z5S^Z2 MUP)"Q/F9 Z)V"QI._248;Y3]Z52R]$#OX+S? \E:;;OD*D.J)B8%_1+_G36P
M.!O"3I0#'#4U!8[#S'0#R%='WR!_R4KXO,$7X? XV^QU\0_%!WV- MF99\^<[$Q,MYZQ[A W@TQG#"468^#OA#G^NC#BV6PR/8 AR8.3EIR%?5K6#A M% @H=@#]89UG+2D G&L'8R>+/"(T_I \G>1?K$$V++UN4$GH- MT
-)^W!;,[G'!#F)A0$V6^;5$@VS&-@Z)$>*,6P+]M ;>_Z..3?/Y!+_IR1 MF4YP.'91YE14#@BF"ENT7,3DFR*_YT$ 566+Y3;#P/V<@?&^SNO-+'9T M"[_OC5T$AHSW9"B5R-RH.P%V=LYQ&L0ZC@\+6[ACZ?
SJ.$M4"&D#NI6MAV,X M$)R".:I#F^%J=NZ)8)4,HZ@A.OB8B,WXA.9I,90V!2G$&JVZ:XWLST%$)D!$QF:$.[*QVA16'/L,1(M=?H\ M"*^@AE3DEB-Z;Y*L"EN+.@: 4S#$=D:)4HI-D74EX-,/VP;I()/PEI5UH)&D M)FH
N)!&B1@';H;FDZZF(%6=<)".L >/_''173'D#*A _FZOP8K<[;"@1X.& M\C?;[;Q2Q[E<'C4C=+QTL>&236-V/9$"\OF.Z4E"1=Y0[EJWJJYA\B%)LUL% M6C-G7 CZLMF.K4M[#.YVAQL2RF-U4G&[Y0""42 U/E),\|& $1DA=^R@(RX!
MP]X%@?B]"<3OQJ3D45%UQ*#&$+B8S%X8)5L"!0_WRN-M;+%D"3!UB@+_)_U M]M/V.L>H,*"4(,JM:9)/Q>=/]>>C\96$\=F+X$-&8;[N%DUT/GL?A=C-MLS@ M(#&?KSQDJAJ %X%)(:2TWWJ-<2U9$M2"RLCW'^81"Z(ZY]
[%4!^)!\#D/ M3#B_;.]=%](0T2Z0:V!F7K.I:=NS*+,E1"N3K+*46*-Q\Y*#?,SV).9IH:'! M4Q;D0^=O[F_:XBARTP MZ$*YWO@Z\1Q(<@-M"^/"U;0)(Q/W<)0P?A'HB,]%&4;G[-R]_J9I9DZ/PO[<+W[7;W+=PQ7WJ443G?81T9U7X-
!CMX6S112-GC2SD!8.9"%)U4))!%)9F;. M^$XL8/AU8)>.@MU#)\E^I_"(=B^U/<3: M+&B7PC_9X-ZH_&PHZO).?= Q;KQ,JG)2,""JP! &P;<#!/I]G$EADLMC96DG MR]K4L1[>4X]_EX"M8K4+N*6L.;F:SBY
QAX3I%2X:24W>^^9&OQ%A424)7*- MG!L,J5AVK67-1OSL&LU%<\.8)B[WQ?:=BA%E[>-6RXL<^FRN^OVCTF7>)16; MU&U;Q)S7HD/J&Z?#F ICI$9NG]M3N0\DY]!%C%"B9?OB5GWP=)[1\FKV[;6=
MKW>TY\0P"CWRJ[P12G#%?I4/>[TNSM5M1FE+4(I-MCT?K,]V#9>+?PM>6984 MBKX]#5AC46)8N?/GMIJ@T9]]1 H7;5 Z;WU7+:5*8,20I2_IY1*@ MT!E(IEBRR(MW=87)KF7K+*$DWD=CJ6M)'X[.@@._0(@IRODN0D@V5
Q\Z.^: M4C:<$T?HD+!&];^H$(2Q$:J:09KL<%FOT<.'C$%%X MSC^YP[D?,LE+M0Z3P:D//;O3!>Q=P/:5C;;',Q]WB' S=IO;T>)1MK4A_6QD MDU3Y5]QNT"3?W:EW2@;4_-"@]'AYR^YB-3;'N-M+#NP#FIZRM?F_PIK'XF9&
MK/*F48IRQ%#LD*9],$A40)(LY2UQ'KL2\Z3,MA5>\&#!08Q(G;>'2=UUS]&*R6VT[' \@ %U8DH\5:/(]Z(.C)F&$1/(0DO?Y01 M6:(BKLJ%'T)@FW[E8MT>:@?];RN!_2T/ MTVNU3][:.\1+*3/C0&COI)RG %_"3:XX8LFH\-?F<6$3'H
H)@K$K;6ZR<@@ MC,8D].2Y_=/IK'3RCZ[L02#U-87[$U'>8-X50F-_D A \=IBLSIY/A 3_+*B M"%B'9ASK2=;;7H@C%1J996B&M9#(HS$XR9]SGA\-&YPR6$P!W>4XFHXCJ9#$TP[I5\N%_$7@
M(;R6]V;#78YLD,%+58VPC5%;M'+$/]D$;8:/L6/7K2?3Y\-6&O"IY;J2>$CJ MXR<01.>6LU2[I,R>JL)I1K$O@ZC]E/S$?4<@/13R4&*3[+R
]6P1+'$1>E2Z,RY:+2).%+M@<-1XF$1ANUU"Q(@#BXA&5%RC.0[!I$CZPL/5#I8D1\B7A#*+B+_"M/E_5C =M;<.14^2[X*49-9V0Y2= MAL-=MDITA%@0-6'7^ X)&@J88._F"+9Y M-IV.A23K)NBU':HA.WW]4;04UY?
3+>0PP#C0X)%\8"1S;A!&,AJAU#?G]E+] M=@/]N^ \TNHSL)=O-&#][>X8]O$88)U(Y5ZD^(5G,2[R)6N6EBPQL;J\\2N MCI(K_]KX\H4K"B5W,H):O2N*Y#I*/FB)BI@ASS5G)]B9<9Q0$XA!+)X(>;
M#R$\^$<3A*]H$2[5#$M(<\Y-)F9P^&Y5;/C0WQ=86:Y><#4TLA]3((Z%\!): M2W FC!!">ZDO3",&0=(O08:FW%?XUPP#$F+,906TN!W*&!*?2]7_^*YB8;K* MU T>ONU!F7"A929@(NHO4/_ NP;S6ODR.')
.XG"59/@P;/1S:RH)2@F(MF27F &1+W=%%F7\IXB)T87?"Z;S.YPW5%(P"*#?U;=Z$'#I&HEE9;Y']SE8 MW8PD/I>P%<)P/X[IK>RF]=B&)QKJD,TM'B9 J<00+@.I<:D*T#<4$\-[+O5O MI.Q'NU*4C[Q(/?
^)F&$B&B":*22P."Z[9(2]V$;5_4S1C'XVA"AE\VTOHUBM6=!/=3O016O@GTE7L,5$VY+*4X# M]U3*A>IE:-YOSIE$CR96$/+GP=%B'-<>[0P@O>U$CP!KKP4?3J=,(XJ,BPE
M0+^=Z[WEM&K@2S2*E+6OL4*W5O*F'7Y@RY2OGWRB)WU'LKB.XI.?<8]OV,9 M-?S?B?LT'@7_+)FD9R<7Z?'Q,7R>IA<7Y_+Y-#T_>2F?S]-7QZ?X^G)Q(9_.3FG$)R/GK_CADPG].TDG$WK]"8)T M*M\^@\$FK\
[D\V2:OCQ3N"=GZ=DYC?%DI,S#UT^NQ([KQA3F]N7$#8#)V>E> $Y.7MT+ MP&2R>_H_!WGU)!W94Y^*%!8:K#@SDGN= V>M)'J*Z: %\(@4]RPYE/^F)Z>" M2!=\4N^&4C362ST_/C^<'!^>'1_"841$I5<$35U7OE4&&Y&
HV2<4[XSD-<% M@QAET4)CPT87;T.0>VS6&5:F5 U:2I=9KFXGW5]&&Z^I_<'Q/_K>MMR:G$= MNW4\+8?FT@E)L475*7,FXKG:Q<6@2%5G@:Z65 G_BBNEH;RTIPK-Y#@TFCR^ MI_E32U#]:*54KD1?>V#UF0>.KUBM?
YN^H:Q2/!>]@)<=\=1]S\DNI HY(&.^ MKSB#7BH\]5/R<\Q]RJE4Z(CI.74V\.#>!G!:A+K$7+M2%>8H,GCG?#Y4AIXT M(W>VX3!GRD0;L:7)#EK 3RJB<'A"FZ!0S/@_K'"$%^R(B^?[:QQ-7!O3R=[3 M]]FN=/(/1:J'#^L_&_*$D
A!MVP>^9Y\+"-M1M7I'V[[.&8]A/MA1845!J>V M5 #LTRHN6U21CWX 3A;0^6@$6@X6"3T0,:>79G<1ISU!1CL!!9OUWM85O=+Z M,1 ZUN]L=D=E[YX=,[-DN:3?PN$/F^U$9INRB,53'H],N0]UIP%UI_?4S6IS M5"
(QXLDE;W"\W'JS[; >L=VGQ_7,NF?J[SW)^11T5YS; 4,WJB5H..!!4\!- M14#YUCE#>,@&M87M(4HOI2ZP-Z4TR"I6'=J]@Z6PM=KC$5 KXK? MIB[>)A]KJ-+3L(V=,1\E%;Y0]S7VQD[WLB(/?K1F#G/6%;@Z[Z'PY1*/Y;$ MP39)L]
5E,HGAAD"3PK-LER5]*RD]H@I6IJIO!6WOREEG2NJB =&XWRR:;:]%>3G^" M<=VE=JL-V3N^W7$/W[3S2A(H?%;#?S8.3': 1R5%]CY0$;M]\C.)GN2@GMYW2*F&I=ZQ> MH[BNA:AC(4$<9DPJ=5RV-
5MYU6@"%X'4M;T*/TRRR.*E)5GZ7AE+LN-!;^'\ M5M)0:]>>:(DR=&G$*2N^L@_%B&+M&:LG18Z41_5Y(N-BM D6G1_O 9J7W**.A2!O FJ+K!C-#2S*&I2
MFPT=C4,Z+'G8HC)5:B^7,2B\"*85G=^&A%*$6WQKYU;>*WMUQT_5%U(2[MONT@V7)-#/_LJ@#J!\+>G66M2(-1;^S W/+L2V'%4+;6'NX>U\M$A MPX6X*LN!1)>T"Y6U:@(V;A31RV8P&J>U@5KM-M;/RP^C?)W\1'-
/CN3#5/X] M.;*&Q+N.FNAW5'[!DW/?'K/B6DS2UIQEVLCJWQ1227!LNT4!+T8Z?W+LP4A[M2X-DQ"N-;8_(>L2]BTXO0N.BMQQBO16;LQ_1=:0;[6@$PX0Z2Y=>BK7>BNC\ M$)%VUX+2G MP3SVI)]L):Q[Q.S9-QA^DH)O9-
=SI8WWS+5O)0%#J1==2318D%40/RJ_W4-6 MN0RCR HB^!Y\'4X7.C(KOO: MNP!_;*220II<46.4VL7UQ$"\)%@]MHZ^Z+%U131!JWT.#@MP M/,B)LO)HYQ+>2^T]3_X<+N0:B*OX8T:%]:/D>^Z9,'IF8>-U50R]%F@YZYS
M:OPLS9DELS_> Z'Y80A*4@G"I\ 9]\1FC<[00&2>P=@L;[X=19V^P.$@T+XN MF :)'2]6&):)!%3H'%;-K:M#_=/T.#TI^IWZ6!^RN27ONM(:#>_&YEDX3^$G M(O=-
IFH]54]@!!HO\UV5S(IFMEUS+72M@DJ'K%=T1JW"N<(/AX857)(N=!"/ M;U>/LUT7BVTSLU34CDO&-I*P)^TTAO0@0]J!P:\;F=+'F.V9F>N @V3'/*%W1 M]*>44\FVU8[7%?5'FJ '$.<8]J(HGW&Q*1HO=R:C U-OX%B'2Q-@\:[
Y!# MT#N35+E<(U"-7<)48^&YHQT?E!H2HU@1RSD/]\R0;:P],&'5CAUR(2,45K@+R"^=@(Q-64;%WY=!_-W'L,\#PS[?RU:M.=Z;T/JJ?2SGWC_%I>N* MD[@_DO>49G:4I!3=,"ZG6_2^*/L^VE=2WF9T-^*"SJZ$C@B"
5]4K@]5$;BX M+,@ TO: BO2VTB&&V;XVFI7 XG0L7,L:'+"K41I]W4D.&MF.=BTT"D4UQYY1 M7V$OYN0SVT2KRY\+IW8Y$3VF'?BB+[5\+S3B[[!&4:'[1]O%I2T4$H&,PVY[ML,2W3H;JO1A=1JI@-;B.R,< +T"&4O7T!7>T"
(9S6Y5;<(_Q:%BCIE'L[5IW#N MQ!>=2FU>C,.698M&[02[%M=W(6K4;@IK&T2IL*H8([W/!A$C>1FZ[4F^L;I(MQ%,A)>D:AZHF\\4BG]G?X+U#WV9/I*M]Q.QE(&8O]U*:=R"=5TOBHI>B?OV M5R<__ G5R$=K)(^<+7'?",H-
PMIQ5PZ<_^ MW'&> KE3LHY=9]CVM0F'TZJGR?6&X?3-G'ZZ>6ZQ%U&?AT!/L'.+A)RFIHU* M9$C=] (]S 55#/8@7&]T8=T 2"P;#9[TO42_D*X=C#>-3.--R 1>Y*C 4JPM$/CUBU-T@!9F'O%TQ2IH5P=7CO:FVH$&>S
MY.TRFXP/1WG?_+A0JLX-N6^(7Y57V3(W#)+@E6-&#\CH\57>C0T1MI5156N4E6\QCB+!5VJ!+G.7VD1$0 MB> ,!$NV$.)7SQ^P>FSGU; Z:@UF(NN7WUB7.^:=6Q;LP*6;?5\NGZ4G"IM& MR-M;NZM;8\XWWLD'S-
##$*UMWO;2$H?G$.J6<"\-TBD;CN+@&!176/?>P?9T M#^PE!HZ\;-)S .%HA^FR6_4"VI$7"H>,U["CZ=\(0H[9TL1"TP>+,N>UZXRY M]J2))#?&W-FKS3)GD>NE]VXI]=U4Z^%(*R^URTBMF9;R@J0UK$M!"5]K8(,_
MI5"IA"CE?>W:_*OW-YCS'5S$S,"@6ZI [\RH03J,T/87[5>GFH=VF>Q!I'G+ M7&M>]03,C!RJL029G+1]D=(C"?9>D,Y>,A4<75XNB')@-_$80XUN2(X1Y4P, MFJ=Y3,M"G9A$&DO9&GOZ?M;YHD+8SDC]CV:NQ6F+
('WLL%SW;E5T^,-.;Z$& M",LF;43DP^(!%FPP@C;K+7;5R.[&R)!R2>Y0-/@U_X)* M1*MTR6;5Q/3 0:+75F)G#"YVH+057(X9'6^EM1UU>,ZAP*T;W8,PKYEC!Z$+ MC";CF)3^&9!Z5%^!SBIN6;W?
C&'4JKL)C34,D21<)#+GCXD28ON?RR5R$Z@- MTG7T1&Z!VU8R,*0MPHRX71AN$66S/VK1$<(9)QRLMM.'B:([[5Y5^F">-AX84%\M5 >$UEE7^4>\1[15-R2N5CL7!K%RX$X MQXNW?!;.,>2G!G4#8D'N=UZ)?5:2BV
EN=AOMR#G^5]<-V^+%FA11JS[)_2X MDZG$[">/M)@\?.:1V>*3#<2>K0&83!W2IX?! 8B,U'5-V5[C+:"Q-ZC@LE:A M%6W1! ^Z$/W0S]MF1PON#]13GHI^*.G&< 1L=559-U1V7G5P:$LRMTG @@0Y
M8]BLT@SV29F3X.L(+TAJ]AD_OAJNW:_0;52J2O[&WXL4$(*I60%MOXGFZ%F) MUU@KK-'X>@GG&C/2:OL-KF5X%RJ621%2[><:SU;E2_4NS>%F-)0E;NC?89F% MWAO:
]W!R5K30@ZBMB;NUD)V5A*SCT00&:;)EV@.JAOJ0\GE,QO7T;/E\'\/ MP3R?D:XME7K9[Q,:Q,)5AI5D%)2AKN)W?58J D)$^+>87V/^K4'#93XM,QT% M$3R8EX:TJ!<&$CV=]A 1HT[1)Y*5@2=AMGST4@C"BZ\'F1QZ@05%"
@#K:YS M43B4#!CD,TQKZ*G#&9<4F&M(4<_CB6'AX@5T*R#^,Y/H)+GV>NE(_2W6Q$U(M6G;OX6A -H;,I7RIKKOW6#;(_&!G:C<:Q<8VG*B3"[Q3Y#<:^\)> M;XQF7,X4MH-I(1#]B ATL MZ.^/YL,/G-8^]-
H:Q82@)P#U&8*1W6"&= 9YDE>' 2M5;FGT.M!1 ?5JM%; M)F)ACY1P8.]!X'1MOE3Y!A.+^7="=O(A]Y][+IV%@?46\#RPIQKY!-'6DN@%G.U(E36(>LOA5SN&^AEK- A!0(K25NO'Y/
MRK]O:Z>5$<;S5KQ(:AY:G$GU/"_;0$]DSV/'D'#UB-/O9_'Q0;-R3;7YN.L9 M[1QY]"JDG)WS@C5%^[E-I- H62M"JAI&BF9DCY)H%N2R%*:D8>M%""[UMD%W M''9&I,$5RD%9=(HX3G@IC02IW[;SY2"6:B3G+*HI[#5$;''M?W-
*+V%TL9; MZ($TQ1L9O$5%*B=.%GK&"9C"=E/] M>^?]H6,+3$L9$RH#68/GUE+GU:?4PH!J_=+24$H#A7R2(#9]J*4T M.&FTFW7&P; ="_GCG=H+[J]1@'I%):."\2!WJX8!R'O!D^H$QO#]=TF:YE] M>1C"*C3[D(P/;-
@NS1+V=ZQWH>]TE-#V+K2:]S?B'N@?@BVQW!Z1<;5<>_4R M\CVUG)[48?@K18^=G!VG_60>JBK.;BZSAP$JYC=D;6!!F;(=/)OR!'Z=S9K: M]+(@AJ5!<:/<'Q/3@@V3\DC:3F]6ZEQ24=U,BYCO]9GG_M$K6DH_S&]KSR'
MBU[Y*-?R#0=*/$ZXVC]1\F5=?MUNLEG^EZ^A:AK-M%H)O61 M6EW23P,RX7)10FCIX$LB'P$?7$*(!'F%]&J6LZTO-!6SH]O%O=)=4+LLD.E M2/@9K2FZ7F,]%@1H;"4,:1U<-_Z%H$UH"E9834!:P6(U=C-LL9/F=9G!!;F: MK;
|Y>'[O.E"(#="3F0,A;28=TA1!_'; '\I.4Y8HGLH/9?!&'B#J-$"V;G$ M Z%;B Q8\#]*O$$(27X/E2DP=6$!\E!!(8'!+,YX?:.-9:CY'LO& 475XTRLB]8N0,)#+YXJ^2E"!VV MKGO(@T^PGY9]C5(0EN.0CAAN'PWFD.=]P) "V[^2^Z:B:A8_
M-IEDM$C0=T2D#YR#G1&\I2[NF"01D*3O0*:*>:P*6 9;5(VCH0/(6KNU@X) M?3[,6.$?/(!*?43NA?0G3#1;.U-*/4$SU!(N\C,8XK#B/):\=8D&K(:VCZ; ME)+-5D5^P\G*KJ$SE=]4]QDL M"X(T=_WSP452SKQ=6_G%Q8^!&Q80'
LXO1 M6'MXT:6:#N.([#D>/071BT4\RH:AX@:=:4-5R)!_%-#(;F\>R"%JL"FW;<)! M=3/.9"?WB?Z>FCTD]Y48G %PB%U#F$P2'#YLX ENU>JK<.?*(1N7/2"'.^L* M1-ZPA3"(#WZ_UU3DC!ID:.T%O]N_8[IMM6]"N!:A3D?8C% -
,KX@J0\#U6,, M#V\K-_3HH6+8'/9M![EX\DKK?!)3K0G_,37XQH(.*V4%F[HN-11=;"48C3Y) MSU]-T_/CR@YA,_7/T: M^O6%X,R^I#0]GIPFEVLN4X<[]3%ON3@X<])?@HS_SD(7/I29-9J^D?#;!9F# MB&;9A:-MFYP0X
B/TV#'^H6% QP>5]0.#6/-#ZF6J/5E07LIB9/U8#N_I@LP MMGCOZ"70<8!GK\Z.>*-%/#&8SX\/L2,2")#8/R2$?U$1>!5C]"#^^K?+#[K_ MWVAIL8>",)D>[X,>SI X>]>=2HYP\:E7-#'C7PQ0,&9L4H0GNN
MC+'8LAU[P_4DN2;O?VQ!L-(:C$?)SSLKQ)EYP?&';C"1E6>6:D[35US/\??5 MA.Q7FP3*< E[4KH'1NE_C]'*;1*"$0.\P=@4[HGC5%MSL <2>["0ZHM57.8(M:2TNVM,4HB%($X"D#G-OV,P:Q=
(&B.&I",!4%12%@XXR&#*2;+E$69/IK"R1 M7PSD*-7^8TB3F$XIF0=M M\>6!Q_1PTO^]#'\?#T@.<%PA>(8%(=W#NA,)A303B-F=7($36/BSL_,C(%'D M=)JK.O+
(,U*5?._Q3,]3+/C^IQ_/[]B"R:M71Q?']UT:Q4%7M@FM\O=A2W2; M'H+')\=L>G%_Z.E]37L*<2.\FJ44!:WS^/_*FENZ6C)S2^/D]-8,Z?ST1#Z]LL9.TW3RD@??%RT1VEE,]_>=>*M5CMYP MC-
&C8R3V#R\5_*JE5/:_8I_/K$=3J4R]!NID'3&Z1+IK8F>$0S!:K5V%OZF,47D0' /4J!ZJ%5@AHM^WTJ AAY51Y$%36*G M-"R;(YLP@$UJAEB=[UZSCK'BECHY.DU(@E.CW$B/CJA(FX.C!X!K:75QZDBC
MM&W*'EEZ^Z'%LZ>A6<9T?\<*JLSUV,MP_Y]"69@&I[C,U$3J:CH8 ;RTMW M11@YVKQ\P 4KI9]6!C)RO;W&3:=9-.0$S^3@T]N/[/STKQ<[7MIB#TK"\T5R M#0B3'$S8H'==-PTVL-2TP*80%=[(-
VV1:PXA+)G*/E$WHO6&&;I64 KQ%YK8D5+[T\8E M)'$C!RN;-$RX)_TD@":7BCI]6]]AH%89AGF29>6.-EE3$IN<3P#;@_N48Q?X MJF^C5E-ON^CXT,Q>?6ZVFVX6RCM9^DL33>(2_),YG'>'5KMMYU<0@DH%"J=I
M,'HM:Z$+L[RA[M!RIH4$T+#;/YQE"*'*.3#A1@^=DMA("]"T4\4ZQ<-!0M1] M0X1F9/ Z6XM]BW%NAA2*M@M3P+#4F;AG 5]TL!%AJ/59V1X![@D-#U$0@GJ@ M:DO/4>J?2IV^F^0
^5<4J79/&2Z5\Q#Q.8#FN;9<2PZJ.ODCQAMFHT7N8-[I M'SBCW8C2[_/,7;E*%%(JQVG,H4Q3 AKF@ZG!NBX3? ML2I-C!8-(3Y;A\'!(8)(9%&)A:"PQ&S,;0<,1M1J+#8U*[&H&XKBXS&
M3U@TW'$XMI8^P\9!HA*M.P9(1]\>AL6,EH0<3SYEWJ4&MMP%FP3B;,6*&B[? M.[Z(!R]@).)CQRI <#]YW2NSAB9$T_VM@D*[@=#U4G2D4$I=4P[#PZ,_/U+R?2A@(W/M M#FGM_&O#.AG:
[)O$B(+;CK8D8VD=2ZF2%&Q5&OO$6:I_$YJO#^(1#VQ$EV% M$6](/379@D))<#>%3V :3LHY@3[[Q;(<.'L]%KR8>E<^647)96:M,&&KW0]C MW5]!YN(:=)0#%]K$D.@Z*$AVE/Q(5:,HSX\[$+6 A.N0CV;[;%7>=7-W*XH1 M-
DN3%*Q[?]3'RK6CA';ZPN-[6Z'N!J6G"L5!=Z0PQ*7+=[7B&,,EXH72[DJK M_%-R!M85<:5IN&)E QMY2B?21D_$SVE'U6#ZD I%:EC[-/:K74U>LJ]M5C# M$HXYO_90<)N)F.)Z[8RR5B3-
E2$XF#+=A5L(,IWV]R=0'^Q48XHDWEOJC'2 M'HRD=D)V!;$X86#G8D1US>$I=G5=,+O!KJUFP2D:EVV/LE23W<[K6^M#=S=2 M]E((_UZ":G/!Q MA2*1KIW=7HX06H!-]W?GNI+\Z(^:EO9HPKY_?!Z7CE^F:G MZ*
[D^GYWH_=@D,+=>E6MIXSY;H#2L!M-:J'EG/O=];/@0IXA1?#-JL@7R2\V M\UO0T$A??9]]1E5,7&)O?GG[WD+KJ)/69])4ZVTSL^+7JEM&&7&!^,]EZ)94 MA9&\=DJ:!HVFF&D(/55R*LN>>1YO"5P$0-
VV*V88UCAYCCR1&Y"2!<_2]T/C M1K[WXNWI*.L4$TRM=J/<@6VC-^D;LM>@@WE0;4:N'U9=:8@\4]/(D*[D%V'' MBWMH>V>;(<8'W?\TVIA.&&7&BR;M=*(.2HR;P M'"6O?
9:=LP=9BE=0/(*)2.TEH7OM'J0V\UXGYT6>NH&/P\:+FGOC.G%+N;.6 M,@@N @R/U.&U;R([6Q\6-KL?=O4AI::L\R:\B3:<)MQPW>Z"!&HKRSD?P5O6 M+3%UEVN 6;JNR[U=P?ER7=9!;Z\1\]OO/)"P8SLFCTJ>K+
(HT\YL_KX(+>S, M/M(<.BA-]_E-3$)74 _Q8M)_3Y VWB>0_'DFH]\XVGJP:@P#(ZN9OG9P^ ML!KX$@$6>.#VB4V#86P.&>+!L7R!U#\&"20$E+=>DO%]N416(10?O*)=6 KU M8%.:TJ9N"ZWXIM%0<3,FS#
R@1SH'H6:8!$Z+#W 9>L6^5QR4(N*7PT$.SV*)5D O1C-2$TX)5:FJ,Y,%_\TVM7'*. MTMQ(O$C#'I%IY$@.$K_]M9)](+(?'7P;^6Z3,=^L\^>._C[FN_W9$E)#@[-_ M70(UFAQ_Q7H2\Y@7/H5 O_QT6S]YD4S/OI)/)^?
Z:7KR57((_QY^!4(-/]Q# M-8IN0QK64"&,052YSH&L9%ECC^@_R7O]?I2<'S[Y*IF\Q/]-GN!2OGKR82\= MGYXE\.PK_-\4_G>8?/6$OCHYA_]-3^2KH:OLR_+B MR>G95_;Y##Z'R6"[Y_6NJ;1;WO@\\NN37RH<=CJ%*1
+GIR_&JO_SNTQ9GN M[UGSO=332#X K%<8K?9HPKMW@G'':[,>_ 1DY'F8')D<2DGV>TF_A]AW*@&\ MWFS%5S4'06ZN9BG13=0.)8*7)B@<:NQIR!3WJ3D[0CM'$I*U]MW;HB0P#-C_ MAE!&GU%NN6*)6&][SG>
<@1X$+B.0]31$1[N*@L8I4"DO4G,(6'9Q1W' M+;^B!9GO7]3[..:3T\RIJ+@_Z1CBT?H(_H:&AW 5":9>IDL\RK.48')1B)RNW[-0@%[M;0]#A75>GOUIV!/V++))#TY#4%JL%\O7_Y_M6<69-
S;L<@\@T(F%W=%I*>34X>&YXJ4_V]MZ259U> "EX7-A&7]:!:L>*"?^Y%;GOJALH7R M1D&&>Y;&VD>'0/Y)DMK/NH)GR<%)>G["Q_0<_YRFKR1 B?ZD:_+2_0V?)5[O M^9,/=KG>(L>C: #JVX5)0^.=B"
M5^GIR;';D5/80+=#4TS\U W=)[.%[E_3_?VXKAP_R;)M(^6VO9/$<=EP:'U M-[O?D'@L/-8'C\0^_D%$1!9WTI1J![Z]Y6V#!="PC"$R2LE-Z.7":RN?M95W M9E< J836EHXPDN.>@F8&X559 M?'7F0@=#TV_?.^]31-
;V[W546LN70 B.KIVU$"P8P $;M0#=61HABZ,@7,T" MR4#28G,C$SQN?5I[Y7'1M!(D:D&UH]7"I,:,^L_HRQ>X&K=X+&"IL MG&(^6)MC_0HK-4$=3DRT[+'87@LI928:HBJ^.B[<:2QFB&[]@ ")7_ 5]G@_
M]^/[[UM^+W@PAD;]:Q2TK*I2WK_L&J1K"EC1"V_1,!P?WX)<9!@:LR\.:*\G M*C0CF.YO": <\<$$>O]P?7H<&&[X1-6EXK-1;IQ5$N>,YT,QY-:*V##/0",ND1.(!T1(L#-AZ\8F37H*0,JUT3V<4784M1]6KI2X?'P%&0_U+Q?]1CN,
M4.=0LXH,-:V1T+S P$9S!&J+(,)YN0,5->H*(808Y7!+K(\+I6;7$L5-2$J- M \;6B]H+UNE'\RR.3_$^Z"I$X0;=D-8%"_3'-5<]@(V7-#1K@,2!;)H?PFK) MB$><;?Q;2>D_"BGDC>6Q[/(Z&#!7'&7_7X^NCI(?+R_8'%$7 JY;2WQ
M*/PE(=9:ZF!1E+)V;>'%/<'T>5^M%UO*9)]S&<2=.0S"3H&L&Q1X9$Y'L1G3]EQ4<"Z4;W?E_S5.IHM/HYI[M&*QD$)?<9ZV/G4?%S,6^M]K_4)_%+<*NXPTK\JC&SS+J1,X)JML.T:3%CM1C M+77BH)*J#I>I!^_.A.U]?.
DE$L_N;= M57>C #0L'MBO!C$(L1REKNQZ1-$M/E1KQVTF:[?_K+GPXW2/Z'Y>9(I;/U@H_!"#8MJE5L"(D6.MU%U%=AP[=S1Z_A! MVS:+3L\).@ROQ!*3Z!1TV5R<*"[]V@H^8H%RG(/",$$C*=9*EZ)3HV6XT=/X
M]$:W,=K"M-]K&0,-J 444U02@3&D9[".,1#)YW.;EZ62N+'A2.TSDH?I!#FP M0.R^V[']*.)0\D/'3;@L*R9.$LC< > !O,=H= MSH/23>$K3EP^:T&V Y&H$5;M_!3'BOUZRJ5M+ M?_G&R"3##CH$XS+
(#&TY_=3BF@+4>*5IV&B+;SY*?AK>3F=9;/(U:A243&I= M%2A+3$< ')=,M=PH0[+<9E11BMN%:/>C3+R(X=FKFKDD<*,'\F8]L_U,:?((S?=C]J&9?A3# GJ:\E_@AQU.:\WB-5 M.'^N;UC?#%6BJ%:YF!7<6%?6-?#7#3&Z4)?
\5XLM_[D^HI$.CU^FR2"B/SG@ M\N?3B^/G7R?OUE2$3&(UZV08H(^-8/&<2%T%8"U,; >P5[\Z %Y90:@DTO,$ MAI>G8S"$)_W<8TCR@JQ];[,N^^Y;(*;+_ W068J=K.#<$'7L6Y38L>_>UY?3 MIR_@S?
#X=]]N@,>^!\$3C>=EOH!7CX]>GCUELYS^T=4;'!(+&'3UFCZN\@SN M##X OR]JN#;R!TYP6S>?";SO_@]02P,$% @ L85N6:5JF?S]!0 :A M !D !X;"]W;W)K&ULO5A;:=4:GW:[\N\A!65'_@::EQ9<+&B"H=BV9=K ;0P
M3*NJ'P5!UE]15G?&9V9N*L9G?*,J5L-4$+E9K:AXNH"*;\|[86;#7\PV,H#FNB3S#F_ MUX,OQ7DGT 9!!;G2$BA^'N 2JDH+0C.^.9F=1J5F/*1WTC^;L^-9YE3"):_^ M9(4JSSO##BE@03>5NN7;7\|&=)]7R,K)NER*6!)33YCH&[A
>H-D+^,P>0.'A6YJ'A^__EF7C%9:E8M*D<; %-3JDW!./)GB>6/_5$6&&K@Q\.A MH]+$2/2NF$ D((IK 8A!:'9DETBUB<@LYQS+2H3KU9F@[!FC-&=K-:J(0U[PT(ET29]3K)3%2 M48K45_2274V&.#=,<"X=
(#70JW=1P3,#>S"Y^+J4;#7G>#G]E#S=!4W8 MH/V#3 (JJO!K\|4>MW+'U2!(I:Y 50*9PY+5M)170N\!.56"@5MB]I06,B1"T7@)V M5"7)_.G9QBE]TO-DLJ6B>&7P6HUZ.7B'@?*.!>JUP9M1!&L?FZ*X![4#B>_P
M)MIY/6J*.1[L$"BSN[YG5.98GXAI[' MY#L((3QJ&K3U#?9D2>RH48.CD1\.TI?2:]"DUZ UO69X$2PVZ&.=75CZ.=3F M2*X',7GOZW32!/F,9<+%*Q.H5>W_6/TW&[.,A\D=Y$GR;JD^(JYV]:QPZ-#7 MY:Q/?SAYM^5>'\&
[ZZ@XVU%1W"4]_/80N']&WA]OKCT/^\%_X2>UM]]J7VF MNH&,](_N1SUL,V8JSG1/BMW4,VO,9=F/U-XEI8;979]XYM,C M&ZSKO+Z7I-V&3I'>*\,X%/Q'JM;TJ46/6_6^UEIL%*$*'3HO'G3;*F?85,[P
M596C=7ZB0O<(2:9HM8%>GR#VLMP4#P+U"NOILJ(2H>Q+G5<8' P8FF,GR36H MDK\6FMO-^BG9>(,/2&Q"$M'G?8S7.-O=3O0P\D?#9#\,$?#F+?C_OM]A5^304V04DJ6"!K\&& 5S1A M7[9VH/C:O";G7&&)&[($BN?
2&W!]P?$)Y09:0?/OA?&_4$L#!!0 (+&% M;EDK.Y05O0,)P(9 >&PO=V]R:W-H965T+:6ZEF7B 9>ZTKHN5<:TUP$@+F6Q-Q07>*]!M73.UN<)*KN=> MY&TOOO)5:>Q%L)@U;(4/:'YO[A5QP6"EX#4*S:4 A6K]UL5,L
M3TSCM:R^\<*4<^_<@P*7K*W,5[G^#?MX',!<5MK]PKJ7#3W(6VUDW2L3@IJ+ M[F2O?1Y^1B'N%6*'NW/D4-XPPQ8S)=>@K#19LX0+U6D3."YL41Z,HJ^<],SB MBS0("9S"G3!,K/A3A7"I-1H-
QX^,.'TR"PPYLN)!WAN]ZHS&_V%T"I^E,*6& MCZ+ XKU^0 'E/$6Y55\T. #-F>0A#[$83P^8"\9HDZ1 U!JZ^/:%UVF/ M]VO;.;G0#Z%'I:$GPD N-25D[$_2 M3BGUIU'LJ.0L?*=N2JZ*TX;P;&#%:H1&T1-GNU)^C>=)ZN->2ED
M)5<;2/PIY<*Y&"@K?">658LB1Z5I/(5Q\.C!-%)IB/TTG3K1-VI, 3XJ5B (MBR<.>X'^= "D?6 A.^\RTAU1:$.3S4;90FB76VE*2NRD3]UYW&>#/,2A/^Y3 M$D>4W#?CGU#K"WH?\[9NJ2 4)=NMY'&4^I-
H;,5')XX+HZ3C1CL]R5Q/^B!H MDQQ1);+I>5_*S,^2S-$'QB,=QB/]G\;#A]O6M.I???GQE?:9QI^J.;*E(?M]978+L"_IP<[&H$ER MVSAOXMW>_LS4B@L-%2Y)-3R;4,Y4MPL[QLC&[9\G:6CL'5G2WP=45H"^+R6]
MQCUC'0Q_2!;_ %!+ P04 " "QA6Y9S*_8YY % "=#P &0 'AL+W=O MJB59&R-"]MTK)0B79? M#@E6"-B[#Z?[X"9NXR.)L[9#E_WU-W:4[$TYQF?'/>]_K-Q"U;ITI/#&=G)5G3.ZJ^ MES<"J6&K)6$Y+23C!0BZ.N]?>*?
SB>8W#+\SNI%;8]">+#E_T,1EPR$"OA7PC=WU M1L;*3T21V9G@&Q":&[7I@7'52*-QK-"@W"F!JPSEU.P;5Q1&\ $NXA\5DTP? ME83!/5EF5!Z?
#17NH3F'L=4WK_7Y;^B;PC4O5"KAZ'[LL&W4VC;JTCZ[PY1+JHP"7\&\DK@JY0XP#BR?MB?@3^,(W-.? M"N89CQ_^VN=3YZ[[?5H0F4*,6[*$"J+WZAV!-W8=UW5[G]$];2[_/[=Q/>\ MCR!3@DJT!S'/\+80(>25:9\Z)[; (F9443%
(A\7UO>?%_(MHI!"[;10+^0])[N[PHHKDCV@KC56:F2/8 DBMY@B"T!S[M@IB71EXDXE9/.XU!V&TL$*1 M8LV,PEK-V*O!VV$KL-/9==)8&XQKC5\Y3S8LRQ#X23@R4_<&ZK(2<8K%WT;I
M@3"'+-.:X5Z0!/$C.0;#$)2F\"+Q(,$]&6-[V(+K M=2BT4!\U4=$%7-0"%_VW@OVB7CNP>"XUBYWR<1B G>;L!_ ^%93:KMS[AA+- MV'1HP/ZJ:+[$8\(7XDCD6%WV;^FCSI_A_@/47_GLOR(D6<=>K#ZKE M#X)C&
(3UMCB*:EX]]$;M;-@P;%OULJ(_X?43@V?@'YM]!Y[->21U(1.ZN;S9 M/ ;>L0[_L/$_G#1G\FJN][^!Y#E1.+8P1>[4FN$Y8>3:<>#X;@WDOWL8Z',) MQIX1]4:U?TA%03)1AT" QM0-OY-52;VUW\PJ/H(4S<$:^U=B[Q$:AW=59
M65\XYNP7F)ON@$B\L\M8L"4ZMM1O$AT6S:& ,6V'/ CGGHYNO)9,HR;6X9GJ MJ#.3MLY,.NO,OMKBP(W@8)XFF#?U\^SP0M*]WW8XUC?Y[:"T,[L!^"H<323Z M6Z-;; !%I9MGY'C3<5,?'#\8-
6$8.OZD)4;.>%IGQS=LV5<87<]K,!\' MR-%2'MXPHZA->L\9>V%-[0-@N/5DPIZS-@]#">9N4K^>VMGV[7E1/[F>V>N' MZS41F&<2,KI"4?#BS+5=MQ=GS<949:VO6])M5JNB?;K45?-P/J"#T/"E7"R-;9A)KV6>;G2=5<"Q*2#.-
IUI5GXRO*_*&I_%H_?# MSH0L>64"\Q.86S<"N56^+4QQ<=8V#Z2UHT&;%9RI;C8LKJSMIMR8%GI+F&'7 MXK;2W>G9Q,!*K+[)S*->(BI[!34G'YO:+#ORKI[K^?/Y$["@-X,%,R[9484W
M>CTF/(D)2Y@XHH_W;N%.'S_BEHZ@?8?,P]GB\&R;2&^Z=3'3YP/(E$ZW]WIP M\E?-=5O.8.B0G0[YZ5"<1E[O M]::=+2'_YA/RH>LVL)2R)N\>H:U>:#)4ISM*.C+IN[KH\|9T!D+9HD&@Z[71

MJUO=]O$2_:MMP'F]3>\U3/H$!;%O^=R6B[(NJM<@R%#".E\JOJ[CS99R'1A M__\HVK9PJ4-/HVGTJ;G'"8RY"8R<$,K&(B$RYC(G0Q'G-">G1$#3"3;&26)E ME:=>$K%2S,F"XW/(?>+/D:CP2'R+Y-WAD00%-2GGX(-8T,Q.I1;G
;&O*98)@A" M&:(/::(\&L.Q-/-H(GJK9R]\F8Z5U9.#10 FI36,9[X)P23U8"KS\!)[ABP1 M'DPF3N#*@\GH]Z+>P!$&*W=8W%I&QTE.&+@L=V!NWU(* M4]P6B)4D]3'"8DJIQP1_*.^'L'\V5!"9)0&9)@Z:64/M[B3.4*=AA VH@_MG
MS+TQ*?4;& 0W@0IQYB^2#(7BF.5DCSF68:1R&U8 MQ5DJL1%C0J +LS@5WJ98^7P;YGWHBSCULE#!,!L:^]F&L"FU-HE*I(]#.AD@%,]$9H\QY&20J?]E[YX^#03&:H7 M@GKU05+BI7:^N^A,8IG;PHL]_0$E
M6.)E*'/2GU90NUDJ_2D2YRQ4!JA*7*AP!*1H^!':)'O:)(_3)DLC1I;!S\EU M\82GLCV.%^Z$COO#.293>U6P_/?'^-11W,-\ZNNRU=J3X.@3S BR(\3/.)#@G;.=I*T172-J!P M.TK]*37JA>AFR3*F7_V]74MZ[*#"8.,,*?
=BED)S,)Y8["W9>*+(G^* '/F>?^+R ML,A7::[,4G^2^0/Z^7OTU0']G2].2"X"VPV:#K4=*1*J+Q+JA^]6VWKP#=;F M+BUD"C>/U=HX_O]CQ>$HWN'BX&G#LT-V^P*<,WI1"_CS/Q&]>USKF8&R\:VI M8.G.C[DD/P-
QW_V+OI3==[^-=[8DE;71L!!#6AMR?)S9D?!(\2'<0]J9;Z%$ MSC5DUU.IJSE$R\^[O^T"JO+.N;/Q;AM"@#[IHNV ^HR3D1P#4P:!B+$7C$$)#I5RAVG-G/ZDO;\?B" /"HX5RD4(V0$CL, ;<1>"G0A
M@TL1\S2U5[,EX;TBJ!!P!\5:N*>&9[%D*?%9O%6"Y#H0,REC 1P&B=[^0F)% M%=F?CY2Y9RA 0#*(/"RK>PH@^VG:4ZMMA=\?9N_$EK5AY=D9.&+[0_,$KFK MOI3:']KSSNIIRSLI7 :4+6:IO\EL%AM(G)?]GESN\#VQ-X2R5R
=#?6*P\8 M@Z>PA7FZIW6OG^)U+,+:+G-+T8&.Y\FKM7*R\QEQI=N%^UC:D5FSJ0U^4>Q; M^^^Q4_P,N1V.'W,_%BV>Y< $ &&P &0 M 'AL+W=OR%KP $VF9ISL?.2HCBUG5YO((,\RM:0"Y[%I1E6,@F6[J\8(3;92E M;N!Y
S?#)'@4$0G##HUP9ZZFXU=YVX$ L\&3&Z04R- MEFCJ0F=?6\M\D5PME+E@LI=(.S'YF0I /OH>A0*Z5=9NW'M(ZQ\!"=\^.B1YF+%490GD+3M71EO$W3P&O1= M8 2<0W&%NEX'!5[00Y_G(7K_[@-ZAUS$5Y@!KW^.1#H]
]B[UL#=8Q/]K^** MS,#W\'R%@F$;V)#(;L-^5^/V3N ^RO:J%.B/1\B>@?UY)+([(X)ZCMWR L*

**>Y]?OIW M4B[3IC7G48IFF8&W^-3DW+T4M[2SCJ'>B)*VOP0S.73"Z W%Y-GA2HT!;9P) MI5E0&H72;"C-0=%XZ56^!DEL;+CRW3@WH99GR'LO M*"U#OPBM<^+(G:4$M4:4M/U+6T51QO),J8NIH: LC61%KJOIL.!8E6?
C6CFS M;60+VF':U+SQ1)[.^*@V-*J#HO&#NS(:2&*GP;47>.MM-:^=#M>7S8%#30A0 MF@:EZ5": :694)H%I5$HS8;2'!2-%V-E6I#$K@70= '4M0"E:26-.[37TPG4 MC0"EF<\WWRJ+2.I>&;4_JL\20.T#4)K3T,EC$PF5+4
2^P*NW6_8- .U"$!I M&I2F0VD&E&9":1:41J$T&TIS4#3^1M3*Y""+30Z8-",.TE6"4)I6T@3+3.BH.:/>1#[X,T'2M#=5:?-H4^Y*(AK#*1Q]+!N6G+ MYEG0YE$HS8;2'!2-UTGE&Y'%OI'7/.UL7APL'L=4W+LB/$&%.E"@- U*TZ$T
M THSH30+2J-0F@VE.2@:+^O*@2*_A0-%'*2S!*$.E))6NU5B.J[G.:@+!4HS MVW7!@@:E4)H-I3DH&B^:RMPBB\TM+7)A@\T2G!ZOPK1"E#^\OD6.A-IGH#0- M2M.A- -*,Z$T"TJC4)H-I3DH&O\PZ\H^H[R%?48I D MH5$-
,ULV0<+&I5":3:4YJ!HO&PJ:X[R8FO.ZV?)'WD(G+A?G94]0!!:3J4 M9D!I)I1F06D42K.A- =%XU5?>8 4L0<(E"RAEATH32MI]8>1C:3ZC0W0L :4 M9K;MA 4-2Z$T&TIS4#1>.'OO3!';HJ$6FZ@ M-+-=%RQH4
JEV5":@Z+QHJF\-(K82_.W2)"='J4G[E!G@4(M-U":#J494)H) MI5E0&H72;"C-0=%XN5?&'$5LS 'E2*@'!TK32EI]6:^>(J$&'"C-;-4#"QJ3 M0FDVE.:@:+QD*H^.\F*/3L-]^3]S75+4E[MW7CU+_M"Z)-3$ Z5I4)H.I1E0F@FE65
:A=)L*,U!T?BW M7UU@24^INWB@80THS6S;"0L:ED)I-I3FH&B\<"H; MC_IR&\^KI\OVZY+BWG16*-2\ Z7I4)H!I9E0F@6E42C-AM(<%(W7>F7>4=_" MO",.TEF"4/-.2>.OQOK#^KHD-*@!I9GMNF!!@U(HS8;2'!2-
%TUEW%%?;MQY M]039:5U2W*'. H5Z=Z T'4HSH#032K.@- JEV5":@Z+Q'?$03I+ M$.K=41N-+P>O@8 &-: TLUT7+&A0"J794)J#HO&BJ;P[ZHN].S^<$!OE!77> M0&D:E*9#:0:49D)I%I1&H30;2G-0-%ZLE?-
&%3MO*OWESTO>+>DGWKW/&M;W M#3\,HU3 [\A \# << M@).D.%I7+4)I&I2F0VE&29ON7TD>^E!-:% +2J-0F@VE.2A:(;)!O&(LT=S$ M/3]=LVC)KICOQV0>;H,4GRWH/WU+4GEE+V3\<"'W!@??:]('0\J^'U28\].-
MNV37;K3T@ICX["%%#ON348]$67;<;23A)CVGZI'[,$G"=?YQQ=P%B[("Z>\? MPC#9;60!'L/H2][L_\!4$L#!!0 (+&%;EF,*F:_A@< -A) 9 M>&PO=V]R:W-H965TBDQ38CQ\E*Y9IRZRUO>UZD4@RSW/HZLT1 MR5?
2^2,7GXL%8Y(\96E>7/064BY?]?M%O&!95)SR)>_RO#IV*R[/^4JF24:9*QO$AX3@2;7?2N[%7O2LLDR&IW\D4[FXZ#D],F6S:)7*]_PQ9/47&I6\F*=%]9,\UFVM'HE7 MA>19':QZD"7Y^G?T5/]'; 78PP,!M
Z@QP8,ZH#!L0'#.F!X;,"H#A@=&S"N M \:[:,# 6=UP-FQ&9PZP*G.[OIT5.?2C61T>2[X(Q%E:T4K-RI!5-'J%"9Y MJ=T[*=2GB8J3EV^Y9,0A+\G=ZKY@7U8LE\1[4#\+\L)E,DK2@GQ@3W(5I;^J
M5A_O7/+BYU_/^U+E+@G]N,X3K//0 WEL\H;G=)P^=_R: M&H%O^<,IL8=@N&L.?Q?+4T(G!\.]8\(/=]XWA]^QY2D9 M6 ?#@_\6'IK#71:K<+L*'QC.Y& CP4'%&Q[@W? L4U7L3O+X\PFYC03A0NU%
MDDW)IRA=,7++U(%%)!AYD>1DRM,T$@59]J-%>;1-CM?&G.45X56QC&)VT5,E MOV#B@?4N?_G)'EN_M6D)"7.1, \)\]>PLPI67O0>+JU3R[+/^P_;XCJJ5?BM M5II4AANI#(U2>9W/DCQ1%>L]B])$?
E6E261*&N5%_L\W++MGXB_R-[F+61Z) MA"LUI5&^^:1-)L9\766"A+E(F(>$^4A8@(2%()BFS=%&FZ/_H8P9$N:/CBIC1[4*01W3%#7>*&J,J';;PON75=#8CZXJ0\)<),Q#PGPD+$#" M0A!,T^S91K-G1LVN5?
BZ*%:J[+DKD>3SLNXE?'JRKGW%"?&^K$HU>T_Q(LKG MK$V0QB1=!8F$N4B8AX3Y:]AHJZ#1X61B3:R=PG=DNQ#4.4U&SD9&#J+T[34# MU$)CQ[I*#PESD3 /"?.1L)"T$P3<23C8@G/Z(6&I-T%202YB)A'A+F3_9J
MG#V8C"9TIQ3N-Z/VV!GL#@)!7=-$9%O-"IUEEM'.RMQV7;N:)RDCOW-5TZ[F M@K%L^_,V,9ES=543E.9":1Z4YD-I 906HFBZ/K=6D&VC/EUV+]65N)!B5SK,R]LB=C,HV^%]UE#-D1#TKSH;0 2@M1-%UHC0MAFVV(
MU[EDBJLNLD]+EA>L'*-Q(5]6,X]K+A10#>#:SOBUF=Q9>H.]BG;FM!4TJ)$ MI?E06@"EA2B:KK/&PK#-'L9>05M/"9*8W$9?RR.M"AON:6(R<.C.0/7&G+KS M>
QJ04!I/I060&DABJ8+K/$A;+,1L2>P&ZZF#5&Y]29Z2K)51CZJ^A:OA)J6 MEE.']IH&=1YJVO9,:V!9;44-:BM :3Z4%D!I(8JF:ZYQ*FRS55&7KH+PV7HV M>L,+V:XKJ-=0T[2Z2$?[JH+:"%":#Z4%4%]J(HNFJ:KP$VVPFO&?
SI"A'95/B M)H+%DKR;S5BUCK:]MGMH?:15?E!G 4ISH30/2O.AM !*"U$T7:6-56&;O0K= M^'^^Q*X7>,D=3Z>M.H3:#%":"Z5Y-4U;B[4'X\%XJ!=I'YHV@-)"%$V76&,D MV&8GX?O<6V).VEF#4&L!2O-
JVC=N]O"A20,H+431])MM&Q."?L.$B%)6#NZ> M)2B2>$MT;>HR [NJ"TISH32OICF:NAQG1US0G &4%J)HNK@:!X&:'81;P6/& MI@69"9Y5AFF4QY7JF0&D!E!:B:+KF&C>%FMV436W]\,C_MW$JU*>!TEPHS8/2?"@M@-)"
M%$V7=6/GT!_R;(@Y2V=E0BTO5*H('%Y(__ZC3*;HYO7%EU5 M+^OI-\W7[SQZ$XEYDAJ9,FUJ\16N](OJQ>2G//I>19M;E@T92) MLH'Z?,:Y?-XI$VQ>YG3Y#U!+ P04 " "QA6Y9VS["@5T# "0%@ #0 M 'AL+W-
T>6QE]'N].,@)$_YD)-;Y M=:Y6WKQ8"S7VDR;DV>?9X\N'DI'=_ M?G48/S/ N1\X12^/$+WH]7!A #'Q^#CQY[0QZ<%1TL\H8\+#?>':QZF6:DR= M8N3$06Z9&&W0<^57[;EMJAPM)MF'_MTF\)YJ"3S J94MFD"?TZ-
!EQFH$=R19+.*]B# !4JLAU(V5D40AB/-2,JJ%E MYY3S6[BT_,SVM#?9SKJ9:A%-4QNJFE;&=D!_5\UJ[\K&+]+U2O90]"]K/1QA M^K"IZ(VD&=N8_B9K#&#J(:Y.RI)O/W.V$#FU@S\ZX61$:IZW+"1[U-F@5.8Z
M0*7O/5"IV'PW\EN2\HYN5%U.FPSWW.^@YW\[SPLJJ"1\U[2N_;<\RR]V' U> MR[*YJAP:=GJLGA?>NLG++IB,NV"R$S4Y[(+)I ,F!Z]VU3S>9-2)B0R[8++_ M)DT&U3/ESH/KWF-
K$_7@]6#L_X"7#=XF]69KQA4356_)TI2*)T^O6EZ1F7[= MWM/7YZ-8!R+N1' L#R8 XQC65B>_VD\0W0\%L.\#9W(M$.4,48YEN9"I^6)YW)Q$?]PC39(HBF-L1]=3IX,I-F]Q#']N-*8%4Q;]@.QI$DP1"H17>-QC$R.S%\W>N#
[9(H2A(W IC;011A".Q&',$< M@ <,B2)S'SRX'P7U?2IH_P<]^0-02P,$% @ L85N69>*NQS $P(M L !?3T\$MP>:4#M.*2VBZD8_1!2:5K5N %(MB6/:(7->=I3W;+T]!;X"O.DQQ0FE(M2S,.\,W2?S+W\PPU1>5*(Y5;&GC3Y?
YVX$G1H2)8%II%R=.B':5_'V]/YQ/)J[R%\K29T M.IU/:BYU]O;-::X;.XD;QHO22Z.A,W1\D^+!_3T>FN1>.KF12OI?RZS]KD1& M:JEE+7^+:IE-,^+VYN&CL?*WT9ZK=6F-4LLL/Q[X)]R7Y9/N=8"\Y1O7]GB^ M^'EQ&-*_%,CL-
(1>Z(M?: MPR*1E3Y.!6/#E<*I5]7QJCW@1FMHSR40< M@9P/"_D9HB/)R4MR)5QIY2$,(&9+WC5.:N$BR 4"N4@ 20%RW=0UM[\"X%KN MM(3?<^TCR#,$\BP!) /(%0A"[\+)R85S$)TCOM<(W^L$? 7P790_&CAY.R".
MWE,L?$\3P,W:O^$FWL\<=J$M8](]>P?.! 'F-B5LD' MUDJ+N0#,2U/7TH?1CG#=AATO.X+&O)(/+)86\ZR]B3=._&A"2G%]'V!C0DPJ M^459%ODPEJXD47]F!%S2CZP5**P!S=R:9JPQ3MR WHI92=> MYYA5\A1:Z8O8'4'GF%?
R%&+Y9\PFSR$5CS$QL^0IU/(X=+>$2K@7,27FESR% M8/K"96?/*:8:FD(U?1E/%Q.3#TTAG]X[*,X>*?I(DT(^O9A%C(G)AZ:03R_F M+,;$#$0'-A"..8\Q,0G1@26$8RYB3$Q"=%0)G<68F(3HB!*ZGV3#$)T=&>
M;]J^&!.S$$UAH3[,=1D763 +L106>JITV&\NE8L+5@RS$$MAH4>8T+II;+GG M3L28F(58"@L]6 MS#CU8)B%6 H+G4H;?^_P6_'3-
US%V3O#+,126*@W>^]L.F8AEL)"O9B=3<%H+34XO("NQE5I4G^$4#OI+KLH;2\+'L4!:S$)Q8MLH=0E]7_0GPZO3 M^\S3N]BW?P!02P,$% @ L85N64<<8+FD 0 FQH !H
!X;"]?/L@*.!8*=*@/96UMCS^"^N3M9Y]A:I,A_H<]XXS[$%+16Y7M+J1YX2[5\W1T]X/T;Y.+WG(S M+]KE1@J7.T@A2/,'&019_B /03Y_T!""AOF#1A TRA\TAJ!Q_J_)!$WR!TTA M:)H_2 8HXX @J8,U@=:"7
N!UX)@"X'8@F0+@=F": N!VH)L"X';@G +@=R" M= N!W8)X"X'>BGHK@=Z*>BN!WMKYV";06U%O)=!;46\ET%M1;R706U%O)=!; M46\ET%M1;R706U%O)=#;4&\CT-M0;R/0VU!O(]#;.ILE!'H;ZFT$>AOJ;01Z
M&^IM!'H;ZFT$>AOJ;01Z&^IM!'I[U-L3Z.U1;T^@MT>]/8'>'O7V!'K[SF;W M._6.Z5]%^.QYK/'Y[Z0ZW>X-S\??EX^3G;?WCK.#?U&+7U!+ P04 " "Q MA6Y9+M+XP*X! #*&@ $P %M#;VYT96YT7U1Y<&5S72YX;6S-F60U_
338D(HDMVU!X^SKA1VI%HR(J=2ZQ$N_.C+W2 M=\GT;6?(#;9UU;A95'AO'AAS:4&U-Z&SZ[4S2RR5+EH\+@O;+UFD3*F*E/EPS[;--DW ME]'!(0Z=78TK2N.&H2!B9QW:G9\-#GVO&[*VS&BP4-:_J#I4L6W%G-]5Y.)^
MB3,9=9Z7*64Z7=>A)7;&DLI<0>3K*MZ+#ON=?;AAVC_YU?Z=3)]AJ%Q8;5R8 MF*7+[8XC:;M')@B1]67_$4^.0?KJ\U$[[8RR7WJ'Z_W0=M7-P[%NN?Z.O\[X MI']A#@&20X+D2$!RW(#DF(#DN 7)
<0>2XQXD!Q^C!$$A*D=!*D=A*D>!*D>A M*D?!*D?A*DE7>-:E&PO=&AE;64O=&AE;64Q+GAM;%!+ 0(4 Q0 (+&%;EE$ M2$+V_ 4 .T? 8 " @0T(!X;"]W;W)K&PO=V]R:W-H965T&UL4$L! A0#% @ ML85N6&PO=V]R M:W-
H965T&UL4$L! A0#% @ L85N66Y3?'>L"P 8$0 M !@ ("!FH$ 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ L85N61U_^W#7"0 SA@ !@ ("! MR\0 'AL+W=O&UL4$L! A0#% @ L85N61-(A6\]#0 6B0 !D M ("!,NL
'AL+W=O&PO=V]R:W-H M965T&UL4$L! M A0#% @ L85N6>T,FQ'T"@ %!T !D ("!0!X! 'AL M+W=O$GG\" M !U!P &0 @(%K*0$ >&PO=V]R:W-H965T 0 9 " M@2$L 0!X;"]W;W)K&UL4$L! A0#% @ L85N M6:5]F?S]!0 :A !D
("!/7L! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ L85N6>@FF.]R" L18 M !D ("!+(L! 'AL+W=O>Y< $ &&P &0 @('5DP$ M>&PO=V]R:W-H965T&UL4$L! A0#% @ L85N63NIV@@D! XA, !D M ("!6;&PO=V]R:W-
H965T M&UL4$L! A0# M% @ L85N6:KG)"P=!@ R#, !D ("!+,(! 'AL+W=O M&PO=V]R:W-H965T&UL4$L! A0#% @ L85N60LD M+D/M! M1L !D ("!A=,! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ L85N61W,(1+E @
R@< !D M ("!7O\! 'AL+W=O&PO M=V]R:W-H965T&UL4$L! A0#% @ L85N6?-;Q&SQ!@ E"0 !D ("! M>0D" 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% M @ L85N67%O*Y!S(3SP" !D ("!A!L" 'AL+W=O&PO=V]R:W-
H965T&UL4$L! A0#% @ L85N68PJ9K^&!P V$D !D M ("!*!L" 'AL+W=O&PO M / " 5:' @!X;"]W;W)K8F]O:RYX;6Q02P$"% ,4 M" "QA6Y91QQ@N:0! ";&@ &@ @ %-BP(>&PO7W)E;',O M=V]R:V)O;VLN>&UL+G)E;',O-02P$"%
,4 " "QA6Y9+M+XP*X! #*&@ $P @ $IC0(6T-O;G1E;G1?5'EP97-=+GAM;%!+!08 .- T ",. (CP(! end XML 62 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 63 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 65 FilingSummary.xml IDEA: XBRL DOCUMENT 3.24.3 html6373321true1390false8 falsefalseR1.htm000 - Document - Document And Entity InformationSheethttp://www.superleague.com/20240930/role/statement-document-and-entity-informationDocument And Entity InformationCover1 falsefalseR2.htm001 - Statement - Condensed Consolidated Balance Sheets (Current Period Unaudited)Sheethttp://www.superleague.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unauditedCondensed Consolidated Balance Sheets (Current Period Unaudited)Statements2 falsefalseR3.htm002 - Statement - Condensed Consolidated Balance Sheets (Current Period Unaudited) (Parentheticals)Sheethttp://www.superleague.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited-parentheticalsCondensed Consolidated Balance Sheets (Current Period Unaudited) (Parentheticals)Statements3 falsefalseR4.htm003 - Statement - Condensed Consolidated Statements of Operations (Unaudited)Sheethttp://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-operations-unauditedCondensed Consolidated Statements of Operations (Unaudited)Statements4 falsefalseR5.htm004 - Statement - Condensed Consolidated Statements of Stockholders' Equity (Unaudited)Sheethttp://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-stockholders-equity-unauditedCondensed Consolidated Statements of Stockholders' Equity (Unaudited)Statements5 falsefalseR6.htm005 - Statement - Condensed Consolidated Statements of Cash Flows (Unaudited)Sheethttp://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unauditedCondensed Consolidated Statements of Cash Flows (Unaudited)Statements6 falsefalseR7.htm006 - Disclosure - Note 1 - Description of BusinessSheethttp://www.superleague.com/20240930/role/statement-note-1-description-of-business-Note 1 - Description of BusinessNotes7 falsefalseR8.htm007 - Disclosure - Note 2 - Summary of Significant Accounting PoliciesSheethttp://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policiesNote 2 - Summary of Significant Accounting PoliciesNotes8 falsefalseR9.htm008 - Disclosure - Note 3 - Intangible AssetsSheethttp://www.superleague.com/20240930/role/statement-note-3-intangible-assets-Note 3 - Intangible AssetsNotes9 falsefalseR10.htm009 - Disclosure - Note 4 - AcquisitionsSheethttp://www.superleague.com/20240930/role/statement-note-4-acquisitionsNote 4 - AcquisitionsNotes10 falsefalseR11.htm010 - Disclosure - Note 5 - DebtSheethttp://www.superleague.com/20240930/role/statement-note-5-debtNote 5 - DebtNotes11 falsefalseR12.htm011 - Disclosure - Note 6 - Stockholders' Equity and Equity-linked InstrumentsSheethttp://www.superleague.com/20240930/role/statement-note-6-stockholders-equity-and-equitylinked-instrumentsNote 6 - Stockholders' Equity and Equity-linked InstrumentsNotes12 falsefalseR13.htm012 - Disclosure - Note 7 - Commitments and ContingenciesSheethttp://www.superleague.com/20240930/role/statement-note-7-commitments-and-contingenciesNote 7 - Commitments and ContingenciesNotes13 falsefalseR14.htm013 - Disclosure - Note 8 - Subsequent EventsSheethttp://www.superleague.com/20240930/role/statement-note-8-subsequent-eventsNote 8 - Subsequent EventsNotes14 falsefalseR15.htm995445 - Disclosure - Insider Trading ArrangementsSheethttp://xbrl.sec.gov/ecd/role/InsiderTradingArrangementsInsider Trading ArrangementsNotes15 falsefalseR16.htm995459 - Disclosure - Significant Accounting Policies (Policies)Sheethttp://www.superleague.com/20240930/role/statement-significant-accounting-policies-policiesSignificant Accounting Policies (Policies)Policieshttp://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies16 falsefalseR17.htm995460 - Disclosure - Note 2 - Summary of Significant Accounting Policies (Tables)Sheethttp://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-tablesNote 2 - Summary of Significant Accounting Policies (Tables)Tableshttp://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies17 falsefalseR18.htm995461 - Disclosure - Note 3 - Intangible Assets (Tables)Sheethttp://www.superleague.com/20240930/role/statement-note-3-intangible-assets-tablesNote 3 - Intangible Assets (Tables)Tableshttp://www.superleague.com/20240930/role/statement-note-3-intangible-assets-18 falsefalseR19.htm995462 - Disclosure - Note 4 - Acquisitions (Tables)Sheethttp://www.superleague.com/20240930/role/statement-note-4-acquisitions-tablesNote 4 - Acquisitions (Tables)Tableshttp://www.superleague.com/20240930/role/statement-note-4-acquisitions19 falsefalseR20.htm995463 - Disclosure - Note 6 - Stockholders' Equity and Equity-linked Instruments (Tables)Sheethttp://www.superleague.com/20240930/role/statement-note-6-stockholders-equity-and-equitylinked-instruments-tablesNote 6 - Stockholders' Equity and Equity-linked Instruments (Tables)Tableshttp://www.superleague.com/20240930/role/statement-note-6-stockholders-equity-and-equitylinked-instruments20 falsefalseR21.htm995464 - Disclosure - Note 1 - Description of Business (Details Textual)Sheethttp://www.superleague.com/20240930/role/statement-note-1-description-of-business-details-textualNote 1 - Description of Business (Details Textual)Detailshttp://www.superleague.com/20240930/role/statement-note-1-description-of-business-21 falsefalseR22.htm995465 - Disclosure - Note 2 - Summary of Significant Accounting Policies (Details Textual)Sheethttp://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-details-textualNote 2 - Summary of Significant Accounting Policies (Details Textual)Detailshttp://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-tables22 falsefalseR23.htm995466 - Disclosure - Note 2 - Summary of Significant Accounting Policies - Disaggregation of Revenue (Details)Sheethttp://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-disaggregation-of-revenue-detailsNote 2 - Summary of Significant Accounting Policies - Disaggregation of Revenue (Details)Details23 falsefalseR24.htm995467 - Disclosure - Note 2 - Summary of Significant Accounting Policies - Summary of Contract Liabilities (Details)Sheethttp://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-summary-of-contract-liabilities-detailsNote 2 - 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Summary of Significant Accounting Policies - Schedule of Earnings Per Share (Details)Details27 falsefalseR28.htm995471 - Disclosure - Note 3 - Intangible Assets (Details Textual)Sheethttp://www.superleague.com/20240930/role/statement-note-3-intangible-assets-details-textualNote 3 - Intangible Assets (Details Textual)Detailshttp://www.superleague.com/20240930/role/statement-note-3-intangible-assets-tables28 falsefalseR29.htm995472 - Disclosure - Note 3 - Intangible Assets - Intangible and Other Assets (Details)Sheethttp://www.superleague.com/20240930/role/statement-note-3-intangible-assets-intangible-and-other-assets-detailsNote 3 - Intangible Assets - Intangible and Other Assets (Details)Details29 falsefalseR30.htm995473 - Disclosure - Note 3 - Intangible Assets - Schedule of Intangible Assets Future Amortization Expenses (Details)Sheethttp://www.superleague.com/20240930/role/statement-note-3-intangible-assets-schedule-of-intangible-assets-future-amortization-expenses-detailsNote 3 - Intangible Assets - Schedule of Intangible Assets Future Amortization Expenses (Details)Details30 falsefalseR31.htm995474 - Disclosure - Note 4 - Acquisitions (Details Textual)Sheethttp://www.superleague.com/20240930/role/statement-note-4-acquisitions-details-textualNote 4 - Acquisitions (Details Textual)Detailshttp://www.superleague.com/20240930/role/statement-note-4-acquisitions-tables31 falsefalseR32.htm995475 - Disclosure - Note 4 - Acquisition - Purchase Price Allocation (Details)Sheethttp://www.superleague.com/20240930/role/statement-note-4-acquisition-purchase-price-allocation-detailsNote 4 - Acquisition - Purchase Price Allocation (Details)Details32 falsefalseR33.htm995476 - Disclosure - Note 4 - Acquisitions - Schedule of Assets Acquired and Liabilities Assumed (Details)Sheethttp://www.superleague.com/20240930/role/statement-note-4-acquisitions-schedule-of-assets-acquired-and-liabilities-assumed-detailsNote 4 - Acquisitions - Schedule of Assets Acquired and Liabilities Assumed (Details)Details33 falsefalseR34.htm995477 - Disclosure - Note 4 - Acquisitions - Schedule of Acquired Intangible Assets (Details)Sheethttp://www.superleague.com/20240930/role/statement-note-4-acquisitions-schedule-of-acquired-intangible-assets-detailsNote 4 - Acquisitions - Schedule of Acquired Intangible Assets (Details)Details34 falsefalseR35.htm995478 - Disclosure - Note 4 - Acquisitions - Schedule of Contingent Consideration (Details)Sheethttp://www.superleague.com/20240930/role/statement-note-4-acquisitions-schedule-of-contingent-consideration-detailsNote 4 - Acquisitions - Schedule of Contingent Consideration (Details)Details35 falsefalseR36.htm995479 - Disclosure - Note 4 - Acquisitions - Schedule of Pro Forma Information (Details)Sheethttp://www.superleague.com/20240930/role/statement-note-4-acquisitions-schedule-of-pro-forma-information-detailsNote 4 - Acquisitions - Schedule of Pro Forma Information (Details)Details36 falsefalseR37.htm995480 - Disclosure - Note 5 - Debt (Details Textual)Sheethttp://www.superleague.com/20240930/role/statement-note-5-debt-details-textualNote 5 - Debt (Details Textual)Detailshttp://www.superleague.com/20240930/role/statement-note-5-debt37 falsefalseR38.htm995481 - Disclosure - Note 6 - Stockholders' Equity and Equity-linked Instruments (Details Textual)Sheethttp://www.superleague.com/20240930/role/statement-note-6-stockholders-equity-and-equitylinked-instruments-details-textualNote 6 - Stockholders' Equity and Equity-linked Instruments (Details Textual)Detailshttp://www.superleague.com/20240930/role/statement-note-6-stockholders-equity-and-equitylinked-instruments-tables38 falsefalseR39.htm995482 - Disclosure - Note 6 - Stockholders' Equity and Equity-linked Instruments - Schedule of Preferred Stock (Details)Sheethttp://www.superleague.com/20240930/role/statement-note-6-stockholders-equity-and-equitylinked-instruments-schedule-of-preferred-stock-detailsNote 6 - Stockholders' Equity and Equity-linked**

Instruments - Schedule of Preferred Stock (Details)Details39 falsefalseR40.htm995483 - Disclosure - Note 6 - Stockholders' Equity and Equity-linked Instruments - Schedule of Warrant Activity (Details)Sheethttp://www.superleague.com/20240930/role/statement-note-6-stockholders-equity-and-equitylinked-instruments-schedule-of-warrant-activity-detailsNote 6 - Stockholders' Equity and Equity-linked Instruments - Schedule of Warrant Activity (Details)Details40 falsefalseR41.htm995484 - Disclosure - Note 7 - Stockholders' Equity and Equity-linked Instruments - Warrant Assumptions (Details)Sheethttp://www.superleague.com/20240930/role/statement-note-7-stockholders-equity-and-equitylinked-instruments-warrant-assumptions-detailsNote 7 - Stockholders' Equity and Equity-linked Instruments - Warrant Assumptions (Details)Details41 falsefalseR42.htm995485 - Disclosure - Note 6 - Stockholders' Equity and Equity Linked Instruments - Schedule of Dividends (Details)Sheethttp://www.superleague.com/20240930/role/statement-note-6-stockholders-equity-and-equity-linked-instruments-schedule-of-dividends-detailsNote 6 - 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Includes, but is not limited to, additional paid-in capital (APIC) for common and preferred stock." } } }, "auth_ref": ["r97", "r657", "r846"] }, "us-gaap_AdditionalPaidInCapitalMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapitalMember", "presentation": ["http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-stockholders-equity-unaudited"], "lang": { "en-us": { "role": { "label": "Additional Paid-in Capital [Member]", "documentation": "Excess of issue price over par or stated value of the entity's capital stock and amounts received from other transactions involving the entity's stock or stockholders." } } }, "auth_ref": ["r521", "r707", "r708", "r709", "r711", "r791", "r847"] }, "slgg_AdjustmentsToAdditionalPaidInCapitalAdditionalInvestmentRights": { "xbrltype": "monetaryItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "AdjustmentsToAdditionalPaidInCapitalAdditionalInvestmentRights", "crdr": "credit", "presentation": ["http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-stockholders-equity-unaudited"], "lang": { "en-us": { "role": { "label": "Series AA Preferred additional investment rights", "documentation": "Amount of increase in additional paid in capital (APIC) resulting from additional investment rights." } } }, "auth_ref": [] }, "us-gaap_AdjustmentsToAdditionalPaidInCapitalDividendsInExcessOfRetainedEarnings": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdjustmentsToAdditionalPaidInCapitalDividendsInExcessOfRetainedEarnings", "crdr": "debit", "presentation": ["http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-stockholders-equity-unaudited"], "lang": { "en-us": { "role": { "label": "Deemed dividend on Series AA Preferred Stock", "documentation": "Amount of decrease in additional paid in capital (APIC) resulting from dividends legally declared (or paid) in excess of retained earnings balance." } } }, "auth_ref": ["r17", "r126"] }, "us-gaap_AdjustmentsToAdditionalPaidInCapitalStockIssuedIssuanceCosts": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdjustmentsToAdditionalPaidInCapitalStockIssuedIssuanceCosts", "crdr": "debit", "presentation": ["http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-stockholders-equity-unaudited"], "lang": { "en-us": { "role": { "label": "Series AAA Junior preferred stock noncash issuance costs \u2013 incremental fair value in connection with modifications to certain existing AIRs", "documentation": "Amount of decrease in additional paid in capital (APIC) resulting from direct costs associated with issuing stock. Includes, but is not limited to, legal and accounting fees and direct costs associated with stock issues under a shelf registration." } } }, "auth_ref": ["r17", "r126"] }, "us-gaap_AdjustmentsToAdditionalPaidInCapitalWarrantIssued": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdjustmentsToAdditionalPaidInCapitalWarrantIssued", "crdr": "credit", "presentation": ["http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-stockholders-equity-unaudited"], "lang": { "en-us": { "role": { "label": "us-gaap_AdjustmentsToAdditionalPaidInCapitalWarrantIssued", "negatedLabel": "Common stock purchase warrants issued \u2013 Series AAA-3 and Series AAA-4 Junior preferred stock", "documentation": "Amount of increase in additional paid in capital (APIC) resulting from the issuance of warrants. Includes allocation of proceeds of debt securities issued with detachable stock purchase warrants." } } }, "auth_ref": ["r17", "r47", "r126"] }, "us-gaap_AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract", "presentation": ["http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited"], "lang": { "en-us": { "role": { "label": "Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract]" } } }, "auth_ref": [] }, "slgg_AdvertisingAndSponsorshipsMember": { "xbrltype": "domainItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "AdvertisingAndSponsorshipsMember", "presentation": ["http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies", "http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-disaggregation-of-revenue-details", "http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-schedule-of-concentration-risks-details"], "lang": { "en-us": { "role": { "label": "Advertising and Sponsorships [Member]", "documentation": "Represents information related to advertising and sponsorships." } } }, "auth_ref": [] }, "us-gaap_AdvertisingCostsPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdvertisingCostsPolicyTextBlock", "presentation": ["http://www.superleague.com/20240930/role/statement-significant-accounting-policies-policies"], "lang": { "en-us": { "role": { "label": "Advertising Cost [Policy Text Block]", "documentation": "Disclosure of accounting policy for advertising cost." } } }, "auth_ref": ["r159"] }, "us-gaap_AdvertisingExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdvertisingExpense", "crdr": "debit", "presentation": ["http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_AdvertisingExpense", "terseLabel": "Advertising Expense", "documentation": "Amount charged to advertising expense for the period, which are expenses incurred with the objective of increasing revenue for a specified brand, product or product line." } } }, "auth_ref": ["r399", "r640"] }, "slgg_AgileLoanAgreementMember": { "xbrltype": "domainItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "AgileLoanAgreementMember", "presentation": ["http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies", "http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-details-textual", "http://www.superleague.com/20240930/role/statement-note-8-subsequent-events", "http://www.superleague.com/20240930/role/statement-note-8-subsequent-events-details-textual"], "lang": { "en-us": { "role": { "label": "Agile Loan Agreement [Member]", "documentation": "In reference to the Agile Loan Agreement." } } }, "auth_ref": [] }, "slgg_AllRevenuesMember": { "xbrltype": "domainItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "AllRevenuesMember", "presentation": ["http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies", "http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-schedule-of-concentration-risks-details"], "lang": { "en-us": { "role": { "label": "All Revenues [Member]", "documentation": "Represents all the revenues." } } }, "auth_ref": [] }, "us-gaap_AllocatedShareBasedCompensationExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AllocatedShareBasedCompensationExpense", "crdr": "debit", "presentation": ["http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-details-textual", "http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-noncash-stockbased-compensation-expense-details"], "lang": { "en-us": { "role": { "label": "us-gaap_AllocatedShareBasedCompensationExpense", "terseLabel": "Share-Based Payment Arrangement, Expense", "documentation": "Amount of expense for award under share-based payment arrangement. Excludes amount capitalized." } } }, "auth_ref": ["r395", "r397"] }, "us-gaap_AllowanceForDoubtfulAccountsReceivableCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AllowanceForDoubtfulAccountsReceivableCurrent", "crdr": "credit", "presentation": ["http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_AllowanceForDoubtfulAccountsReceivableCurrent", "terseLabel": "Accounts Receivable, Allowance for Credit Loss, Current", "documentation": "Amount of allowance for credit loss on accounts receivable, classified as current." } } }, "auth_ref": ["r182", "r254", "r258"] }, "dei_AmendmentFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "AmendmentFlag", "presentation": ["http://www.superleague.com/20240930/role/statement-document-and-entity-information"], "lang": { "en-us": { "role": { "label": "Amendment Flag", "documentation": "Boolean flag that is true when the XBRL content amends previously-filed or accepted submission." } } }, "auth_ref": [] }, "slgg_AmortizationOfConvertibleNotesDiscount": { "xbrltype": "monetaryItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "AmortizationOfConvertibleNotesDiscount", "crdr": "debit", "calculation": { "http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited"], "lang": { "en-us": { "role": { "label": "Amortization of convertible notes discount", "documentation": "Amortization of convertible notes discount." } } }, "auth_ref": [] }, "us-gaap_AmortizationOfDebtDiscountPremium": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AmortizationOfDebtDiscountPremium", "crdr": "debit", "presentation": ["http://www.superleague.com/20240930/role/statement-note-5-debt-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_AmortizationOfDebtDiscountPremium", "terseLabel": "Amortization of Debt Discount (Premium)", "documentation": "Amount of noncash expense included in interest expense to amortize debt discount and premium associated with the related debt instruments. Excludes amortization of financing costs. Alternate captions include noncash interest expense." } } }, "auth_ref": ["r10", "r108", "r327", "r800"] }, "us-gaap_AmortizationOfIntangibleAssets": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AmortizationOfIntangibleAssets", "crdr": "debit", "presentation": ["http://www.superleague.com/20240930/role/statement-note-3-intangible-assets-details-textual", "http://www.superleague.com/20240930/role/statement-note-4-acquisitions-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_AmortizationOfIntangibleAssets", "terseLabel": "Amortization of Intangible Assets", "documentation": "The aggregate expense charged against earnings to allocate the cost of intangible assets (nonphysical assets not used in production) in a systematic and rational manner to the periods expected to benefit from such assets. As a noncash expense, this element is added back to net income when calculating cash provided by or used in operations using the indirect method." } } }, "auth_ref": ["r10", "r265", "r272", "r626"] }, "slgg_AnimeBattlegroundsXMember": { "xbrltype": "domainItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "AnimeBattlegroundsXMember", "presentation": ["http://www.superleague.com/20240930/role/statement-note-3-intangible-assets-", "http://www.superleague.com/20240930/role/statement-note-3-intangible-assets-intangible-and-other-assets-details"], "lang": { "en-us": { "role": { "label": "Anime Battlegrounds X [member]", "documentation": "Represents information pertaining to Anime Battlegrounds X." } } }, "auth_ref": [] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount", 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"documentation": "Incremental common shares attributable to securities that were not included in diluted earnings per share (EPS) because to do so would increase EPS amounts or decrease loss per share amounts for the period presented." } } }, "auth_ref": ["r36"] }, "us-gaap_ArrangementsAndNonarrangementTransactionsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ArrangementsAndNonarrangementTransactionsMember", "presentation": ["http://www.superleague.com/20240930/role/statement-note-1-description-of-business-", "http://www.superleague.com/20240930/role/statement-note-1-description-of-business-details-textual", "http://www.superleague.com/20240930/role/statement-note-8-subsequent-events", "http://www.superleague.com/20240930/role/statement-note-8-subsequent-events-details-textual"], "lang": { "en-us": { "role": { "label": "Collaborative Arrangement and Arrangement Other than Collaborative [Domain]", "documentation": "Collaborative arrangement and arrangement other than collaborative applicable to revenue-generating activity or operations." } } }, "auth_ref": ["r427"] }, "us-gaap_Assets": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Assets", "crdr": "debit", "calculation": { "http://www.superleague.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.superleague.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited"], "lang": { "en-us": { "role": { "label": "us-gaap_Assets", "totalLabel": "Total assets", "documentation": "Amount of asset recognized for present right to economic benefit." } } }, "auth_ref": ["r141", "r153", "r178", "r197", "r229", "r233", "r247", "r248", "r255", "r296", "r297", "r298", "r299", "r300", "r301", "r302", "r303", "r304", "r428", "r430", "r448", "r484", "r555", "r620", "r621", "r657", "r675", "r755", "r756", "r802"] }, "us-gaap_AssetsCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AssetsCurrent", "crdr": "debit", "calculation": { "http://www.superleague.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited": { "parentTag": "us-gaap_Assets", "weight": 1.0, "order": 0.0 } }, "presentation": ["http://www.superleague.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited"], "lang": { "en-us": { "role": { "label": "us-gaap_AssetsCurrent", "totalLabel": "Total current assets", "documentation": "Amount of asset recognized for present right to economic benefit, classified as current." } } }, "auth_ref": ["r172", "r183", "r197", "r255", "r296", "r297", "r298", "r299", "r300", "r301", "r302", "r303", "r304", "r428", "r430", "r448", "r657", "r755", "r756", "r802"] }, "us-gaap_AwardTypeAxis": { "xbrltype": "stringItemType", "nsuri": 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"lang": { "en-us": { "role": { "label": "Bannerfy Acquisition [Member]", "documentation": "Represents information related to Bannerfy acquisition." } } }, "auth_ref": [] }, "us-gaap_BasisOfAccountingPolicyPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BasisOfAccountingPolicyPolicyTextBlock", "presentation": ["http://www.superleague.com/20240930/role/statement-significant-accounting-policies-policies"], "lang": { "en-us": { "role": { "label": "Basis of Accounting, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for basis of accounting, or basis of presentation, used to prepare the financial statements (for example, US Generally Accepted Accounting Principles, Other Comprehensive Basis of Accounting, IFRS)." } } }, "auth_ref": [] }, "us-gaap_BusinessAcquisitionAcquireeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BusinessAcquisitionAcquireeDomain", 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"http://www.superleague.com/20240930/role/statement-note-4-acquisitions-schedule-of-contingent-consideration-details", "http://www.superleague.com/20240930/role/statement-note-4-acquisitions-schedule-of-pro-forma-information-details"], "lang": { "en-us": { "role": { "label": "Business Acquisition, Acquiree [Domain]", "documentation": "Identification of the acquiree in a material business combination (or series of individually immaterial business combinations), which may include the name or other type of identification of the acquiree." } } }, "auth_ref": ["r266", "r267", "r268", "r269", "r270", "r419", "r636", "r637"] }, "us-gaap_BusinessAcquisitionAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BusinessAcquisitionAxis", "presentation": ["http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited", "http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-stockholders-equity-unaudited", "http://www.superleague.com/20240930/role/statement-note-3-intangible-assets-", "http://www.superleague.com/20240930/role/statement-note-3-intangible-assets-details-textual", "http://www.superleague.com/20240930/role/statement-note-4-acquisition-purchase-price-allocation-details", "http://www.superleague.com/20240930/role/statement-note-4-acquisitions", "http://www.superleague.com/20240930/role/statement-note-4-acquisitions-details-textual", "http://www.superleague.com/20240930/role/statement-note-4-acquisitions-schedule-of-acquired-intangible-assets-details", "http://www.superleague.com/20240930/role/statement-note-4-acquisitions-schedule-of-assets-acquired-and-liabilities-assumed-details", "http://www.superleague.com/20240930/role/statement-note-4-acquisitions-schedule-of-contingent-consideration-details", "http://www.superleague.com/20240930/role/statement-note-4-acquisitions-schedule-of-pro-forma-information-details"], "lang": { "en-us": { "role": { "label": "Business Acquisition [Axis]", "documentation": "Information by business combination or series of individually immaterial business combinations." } } }, "auth_ref": ["r60", "r61", "r266", "r267", "r268", "r269", "r270", "r419", "r636", "r637"] }, "us-gaap_BusinessAcquisitionCostOfAcquiredEntityTransactionCosts": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BusinessAcquisitionCostOfAcquiredEntityTransactionCosts", "crdr": "debit", "presentation": ["http://www.superleague.com/20240930/role/statement-note-4-acquisitions-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_BusinessAcquisitionCostOfAcquiredEntityTransactionCosts", "terseLabel": "Business Acquisition, Transaction Costs", "documentation": "Amount of direct costs of the business combination including legal, accounting, and other costs incurred to consummate the business acquisition." } } }, "auth_ref": [] }, "us-gaap_BusinessAcquisitionEquityInterestsIssuedOrIssuableNumberOfSharesIssued": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BusinessAcquisitionEquityInterestsIssuedOrIssuableNumberOfSharesIssued", "presentation": ["http://www.superleague.com/20240930/role/statement-note-4-acquisition-purchase-price-allocation-details", "http://www.superleague.com/20240930/role/statement-note-4-acquisitions-details-textual"], "lang": { "en-us": { "role": { "label": "Equity consideration at closing \u2013 shares of common stock (in shares)", "terseLabel": "Business Acquisition, Equity Interest Issued or Issuable, Number of Shares", "documentation": "Number of shares of equity interests issued or issuable to acquire entity." } } }, "auth_ref": ["r138"] }, "us-gaap_BusinessAcquisitionProFormaInformationTextBlock": { "xbrltype": "textBlockItemType", "nsuri": 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share on the Melon Closing Date (in dollars per share)", "terseLabel": "Business Acquisition, Share Price", "documentation": "Price of a single share of a number of saleable stocks paid or offered to be paid in a business combination." } } }, "auth_ref": [] }, "us-gaap_BusinessAcquisitionsProFormaNetIncomeLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BusinessAcquisitionsProFormaNetIncomeLoss", "crdr": "credit", "presentation": ["http://www.superleague.com/20240930/role/statement-note-4-acquisitions-schedule-of-pro-forma-information-details"], "lang": { "en-us": { "role": { "label": "us-gaap_BusinessAcquisitionsProFormaNetIncomeLoss", "terseLabel": "Net Loss", "documentation": "The pro forma net Income or Loss for the period as if the business combination or combinations had been completed at the beginning of a period." } } }, "auth_ref": ["r417", "r418"] }, "us-gaap_BusinessAcquisitionsProFormaRevenue": { "xbrltype": "monetaryItemType", 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"Amount of consideration transferred, consisting of acquisition-date fair value of assets transferred by the acquirer, liabilities incurred by the acquirer, and equity interest issued by the acquirer." } } }, "auth_ref": ["r3", "r4", "r16"] }, "us-gaap_BusinessCombinationConsiderationTransferredEquityInterestsIssuedAndIssuable": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BusinessCombinationConsiderationTransferredEquityInterestsIssuedAndIssuable", "crdr": "credit", "presentation": ["http://www.superleague.com/20240930/role/statement-note-4-acquisition-purchase-price-allocation-details"], "lang": { "en-us": { "role": { "label": "Fair value of equity consideration issued at closing", "documentation": "Amount of equity interests of the acquirer, including instruments or interests issued or issuable in consideration for the business combination." } } }, "auth_ref": ["r3", "r4"] }, 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current amount of contingent consideration accrued in the period." } } }, "auth_ref": [] }, "us-gaap_BusinessCombinationContingentConsiderationArrangementsChangeInAmountOfContingentConsiderationLiability1": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BusinessCombinationContingentConsiderationArrangementsChangeInAmountOfContingentConsiderationLiability1", "crdr": "debit", "calculation": { "http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited", "http://www.superleague.com/20240930/role/statement-note-4-acquisitions-schedule-of-contingent-consideration-details"], "lang": { "en-us": { "role": { "label": "Change in fair value of contingent consideration", "documentation": "Amount of increase (decrease) in the value of a contingent consideration liability, including, but not limited to, differences arising upon settlement." } } }, "auth_ref": ["r424", "r701"] }, "slgg_BusinessCombinationContingentConsiderationArrangementsChangeInAmountOfFairValueOfContingentConsiderationLiability": { "xbrltype": "monetaryItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "BusinessCombinationContingentConsiderationArrangementsChangeInAmountOfFairValueOfContingentConsiderationLiability", "crdr": "debit", "presentation": ["http://www.superleague.com/20240930/role/statement-note-4-acquisitions-schedule-of-contingent-consideration-details"], "lang": { "en-us": { "role": { "label": "Change in fair value(3)", "documentation": "Amount of increase (decrease) in the fair value of a contingent consideration liability, including, but not limited to, differences arising upon settlement." } } }, "auth_ref": [] }, 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"http://www.superleague.com/20240930/role/statement-note-4-acquisitions-schedule-of-contingent-consideration-details"], "lang": { "en-us": { "role": { "label": "us-gaap_BusinessCombinationContingentConsiderationLiability", "terseLabel": "Business Combination, Contingent Consideration, Liability", "periodStartLabel": "Beginning balance", "periodEndLabel": "Accrued contingent consideration(1)", "documentation": "Amount of liability recognized arising from contingent consideration in a business combination." } } }, "auth_ref": ["r72", "r137", "r423", "r442", "r443", "r444"] }, "us-gaap_BusinessCombinationContingentConsiderationLiabilityCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BusinessCombinationContingentConsiderationLiabilityCurrent", "crdr": "credit", "calculation": { "http://www.superleague.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited": { "parentTag": "us-gaap_LiabilitiesCurrent", 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noncurrent", "documentation": "Amount of liability recognized arising from contingent consideration in a business combination, expected to be settled beyond one year or the normal operating cycle, if longer." } } }, "auth_ref": ["r72", "r137"] }, "slgg_BusinessCombinationContingentConsiderationPercentageReductionIfFounderNoLongerEmployee": { "xbrltype": "percentItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "BusinessCombinationContingentConsiderationPercentageReductionIfFounderNoLongerEmployee", "presentation": ["http://www.superleague.com/20240930/role/statement-note-4-acquisitions-details-textual"], "lang": { "en-us": { "role": { "label": "slgg_BusinessCombinationContingentConsiderationPercentageReductionIfFounderNoLongerEmployee", "terseLabel": "Business Combination, Contingent Consideration, Percentage Reduction if Founder No Longer Employee", "documentation": "The percent reduction in contingent consideration if a founder no longer is an employee in a 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The disclosure may include leverage buyout transactions (as applicable)." } } }, "auth_ref": ["r130", "r420"] }, "us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedCurrentAssets": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedCurrentAssets", "crdr": "debit", "calculation": { "http://www.superleague.com/20240930/role/statement-note-4-acquisitions-schedule-of-assets-acquired-and-liabilities-assumed-details": { "parentTag": "us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedNet", "weight": 1.0, "order": 0.0 } }, "presentation": ["http://www.superleague.com/20240930/role/statement-note-4-acquisitions-schedule-of-assets-acquired-and-liabilities-assumed-details"], "lang": { "en-us": { "role": { "label": "Accounts receivable and other assets", "documentation": "Amount of assets that are expected to be 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An entity that acquires another entity in a leveraged buyout transaction generally discloses the accounting policy followed by the acquiring entity in determining the basis used to value its interest in the acquired entity, and the rationale for that accounting policy." } } }, "auth_ref": ["r131", "r132", "r133", "r134"] }, "slgg_CapitalizedSoftwareDevelopmentCostsMember": { "xbrltype": "domainItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "CapitalizedSoftwareDevelopmentCostsMember", "presentation": ["http://www.superleague.com/20240930/role/statement-note-3-intangible-assets-", "http://www.superleague.com/20240930/role/statement-note-3-intangible-assets-intangible-and-other-assets-details"], "lang": { "en-us": { "role": { "label": "Capitalized Software Development Costs [Member]", "documentation": "Represents capitalized software development costs." } } }, "auth_ref": [] }, "us-gaap_CashAndCashEquivalentsAtCarryingValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsAtCarryingValue", "crdr": "debit", "calculation": { "http://www.superleague.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 0.0 } }, "presentation": ["http://www.superleague.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited", "http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-details-textual"], "lang": { "en-us": { "role": { "label": "Cash and cash equivalents", "terseLabel": "Cash and Cash Equivalents, at Carrying Value", "documentation": "Amount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation." } } }, "auth_ref": ["r29", "r174", "r608"] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsIncludingDisposalGroupAndDiscontinuedOperations": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsIncludingDisposalGroupAndDiscontinuedOperations", "crdr": "debit", "presentation": ["http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited"], "lang": { "en-us": { "role": { "label": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsIncludingDisposalGroupAndDiscontinuedOperations", "periodStartLabel": "Cash and Cash Equivalents - beginning of period", "periodEndLabel": "Cash and Cash Equivalents - end of period", "documentation": "Amount 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." } } }, "auth_ref": ["r29", "r112", "r193"] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "crdr": "debit", "calculation": { "http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited"], "lang": { "en-us": { "role": { "label": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "totalLabel": "(DECREASE) INCREASE IN CASH", "documentation": "Amount of increase (decrease) in cash, cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including effect from exchange rate change. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r5", "r112"] }, "slgg_CertainClaimsArisingFromAnInterpretationOfCertainRightsOfSPAMember": { "xbrltype": "domainItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "CertainClaimsArisingFromAnInterpretationOfCertainRightsOfSPAMember", "presentation": ["http://www.superleague.com/20240930/role/statement-note-7-commitments-and-contingencies", "http://www.superleague.com/20240930/role/statement-note-7-commitments-and-contingencies-details-textual"], "lang": { "en-us": { "role": { "label": "Certain Claims Arising From an Interpretation of Certain Rights of SPA [Member]", "documentation": "Represents certain claims arising from an interpretation of certain rights of SPA." } } }, "auth_ref": [] }, "dei_CityAreaCode": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CityAreaCode", "presentation": ["http://www.superleague.com/20240930/role/statement-document-and-entity-information"], "lang": { "en-us": { "role": { "label": "dei_CityAreaCode", "terseLabel": "City Area Code", "documentation": "Area code of city" } } }, "auth_ref": [] }, "us-gaap_ClassOfStockDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfStockDomain", "presentation": ["http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited", "http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-stockholders-equity-unaudited", "http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies", "http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-details-textual", "http://www.superleague.com/20240930/role/statement-note-6-stockholders-equity-and-equitylinked-instruments-schedule-of-dividends-details", "http://www.superleague.com/20240930/role/statement-note-6-stockholders-equity-and-equitylinked-instruments", "http://www.superleague.com/20240930/role/statement-note-6-stockholders-equity-and-equitylinked-instruments-details-textual", "http://www.superleague.com/20240930/role/statement-note-6-stockholders-equity-and-equitylinked-instruments-schedule-of-preferred-stock-details", "http://www.superleague.com/20240930/role/statement-note-7-commitments-and-contingencies", "http://www.superleague.com/20240930/role/statement-note-7-commitments-and-contingencies-details-textual"], "lang": { "en-us": { "role": { "label": "Class of Stock [Domain]", "documentation": "Share of stock differentiated by the voting rights the holder receives. Examples include, but are not limited to, common stock, redeemable preferred stock, nonredeemable preferred stock, and convertible stock." } } }, "auth_ref": ["r168", "r179", "r180", "r181", "r197", "r219", "r220", "r223", "r225", "r231", "r232", "r255", "r296", "r298", "r299", "r300", "r303", "r304", "r334", "r335", "r339", "r342", "r348", "r448", "r516", "r517", "r518", "r519", "r521", "r522", "r523", "r524", "r525", "r526", "r527", "r528", "r529", "r530", "r531", "r532", "r543", "r564", "r582", "r593", "r594", "r595", "r596", "r597", "r685", "r704", "r713"] }, "us-gaap_ClassOfWarrantOrRightAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfWarrantOrRightAxis", "presentation": ["http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-stockholders-equity-unaudited", "http://www.superleague.com/20240930/role/statement-note-6-stockholders-equity-and-equitylinked-instruments", "http://www.superleague.com/20240930/role/statement-note-6-stockholders-equity-and-equitylinked-instruments-details-textual", "http://www.superleague.com/20240930/role/statement-note-6-stockholders-equity-and-equitylinked-instruments-schedule-of-preferred-stock-details", "http://www.superleague.com/20240930/role/statement-note-6-stockholders-equity-and-equitylinked-instruments-schedule-of-warrant-activity-details", "http://www.superleague.com/20240930/role/statement-note-7-commitments-and-contingencies", "http://www.superleague.com/20240930/role/statement-note-7-commitments-and-contingencies-details-textual"], "lang": { "en-us": { "role": { "label": "Class of Warrant or Right [Axis]", "documentation": "Information by type of warrant or right issued." } } }, "auth_ref": ["r57"] }, "us-gaap_ClassOfWarrantOrRightDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfWarrantOrRightDomain", "presentation": ["http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-stockholders-equity-unaudited", "http://www.superleague.com/20240930/role/statement-note-6-stockholders-equity-and-equitylinked-instruments", "http://www.superleague.com/20240930/role/statement-note-6-stockholders-equity-and-equitylinked-instruments-details-textual", "http://www.superleague.com/20240930/role/statement-note-6-stockholders-equity-and-equitylinked-instruments-schedule-of-preferred-stock-details", "http://www.superleague.com/20240930/role/statement-note-6-stockholders-equity-and-equitylinked-instruments-schedule-of-warrant-activity-details", "http://www.superleague.com/20240930/role/statement-note-7-commitments-and-contingencies", "http://www.superleague.com/20240930/role/statement-note-7-commitments-and-contingencies-details-textual"], "lang": { "en-us": { "role": { "label": "Class of Warrant or Right [Domain]", "documentation": "Name of the class or type of warrant or right outstanding. Warrants and rights represent derivative securities that give the holder the right to purchase securities (usually equity) from the issuer at a specific price within a certain time frame. Warrants are often included in a new debt issue to entice investors by a higher return potential. The main difference between warrants and call options is that warrants are issued and guaranteed by the company, whereas options are exchange instruments and are not issued by the company. Also, the lifetime of a warrant is often measured in years, while the lifetime of a typical option is measured in months." } } }, "auth_ref": [] }, "slgg_ClassOfWarrantOrRightEstimatedGrantDateFairValue": { "xbrltype": "monetaryItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "ClassOfWarrantOrRightEstimatedGrantDateFairValue", "crdr": "credit", "presentation": ["http://www.superleague.com/20240930/role/statement-note-6-stockholders-equity-and-equitylinked-instruments-schedule-of-warrant-activity-details"], "lang": { "en-us": { "role": { "label": "Initial fair value of warrant liability \u2013 grant date(", "documentation": "Estimated grant date fair value of warrants or rights." } } }, "auth_ref": [] }, "us-gaap_ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1", "presentation": ["http://www.superleague.com/20240930/role/statement-note-6-stockholders-equity-and-equitylinked-instruments-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1", "terseLabel": "Class of Warrant or Right, Exchanged During Period, Exercise Price (in dollars per share)", "documentation": "Exercise price per share or per unit of warrants or rights outstanding." } } }, "auth_ref": ["r349"] }, "slgg_ClassOfWarrantOrRightIssuedDuringPeriodPurchasePrice": { "xbrltype": "perShareItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "ClassOfWarrantOrRightIssuedDuringPeriodPurchasePrice", "presentation": ["http://www.superleague.com/20240930/role/statement-note-6-stockholders-equity-and-equitylinked-instruments-details-textual"], "lang": { "en-us": { "role": { "label": "slgg_ClassOfWarrantOrRightIssuedDuringPeriodPurchasePrice", "terseLabel": "Class of Warrant or Right, Issued During Period, Purchase Price", "documentation": "Purchase price per share of warrants or rights issued during period." } } }, "auth_ref": [] }, "us-gaap_ClassOfWarrantOrRightNumberOfSecuritiesCalledByEachWarrantOrRight": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfWarrantOrRightNumberOfSecuritiesCalledByEachWarrantOrRight", "presentation": ["http://www.superleague.com/20240930/role/statement-note-6-stockholders-equity-and-equitylinked-instruments-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_ClassOfWarrantOrRightNumberOfSecuritiesCalledByEachWarrantOrRight", "terseLabel": "Class of Warrant or Right, Number of Securities Called by Each Warrant or Right", "documentation": "Number of securities into which each warrant or right may be converted. 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For example, but not limited to, 500,000 warrants may be converted into 1,000,000 shares." } } }, "auth_ref": ["r349"] }, "us-gaap_ClassOfWarrantOrRightOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfWarrantOrRightOutstanding", "presentation": ["http://www.superleague.com/20240930/role/statement-note-6-stockholders-equity-and-equitylinked-instruments-schedule-of-preferred-stock-details"], "lang": { "en-us": { "role": { "label": "Placement Agent Warrants (in shares)", "documentation": "Number of warrants or rights outstanding." } } }, "auth_ref": [] }, "slgg_ClassOfWarrantsAndRightsNumberOfSecuritiesCalledByWarrantsOrRightsPercentageOfTotalCommonStockIssuableUponConversionOfPreferredShares": { "xbrltype": "percentItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "ClassOfWarrantsAndRightsNumberOfSecuritiesCalledByWarrantsOrRightsPercentageOfTotalCommonStockIssuableUponConversionOfPreferredShares", "presentation": ["http://www.superleague.com/20240930/role/statement-note-6-stockholders-equity-and-equitylinked-instruments-details-textual"], "lang": { "en-us": { "role": { "label": "slgg_ClassOfWarrantsAndRightsNumberOfSecuritiesCalledByWarrantsOrRightsPercentageOfTotalCommonStockIssuableUponConversionOfPreferredShares", "terseLabel": "Class of Warrants and Rights, Number of Securities Called by Warrants or Rights, Percentage of Total Common Stock Issuable Upon Conversion of Preferred Shares", "documentation": "Number of securities into which the class of warrant or right may be converted as a percentage of total shares of common stock issuable upon conversion of preferred stock." } } }, "auth_ref": [] }, "us-gaap_CommitmentsAndContingencies": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommitmentsAndContingencies", "crdr": "credit", "presentation": ["http://www.superleague.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited"], "lang": { "en-us": { "role": { "label": "Commitments and Contingencies", "documentation": "Represents the caption on the face of the balance sheet to indicate that the entity has entered into (1) purchase or supply arrangements that will require expending a portion of its resources to meet the terms thereof, and (2) is exposed to potential losses or, less frequently, gains, arising from (a) possible claims against a company's resources due to future performance under contract terms, and (b) possible losses or likely gains from uncertainties that will ultimately be resolved when one or more future events that are deemed likely to occur do occur or fail to occur." } } }, "auth_ref": ["r93", "r145", "r485", "r542"] }, "us-gaap_CommitmentsAndContingenciesDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommitmentsAndContingenciesDisclosureTextBlock", "presentation": ["http://www.superleague.com/20240930/role/statement-note-7-commitments-and-contingencies"], "lang": { "en-us": { "role": { "label": "Commitments and Contingencies Disclosure [Text Block]", "documentation": "The entire disclosure for commitments and contingencies." } } }, "auth_ref": ["r120", "r288", "r289", "r600", "r744", "r749"] }, "us-gaap_CommitmentsAndContingenciesPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommitmentsAndContingenciesPolicyTextBlock", "presentation": ["http://www.superleague.com/20240930/role/statement-significant-accounting-policies-policies"], "lang": { "en-us": { "role": { "label": "Commitments and Contingencies, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for commitments and contingencies, which may include policies for recognizing and measuring loss and gain contingencies." } } }, "auth_ref": ["r46", "r601"] }, "us-gaap_CommonStockDividendsShares": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockDividendsShares", "presentation": ["http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-stockholders-equity-unaudited", "http://www.superleague.com/20240930/role/statement-note-6-stockholders-equity-and-equitylinked-instruments-details-textual"], "lang": { "en-us": { "role": { "label": "Preserved stock dividends paid \u2013 common stock (in shares)", "terseLabel": "Common Stock Dividends, Shares", "documentation": "Number of shares of common stock issued as dividends during the period. 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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": ["r96"] }, "us-gaap_CommonStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockSharesOutstanding", "presentation": ["http://www.superleague.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited-parentheticals", "http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-stockholders-equity-unaudited"], "lang": { "en-us": { "role": { "label": "Common Stock, Shares, Outstanding (in shares)", "periodEndLabel": "Balance (in shares)", "documentation": "Number of shares of common stock outstanding. Common stock represent the ownership interest in a corporation." } } }, "auth_ref": ["r17", "r96", "r543", "r561", "r847", "r848"] }, "slgg_CommonStockUnderlyingAllOutstandingStockOptionRestrictedStockUnitsAndWarrantsMember": { "xbrltype": "domainItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "CommonStockUnderlyingAllOutstandingStockOptionRestrictedStockUnitsAndWarrantsMember", "presentation": [

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Note: elements for number of nonredeemable common shares, par value and other disclosure concepts are in another section within stockholders' equity." } } }, "auth_ref": [ "r96", "r487", "r657" ] }, "us-gaap_CompensationRelatedCostsPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CompensationRelatedCostsPolicyTextBlock", "presentation": [ "http://www.superleague.com/20240930/role/statement-significant-accounting-policies-policies" ], "lang": { "en-us": { "role": { "label": "Compensation Related Costs, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for salaries, bonuses, incentive awards, postretirement and postemployment benefits granted to employees, including equity-based arrangements; discloses methodologies for measurement, and the bases for recognizing related assets and liabilities and recognizing and reporting compensation expense." } } }, "auth_ref": [ "r128", "r129" ] }, 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The accounting policy may also address the accounting treatment for intercompany accounts and transactions, noncontrolling interest, and the income statement treatment in consolidation for issuances of stock by a subsidiary." } } }, "auth_ref": [ "r74", "r612" ] }, "slgg_ContentSalesMember": { "xbrltype": "domainItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "ContentSalesMember", "presentation": [ "http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies", "http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-disaggregation-of-revenue-details" ], "lang": { "en-us": { "role": { "label": "Content Sales [Member]", "documentation": "Represents information related to content sales." } } }, "auth_ref": [] }, "us-gaap_ContingentConsiderationByTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContingentConsiderationByTypeAxis", "presentation": [ "http://www.superleague.com/20240930/role/statement-note-4-acquisitions", "http://www.superleague.com/20240930/role/statement-note-4-acquisitions-details-textual" ], "lang": { "en-us": { "role": { "label": "Contingent Consideration by Type [Axis]", "documentation": "Information by type of contingent consideration." } } }, "auth_ref": [] }, "us-gaap_ContingentConsiderationTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContingentConsiderationTypeDomain", "presentation": [ "http://www.superleague.com/20240930/role/statement-note-4-acquisitions", "http://www.superleague.com/20240930/role/statement-note-4-acquisitions-details-textual" ], "lang": { "en-us": { "role": { "label": "Contingent Consideration Type [Domain]", "documentation": "Description of contingent payment arrangement." } } }, "auth_ref": [] }, "us-gaap_ContractWithCustomerAssetAndLiabilityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContractWithCustomerAssetAndLiabilityTableTextBlock", "presentation": [ "http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-tables" ], "lang": { "en-us": { "role": { "label": "Contract with Customer, Contract Asset, Contract Liability, and Receivable [Table Text Block]", "documentation": "Tabular disclosure of receivable, contract asset, and contract liability from contract with customer. Includes, but is not limited to, change in contract asset and contract liability." } } }, "auth_ref": [ "r760" ] }, "us-gaap_ContractWithCustomerAssetNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContractWithCustomerAssetNet", "crdr": "debit", "presentation": [ "http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-details-textual" ], "lang": { "en-us": { "role": { "label": "us-gaap_ContractWithCustomerAssetNet", "terseLabel": "Contract with Customer, Asset, after Allowance for Credit Loss", "documentation": "Amount, after allowance for credit loss, of right to consideration in exchange for good or service transferred to customer when right is conditioned on something other than passage of time." } } }, "auth_ref": [ "r351", "r353", "r364" ] }, "us-gaap_ContractWithCustomerLiability": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": 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Noncash is defined as transactions during a period that do not result in cash receipts or cash payments in the period. \"Part noncash\" refers to that portion of the transaction not resulting in cash receipts or cash payments in the period." } } }, "auth_ref": [ "r30", "r31", "r32" ] }, "us-gaap_ConvertibleDebtSecuritiesMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConvertibleDebtSecuritiesMember", "presentation": [ "http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies", "http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-details-textual" ], "lang": { "en-us": { "role": { "label": "Convertible Debt Securities [Member]", "documentation": "Debt securities that can be exchanged for equity of the debt issuer at the option of the issuer or the holder." } } }, "auth_ref": [ "r762" ] }, "us-gaap_ConvertibleNotesPayable": { "xbrltype": 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The risk is the materially adverse effects of loss of a significant customer." } } }, "auth_ref": [ "r116", "r252" ] }, "us-gaap_CustomerRelationshipsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CustomerRelationshipsMember", "presentation": [ "http://www.superleague.com/20240930/role/statement-note-3-intangible-assets-", "http://www.superleague.com/20240930/role/statement-note-3-intangible-assets-intangible-and-other-assets-details", "http://www.superleague.com/20240930/role/statement-note-4-acquisitions", "http://www.superleague.com/20240930/role/statement-note-4-acquisitions-details-textual", "http://www.superleague.com/20240930/role/statement-note-4-acquisitions-schedule-of-acquired-intangible-assets-details" ], "lang": { "en-us": { "role": { "label": "Customer Relationships [Member]", "documentation": "Customer relationship that exists between an entity and its customer, for example, but not limited to, tenant relationships." } } }, "auth_ref": [ "r67", "r728", "r730", "r731", "r732", "r734", "r736", "r739", "r740" ] }, "us-gaap_DebtDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtDisclosureTextBlock", "presentation": [ "http://www.superleague.com/20240930/role/statement-note-5-debt" ], "lang": { "en-us": { "role": { "label": "Debt Disclosure [Text Block]", "documentation": "The entire disclosure for information about short-term and long-term debt arrangements, which includes amounts of borrowings under each line of credit, note payable, commercial paper issue, bonds indenture, debenture issue, own-share lending arrangements and any other contractual agreement to repay funds, and about the underlying arrangements, rationale for a classification as long-term, including repayment terms, interest rates, collateral provided, restrictions on use of assets and activities, whether or not in compliance with debt covenants, and other matters important to users of the financial statements, such as the effects of refinancing and noncompliance with debt covenants." } } }, "auth_ref": [ "r121", "r195", "r281", "r282", "r283", "r284", "r285", "r294", "r295", "r305", "r311", "r312", "r313", "r314", "r315", "r316", "r321", "r328", "r329", "r330", "r456" ] }, "us-gaap_DebtInstrumentAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentAxis", "presentation": [ "http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies", "http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-details-textual", "http://www.superleague.com/20240930/role/statement-note-4-acquisitions", "http://www.superleague.com/20240930/role/statement-note-4-acquisitions-details-textual", "http://www.superleague.com/20240930/role/statement-note-5-debt", "http://www.superleague.com/20240930/role/statement-note-5-debt-details-textual", "http://www.superleague.com/20240930/role/statement-note-8-subsequent-events", "http://www.superleague.com/20240930/role/statement-note-8-subsequent-events-details-textual" ], "lang": { "en-us": { "role": { "label": "Debt Instrument [Axis]", "documentation": "Information by type of debt instrument, including, but not limited to, draws against credit facilities." } } }, "auth_ref": [ "r23", "r86", "r87", "r142", "r144", "r201", "r306", "r307", "r308", "r309", "r310", "r312", "r317", "r318", "r319", "r320", "r322", "r323", "r324", "r325", "r326", "r327", "r627", "r628", "r629", "r630", "r631", "r648", "r705", "r745", "r746", "r747", "r799", "r801" ] }, "us-
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Includes, but is not limited to, notes payable, bonds payable, commercial loans, mortgage loans, convertible debt, subordinated debt and other types of debt." } } }, "auth_ref": ["r23", "r144", "r331"] }, "us-gaap_DebtInstrumentConvertibleConversionPrice1": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentConvertibleConversionPrice1", "presentation": ["http://www.superleague.com/20240930/role/statement-note-5-debt-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_DebtInstrumentConvertibleConversionPrice1", "terseLabel": "Debt Instrument, Convertible, Conversion Price", "documentation": "The price per share of the conversion feature embedded in the debt instrument." } } }, "auth_ref": ["r122", "r308"] }, "us-gaap_DebtInstrumentConvertibleThresholdPercentageOfStockPriceTrigger": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": 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Addresses all significant policy factors, including any antidilutive items that have been excluded from the computation and takes into account stock dividends, splits and reverse splits that occur after the balance sheet date of the latest reporting period but before the issuance of the financial statements." } } }, "auth_ref": [ "r36", "r37", "r227" ] }, "us-gaap_EmbeddedDerivativeFairValueOfEmbeddedDerivativeNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmbeddedDerivativeFairValueOfEmbeddedDerivativeNet", "crdr": "debit", "presentation": [ "http://www.superleague.com/20240930/role/statement-note-4-acquisitions-details-textual" ], "lang": { "en-us": { "role": { "label": "us-gaap_EmbeddedDerivativeFairValueOfEmbeddedDerivativeNet", "terseLabel": "Embedded Derivative, Fair Value of Embedded Derivative, Net", "documentation": "Net fair value as of the balance sheet date of the embedded derivative or group of embedded derivatives classified as assets, net of those classified as liabilities." } } }, "auth_ref": [ "r11", "r792", "r793", "r794" ] }, "slgg_EmployeeGrantModificationsMember": { "xbrltype": "domainItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "EmployeeGrantModificationsMember", "presentation": [ "http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies", "http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-details-textual" ], "lang": { "en-us": { "role": { "label": "Employee Grant Modifications [Member]", "documentation": "Represents Employee Grant Modifications." } } }, "auth_ref": [] }, "us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition1": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition1", "presentation": [ "http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-details-textual" ], "lang": { "en-us": { "role": { "label": "us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition1", "terseLabel": "Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition", "documentation": "Weighted-average period over which cost not yet recognized is expected to be recognized for award under share-based payment arrangement, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days." } } }, "auth_ref": [ "r396" ] }, "us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedShareBasedAwardsOtherThanOptions": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedShareBasedAwardsOtherThanOptions", "crdr": "debit", "presentation": [ "http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-details-textual" ], "lang": { "en-us": { "role": { "label": "us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedShareBasedAwardsOtherThanOptions", "terseLabel": "Share-Based Payment Arrangement, Nonvested Award, Excluding Option, Cost Not yet Recognized, Amount", "documentation": "Amount of cost to be recognized for nonvested award under share-based payment arrangement. 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Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument." } } }, "auth_ref": [] }, "dei_EntityCurrentReportingStatus": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCurrentReportingStatus", "presentation": [ "http://www.superleague.com/20240930/role/statement-document-and-entity-information" ], "lang": { "en-us": { "role": { "label": "dei_EntityCurrentReportingStatus", "terseLabel": "Entity Current Reporting Status", "documentation": "Indicate 'Yes' or 'No' whether registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. 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"http://www.superleague.com/20240930/role/statement-note-8-subsequent-events", "http://www.superleague.com/20240930/role/statement-note-8-subsequent-events-details-textual", "http://www.superleague.com/20240930/role/statement-significant-accounting-policies-policies" ], "lang": { "en-us": { "role": { "label": "Entity [Domain]", "documentation": "All the names of the entities being reported upon in a document. Any legal structure used to conduct activities or to hold assets. Some examples of such structures are corporations, partnerships, limited liability companies, grantor trusts, and other trusts. This item does not include business and geographical segments which are included in the geographical or business segments domains." } } }, "auth_ref": [] }, "dei_EntityEmergingGrowthCompany": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityEmergingGrowthCompany", "presentation": [ "http://www.superleague.com/20240930/role/statement-document-and-entity-information" ], "lang": { "en-us": { "role": { "label": "Entity Emerging Growth Company", "documentation": "Indicate if registrant meets the emerging growth company criteria." } } }, "auth_ref": [ "r677" ] }, "dei_EntityExTransitionPeriod": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityExTransitionPeriod", "presentation": [ "http://www.superleague.com/20240930/role/statement-document-and-entity-information" ], "lang": { "en-us": { "role": { "label": "dei_EntityExTransitionPeriod", "terseLabel": "Entity Ex 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": [ "r684" ] }, "dei_EntityFileNumber": { "xbrltype": "fileNumberItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFileNumber", "presentation": [ "http://www.superleague.com/20240930/role/statement-document-and-entity-information" ], "lang": { "en-us": { "role": { "label": "dei_EntityFileNumber", "terseLabel": "Entity File Number", "documentation": "Commission file number. 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This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": [ "r677" ] }, "dei_EntityIncorporationStateCountryCode": { "xbrltype": "edgarStateCountryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityIncorporationStateCountryCode", "presentation": [ "http://www.superleague.com/20240930/role/statement-document-and-entity-information" ], "lang": { "en-us": { "role": { "label": "Entity Incorporation, State or Country Code", "documentation": "Two-character EDGAR code representing the state or country of incorporation." } } }, "auth_ref": [] }, "dei_EntityInteractiveDataCurrent": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityInteractiveDataCurrent", "presentation": [ "http://www.superleague.com/20240930/role/statement-document-and-entity-information" ], "lang": { "en-us": { "role": { "label": "dei_EntityInteractiveDataCurrent", "terseLabel": "Entity Interactive Data Current", "documentation": "Boolean 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)." } } }, "auth_ref": [ "r683" ] }, "dei_EntityRegistrantName": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityRegistrantName", "presentation": [ "http://www.superleague.com/20240930/role/statement-document-and-entity-information" ], "lang": { "en-us": { "role": { "label": "dei_EntityRegistrantName", "terseLabel": "Entity Registrant Name", "documentation": "The exact name of the entity filing the report as specified in its charter, which is required by forms filed with the SEC." } } }, "auth_ref": [ "r677" ] }, "dei_EntityShellCompany": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityShellCompany", "presentation": [ "http://www.superleague.com/20240930/role/statement-document-and-entity-information" ], "lang": { "en-us": { "role": { "label": "dei_EntityShellCompany", "terseLabel": "Entity Shell Company", "documentation": "Boolean flag that is true when the registrant is a shell company as defined in Rule 12b-2 of the Exchange Act." } } }, "auth_ref": [ "r677" ] }, "dei_EntitySmallBusiness": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntitySmallBusiness", "presentation": [ "http://www.superleague.com/20240930/role/statement-document-and-entity-information" ], "lang": { "en-us": { "role": { "label": "Entity Small Business", "documentation": "Indicates that the company is a Smaller Reporting Company (SRC)." } } }, "auth_ref": [ "r677" ] }, "dei_EntityTaxIdentificationNumber": { "xbrltype": "employerIdItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityTaxIdentificationNumber", "presentation": [ "http://www.superleague.com/20240930/role/statement-document-and-entity-information" ], "lang": { "en-us": { "role": { "label": "Entity Tax Identification Number", "documentation": "The Tax Identification Number (TIN), also known as an Employer Identification Number (EIN), is a unique 9-digit value assigned by the IRS." } } }, "auth_ref": [ "r677" ] }, "us-gaap_EquityComponentDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EquityComponentDomain", "presentation": [ "http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited", "http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-stockholders-equity-unaudited" ], "lang": { "en-us": { "role": { "label": "Equity Component [Domain]", "documentation": "Components of equity are the parts of the total Equity balance including that which is allocated to common, preferred, treasury stock, retained earnings, etc." } } }, "auth_ref": [ "r17", "r170", "r187", "r188", "r189", "r202", "r203", "r204", "r206", "r211", "r213", "r215", "r230", "r256", "r257", "r278", "r350", "r409", "r410", "r412", "r413", "r414", "r416", "r425", "r426", "r432", "r433", "r434", "r435", "r436", "r437", "r439", "r449", "r450", "r451", "r452", "r453", "r454", "r458", "r459", "r463", "r493", "r507", "r508", "r509", "r521", "r582" ] }, "us-gaap_EquityInterestIssuedOrIssuableByTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EquityInterestIssuedOrIssuableByTypeAxis", "presentation": [ "http://www.superleague.com/20240930/role/statement-note-1-description-of-business-", "http://www.superleague.com/20240930/role/statement-note-1-description-of-business-details-textual",
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"http://www.superleague.com/20240930/role/statement-note-8-subsequent-events", "http://www.superleague.com/20240930/role/statement-note-8-subsequent-events-details-textual"], "lang": { "en-us": { "role": { "label": "Equity Interest Type [Axis]", "documentation": "Information by type of equity interests that are issued or issuable in a business combination." } } }, "auth_ref": [] }, "us-gaap_EquityInterestIssuedOrIssuableTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EquityInterestIssuedOrIssuableTypeDomain", "presentation": ["http://www.superleague.com/20240930/role/statement-note-1-description-of-business-", "http://www.superleague.com/20240930/role/statement-note-1-description-of-business-details-textual", "http://www.superleague.com/20240930/role/statement-note-8-subsequent-events", "http://www.superleague.com/20240930/role/statement-note-8-subsequent-events-details-textual"], "lang": { "en-us": { "role": { "label": "Equity 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"Disclosure of accounting policy for fair value measurements of financial and non-financial assets, liabilities and instruments classified in shareholders' equity. Disclosures include, but are not limited to, how an entity that manages a group of financial assets and liabilities on the basis of its net exposure measures the fair value of those assets and liabilities." } } }, "auth_ref": [] }, "us-gaap_FairValueMeasurementWithUnobservableInputsReconciliationRecurringBasisLiability PeriodIncreaseDecrease": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueMeasurementWithUnobservableInputsReconciliationRecurringBasisLiabilityPeriodIncreaseDecrease", "presentation": ["http://www.superleague.com/20240930/role/statement-note-6-stockholders-equity-and-equitylinked-instruments-details-textual", "http://www.superleague.com/20240930/role/statement-note-7-commitments-and-contingencies-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_FairValueMeasurementWithUnobservableInputsReconciliationRecurringBasisLiabilityPeriodIncreaseDecrease", "terseLabel": "Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability, Period Increase (Decrease)", "documentation": "Amount of increase (decrease) of financial instrument classified as a liability measured using unobservable inputs that reflect the entity's own assumption about the assumptions market participants would use in pricing." } } }, "auth_ref": ["r795", "r796"] }, "us-gaap_FiniteLivedIntangibleAssetUsefulLife": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetUsefulLife", "presentation": ["http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-details-textual", "http://www.superleague.com/20240930/role/statement-note-3-intangible-assets-intangible-and-other-assets-details"], "lang": { "en-us": { "role": { "label": "Weighted Average Amortization Period (Year)", "terseLabel": "Finite-Lived Intangible Asset, Useful Life", "documentation": "Useful life of finite-lived intangible assets, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days." } } }, "auth_ref": [] }, "us-gaap_FiniteLivedIntangibleAssetsAccumulatedAmortization": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAccumulatedAmortization", "crdr": "credit", "calculation": { "http://www.superleague.com/20240930/role/statement-note-3-intangible-assets-intangible-and-other-assets-details": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": -1.0, "order": 1.0 } }, "presentation": ["http://www.superleague.com/20240930/role/statement-note-3-intangible-assets-details-textual", "http://www.superleague.com/20240930/role/statement-note-3-intangible-assets-intangible-and-other-assets-details"], "lang": { "en-us": { "role": { "label": "us-gaap_FiniteLivedIntangibleAssetsAccumulatedAmortization", "negatedLabel": "Less: accumulated amortization", "terseLabel": "Finite-Lived Intangible Assets, Accumulated Amortization", "documentation": "Accumulated amount of amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life." } } }, "auth_ref": ["r176", "r259", "r271", "r626"] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseNextTwelveMonths": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseNextTwelveMonths", "crdr": "debit", "calculation": { "http://www.superleague.com/20240930/role/statement-note-3-intangible-assets-schedule-of-intangible-assets-future-amortization-expenses-details": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.superleague.com/20240930/role/statement-note-3-intangible-assets-schedule-of-intangible-assets-future-amortization-expenses-details"], "lang": { "en-us": { "role": { "label": "2025", "documentation": "Amount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r273", "r605", "r626"] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseRemainderOfFiscalYear": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseRemainderOfFiscalYear", "crdr": "debit", "calculation": { "http://www.superleague.com/20240930/role/statement-note-3-intangible-assets-schedule-of-intangible-assets-future-amortization-expenses-details": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 0.0 } }, "presentation": ["http://www.superleague.com/20240930/role/statement-note-3-intangible-assets-schedule-of-intangible-assets-future-amortization-expenses-details"], "lang": { "en-us": { "role": { "label": "2024 Remaining", "documentation": "Amount 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." } } }, "auth_ref": ["r850"] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearFour": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseYearFour", "crdr": "debit", "calculation": { "http://www.superleague.com/20240930/role/statement-note-3-intangible-assets-schedule-of-intangible-assets-future-amortization-expenses-details": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://www.superleague.com/20240930/role/statement-note-3-intangible-assets-schedule-of-intangible-assets-future-amortization-expenses-details"], "lang": { "en-us": { "role": { "label": "2028", "documentation": "Amount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in fourth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r273", "r605", "r626"] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearThree": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseYearThree", "crdr": "debit", "calculation": { "http://www.superleague.com/20240930/role/statement-note-3-intangible-assets-schedule-of-intangible-assets-future-amortization-expenses-details": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.superleague.com/20240930/role/statement-note-3-intangible-assets-schedule-of-intangible-assets-future-amortization-expenses-details"], "lang": { "en-us": { "role": { "label": "2027", "documentation": "Amount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in third fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r273", "r605", "r626"] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearTwo": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseYearTwo", "crdr": "debit", "calculation": { "http://www.superleague.com/20240930/role/statement-note-3-intangible-assets-schedule-of-intangible-assets-future-amortization-expenses-details": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.superleague.com/20240930/role/statement-note-3-intangible-assets-schedule-of-intangible-assets-future-amortization-expenses-details"], "lang": { "en-us": { "role": { "label": "2026", "documentation": "Amount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in second fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r273", "r605", "r626"] }, "us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsByMajorClassAxis", "presentation": ["http://www.superleague.com/20240930/role/statement-note-3-intangible-assets-", "http://www.superleague.com/20240930/role/statement-note-3-intangible-assets-details-textual", "http://www.superleague.com/20240930/role/statement-note-3-intangible-assets-intangible-and-other-assets-details", "http://www.superleague.com/20240930/role/statement-note-4-acquisitions", "http://www.superleague.com/20240930/role/statement-note-4-acquisitions-details-textual", "http://www.superleague.com/20240930/role/statement-note-4-acquisitions-schedule-of-acquired-intangible-assets-details"], "lang": { "en-us": { "role": { 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"http://www.superleague.com/20240930/role/statement-note-4-acquisitions-schedule-of-acquired-intangible-assets-details"], "lang": { "en-us": { "role": { "label": "Finite-Lived Intangible Assets, Major Class Name [Domain]", "documentation": "The major class of finite-lived intangible asset (for example, patents, trademarks, copyrights, etc.) A major class is composed of intangible assets that can be grouped together because they are similar, either by their nature or by their use in the operations of a company." } } }, "auth_ref": ["r264", "r266", "r267", "r268", "r270", "r271", "r274", "r275", "r605"] }, "us-gaap_FiniteLivedIntangibleAssetsNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsNet", "crdr": "debit", "calculation": { "http://www.superleague.com/20240930/role/statement-note-3-intangible-assets-intangible-and-other-assets-details": { "parentTag": null, "weight": null, "order": null, "root": true } }, 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Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": [] }, "us-gaap_FinitelivedIntangibleAssetsAcquired1": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FinitelivedIntangibleAssetsAcquired1", "crdr": "debit", "presentation": ["http://www.superleague.com/20240930/role/statement-note-4-acquisitions-schedule-of-acquired-intangible-assets-details"], "lang": { "en-us": { "role": { "label": "us-gaap_FinitelivedIntangibleAssetsAcquired1", "terseLabel": "Acquired intangible assets", "documentation": "Amount of increase in assets, excluding financial assets, lacking physical substance with a definite life, from an acquisition." } } }, "auth_ref": ["r266"] }, "slgg_FirstEarnoutPeriodMember": { "xbrltype": "domainItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "FirstEarnoutPeriodMember", "presentation": 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"http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-noncash-stockbased-compensation-expense-details"], "lang": { "en-us": { "role": { "label": "General and Administrative Expense [Member]", "documentation": "Primary financial statement caption encompassing general and administrative expense." } } }, "auth_ref": ["r106"] }, "slgg_GoingConcernPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "GoingConcernPolicyTextBlock", "presentation": ["http://www.superleague.com/20240930/role/statement-significant-accounting-policies-policies"], "lang": { "en-us": { "role": { "label": "Going Concern [Policy Text Block]", "documentation": "The disclosure for the accounting policy related to the going concern of the company." } } }, "auth_ref": [] }, "us-gaap_Goodwill": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Goodwill", "crdr": "debit", 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This accounting policy also may address how an entity assesses and measures impairment of goodwill, how reporting units are determined, how goodwill is allocated to such units, and how the fair values of the reporting units are determined." } } }, "auth_ref": ["r260", "r262", "r625"] }, "us-gaap_GrossProfit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GrossProfit", "crdr": "credit", "calculation": { "http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-operations-unaudited": { "parentTag": "us-gaap_OperatingIncomeLoss", "weight": 1.0, "order": 0.0 } }, "presentation": ["http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-operations-unaudited"], "lang": { "en-us": { "role": { "label": "us-gaap_GrossProfit", "totalLabel": "GROSS PROFIT", "documentation": "Aggregate revenue less cost of goods and services sold or operating expenses directly attributable to the revenue generation activity." } } }, "auth_ref": ["r102", "r104", "r152", "r197", "r255", "r296", "r297", "r298", "r299", "r300", "r301", "r302", "r303", "r304", "r448", "r616", "r620", "r714", "r716", "r717", "r718", "r719", "r755"] }, "us-gaap_ImpairmentOfIntangibleAssetsFinitelived": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ImpairmentOfIntangibleAssetsFinitelived", "crdr": "debit", "presentation": ["http://www.superleague.com/20240930/role/statement-note-3-intangible-assets-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_ImpairmentOfIntangibleAssetsFinitelived", "terseLabel": "Impairment of Intangible Assets, Finite-Lived", "documentation": "The amount of impairment loss recognized in the period resulting from the write-down of the carrying amount of a finite-lived intangible asset to fair value." } } }, "auth_ref": ["r265", "r702", "r741"] }, "us-gaap_ImpairmentOrDisposalOfLongLivedAssetsPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ImpairmentOrDisposalOfLongLivedAssetsPolicyTextBlock", "presentation": ["http://www.superleague.com/20240930/role/statement-significant-accounting-policies-policies"], "lang": { "en-us": { "role": { "label": "Impairment or Disposal of Long-Lived Assets, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for recognizing and measuring the impairment of long-lived assets. An entity also may disclose its accounting policy for long-lived assets to be sold. This policy excludes goodwill and intangible assets." } } }, "auth_ref": ["r0", "r119"] }, "us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest", "crdr": "credit", "calculation": { "http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-operations-unaudited": { "parentTag": "us-gaap_NetIncomeLoss", "weight": 1.0, "order": 0.0 } }, "presentation": ["http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-operations-unaudited"], "lang": { "en-us": { "role": { "label": "us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest", "totalLabel": "Loss before benefit from income taxes", "documentation": "Amount of income (loss) from continuing operations, including income (loss) from equity method investments, before deduction of income tax expense (benefit), and income (loss) attributable to noncontrolling interest." } } }, "auth_ref": ["r103", "r147", "r152", "r481", "r491", "r616", "r620", "r714", "r716", "r717", "r718", "r719"] }, "us-gaap_IncomeStatementAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeStatementAbstract", "lang": { "en-us": { "role": { "label": "Income Statement [Abstract]" } } }, "auth_ref": [] }, "us-gaap_IncomeStatementBalanceSheetAndAdditionalDisclosuresByDisposalGroupsIncludingDiscontinuedOperationsAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeStatementBalanceSheetAndAdditionalDisclosuresByDisposalGroupsIncludingDiscontinuedOperationsAxis", "presentation": ["http://www.superleague.com/20240930/role/statement-note-1-description-of-business-", 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"http://www.superleague.com/20240930/role/statement-note-3-intangible-assets-details-textual"], "lang": { "en-us": { "role": { "label": "Statement of Income Location, Balance [Domain]", "documentation": "Location in statement of income where disaggregated amount has been reported." } } }, "auth_ref": ["r286", "r287", "r445", "r446", "r447", "r504", "r506", "r567", "r605", "r643", "r816"] }, "us-gaap_IncomeTaxExpenseBenefit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeTaxExpenseBenefit", "crdr": "debit", "calculation": { "http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-operations-unaudited": { "parentTag": "us-gaap_NetIncomeLoss", "weight": -1.0, "order": 1.0 } }, "presentation": ["http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-operations-unaudited"], "lang": { "en-us": { "role": { "label": "us-gaap_IncomeTaxExpenseBenefit", "negatedLabel": "Benefit from 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income tax rate and the characterization of interest and penalties in the financial statements." } } }, "auth_ref": ["r186", "r401", "r402", "r405", "r406", "r407", "r408", "r515"] }, "us-gaap_IncreaseDecreaseInAccountsPayableAndAccruedLiabilities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncreaseDecreaseInAccountsPayableAndAccruedLiabilities", "crdr": "debit", "calculation": { "http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 11.0 } }, "presentation": ["http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited"], "lang": { "en-us": { "role": { "label": "us-gaap_IncreaseDecreaseInAccountsPayableAndAccruedLiabilities", "terseLabel": "Accounts payable and accrued expense", "documentation": "The increase (decrease) during the reporting 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This accounting policy also might address: (1) the amortization method used; (2) the useful lives of such assets; and (3) how the entity assesses and measures impairment of such assets." } } }, "auth_ref": ["r473", "r474", "r475", "r477", "r613", "r727"] }, "us-gaap_IntangibleAssetsNetExcludingGoodwill": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IntangibleAssetsNetExcludingGoodwill", "crdr": "debit", "calculation": { "http://www.superleague.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited": { "parentTag": "us-gaap_Assets", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.superleague.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited", "http://www.superleague.com/20240930/role/statement-note-3-intangible-assets-details-textual"], "lang": { "en-us": { "role": { "label": "Intangible assets, net", "terseLabel": "Intangible Assets, Net (Excluding Goodwill)", "documentation": "Sum of the carrying amounts of all intangible assets, excluding goodwill, as of the balance sheet date, net of accumulated amortization and impairment charges." } } }, "auth_ref": ["r264", "r736", "r738"] }, "us-gaap_InterestExpenseDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestExpenseDebt", "crdr": "debit", "presentation": ["http://www.superleague.com/20240930/role/statement-note-4-acquisitions-details-textual", "http://www.superleague.com/20240930/role/statement-note-5-debt-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_InterestExpenseDebt", "terseLabel": "Interest Expense, Debt", "documentation": "Amount of the cost of borrowed funds accounted for as interest expense for debt." } } }, "auth_ref": ["r108", "r325", "r332", "r630", "r631"] }, "us-gaap_InterestExpenseNonoperating": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestExpenseNonoperating", "crdr": "debit", "calculation": { "http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-operations-unaudited": { "parentTag": "us-gaap_NonoperatingIncomeExpense", "weight": -1.0, "order": 4.0 } }, "presentation": ["http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-operations-unaudited"], "lang": { "en-us": { "role": { "label": "us-gaap_InterestExpenseNonoperating", "negatedLabel": "Interest expense", "documentation": "Amount of interest expense classified as nonoperating." } } }, "auth_ref": ["r236", "r699"] }, "us-gaap_InterestExpenseShortTermBorrowings": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestExpenseShortTermBorrowings", "crdr": "debit", "presentation": ["http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-details-textual", "http://www.superleague.com/20240930/role/statement-note-8-subsequent-events-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_InterestExpenseShortTermBorrowings", "terseLabel": "Interest Expense, Short-Term Borrowings", "documentation": "The aggregate interest expense incurred on short-term borrowings including commercial paper and Federal funds purchased and securities sold under agreements to repurchase." } } }, "auth_ref": ["r149", "r168", "r169"] }, "us-gaap_InterestPaid": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestPaid", "crdr": "credit", "presentation": ["http://www.superleague.com/20240930/role/statement-note-5-debt-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_InterestPaid", "terseLabel": "Interest Paid, Including Capitalized Interest, Operating and Investing Activities", "documentation": "Amount of cash paid for interest, including, but not limited to, capitalized interest and payment to settle zero-coupon bond attributable to 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; 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Formally known as the Uniform Resource Locator or URL, it is often considered to be the address of a certain World Wide Web site." } } }, "auth_ref": ["r65", "r728", "r730", "r731", "r732", "r734", "r736", "r739", "r740"] }, "dei_LegalEntityAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "LegalEntityAxis", "presentation": ["http://www.superleague.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited", "http://www.superleague.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited-parentheticals", "http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited", "http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-operations-unaudited", "http://www.superleague.com/20240930/role/statement-document-and-entity-information", "http://www.superleague.com/20240930/role/statement-note-1-description-of-business-", "http://www.superleague.com/20240930/role/statement-note-1-description-of-business-details-textual", "http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies", "http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-details-textual", "http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-disaggregation-of-revenue-details", "http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-noncash-stockbased-compensation-expense-details", "http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-schedule-of-concentration-risks-details", "http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-schedule-of-earnings-per-share-details",

"http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-summary-of-contract-liabilities-details", "http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-tables", "http://www.superleague.com/20240930/role/statement-note-3-intangible-assets-", "http://www.superleague.com/20240930/role/statement-note-3-intangible-assets-details-textual", "http://www.superleague.com/20240930/role/statement-note-3-intangible-assets-intangible-and-other-assets-details", "http://www.superleague.com/20240930/role/statement-note-3-intangible-assets-schedule-of-intangible-assets-future-amortization-expenses-details", "http://www.superleague.com/20240930/role/statement-note-3-intangible-assets-tables", "http://www.superleague.com/20240930/role/statement-note-4-acquisition-purchase-price-allocation-details", "http://www.superleague.com/20240930/role/statement-note-4-acquisitions", 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For an entity that has not commenced principal operations, disclosures about the risks and uncertainties related to the activities in which the entity is currently engaged and an understanding of what those activities are being directed toward." } } }, "auth_ref": [ "r158", "r166" ] }, "us-gaap_NetCashProvidedByUsedInFinancingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInFinancingActivities", "crdr": "debit", "calculation": { "http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 1.0 } }, "presentation": [ "http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited" ], "lang": { "en-us": { "role": { "label": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "totalLabel": "Net cash provided by financing activities", "documentation": "Amount of cash inflow (outflow) from financing activities, including discontinued operations. 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Preferred shares typically represent an ownership interest in the company." } } }, "auth_ref": ["r665", "r666", "r669", "r670", "r671", "r672", "r845", "r847"] }, "us-gaap_PreferredStockParOrStatedValuePerShare": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockParOrStatedValuePerShare", "presentation": ["http://www.superleague.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited-parentheticals", "http://www.superleague.com/20240930/role/statement-note-6-stockholders-equity-and-equitylinked-instruments-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_PreferredStockParOrStatedValuePerShare", "terseLabel": "Preferred Stock, Par or Stated Value Per Share (in dollars per share)", "documentation": "Face amount or stated value per share of preferred stock nonredeemable or redeemable solely at the option of the issuer." } } }, "auth_ref": ["r95", "r334"] }, "us-gaap_PreferredStockSharesAuthorized": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockSharesAuthorized", "presentation": ["http://www.superleague.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited-parentheticals", "http://www.superleague.com/20240930/role/statement-note-6-stockholders-equity-and-equitylinked-instruments-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_PreferredStockSharesAuthorized", "terseLabel": "Preferred Stock, Shares Authorized (in shares)", "documentation": "The maximum number of nonredeemable preferred shares (or preferred stock redeemable solely at the option of the issuer) permitted to be issued by an entity's charter and bylaws." } } }, "auth_ref": ["r95", "r543"] }, "us-gaap_PreferredStockSharesIssued": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockSharesIssued", "presentation": ["http://www.superleague.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited-parentheticals"], "lang": { "en-us": { "role": { "label": "Preferred Stock, Shares Issued (in shares)", "documentation": "Number of shares issued for nonredeemable preferred shares and preferred shares redeemable solely at option of issuer. Includes, but is not limited to, preferred shares issued, repurchased, and held as treasury shares. Excludes preferred shares classified as debt." } } }, "auth_ref": ["r95", "r334"] }, "us-gaap_PreferredStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockSharesOutstanding", "presentation": ["http://www.superleague.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited-parentheticals", "http://www.superleague.com/20240930/role/statement-note-6-stockholders-equity-and-equitylinked-instruments-details-textual", "http://www.superleague.com/20240930/role/statement-note-6-stockholders-equity-and-equitylinked-instruments-schedule-of-preferred-stock-details"], "lang": { "en-us": { "role": { "verboseLabel": "Outstanding (in shares)", "label": "Preferred Stock, Shares Outstanding (in shares)", "terseLabel": "Preferred Stock, Shares Outstanding", "documentation": "Aggregate share number for all nonredeemable preferred stock (or preferred stock redeemable solely at the option of the issuer) held by stockholders. Does not include preferred shares that have been repurchased." } } }, "auth_ref": ["r95", "r543", "r561", "r847", "r848"] }, "slgg_PreferredStockStatedValue": { "xbrltype": "monetaryItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "PreferredStockStatedValue", "crdr": "credit", "presentation": ["http://www.superleague.com/20240930/role/statement-note-6-stockholders-equity-and-equitylinked-instruments-details-textual"], "lang": { "en-us": { "role": { "label": "slgg_PreferredStockStatedValue", "terseLabel": "Preferred Stock, Stated Value", "documentation": "Stated value per share of preferred stock nonredeemable or redeemable solely at the option of the issuer." } } }, "auth_ref": [] }, "us-gaap_PreferredStockValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockValue", "crdr": "credit", "calculation": { "http://www.superleague.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.superleague.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited"], "lang": { "en-us": { "role": { "label": "Preferred stock, par value $0.001 per share; 10,000,000 shares authorized; 20,592 and 23,656 shares issued and outstanding as of September 30, 2024 and December 31, 2023, respectively.", "documentation": "Aggregate par or stated value of issued nonredeemable preferred stock (or preferred stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable preferred shares, par value and other disclosure concepts are in another section within stockholders' equity." } } }, "auth_ref": ["r95", "r486", "r657"] }, "us-gaap_PrepaidExpenseAndOtherAssetsCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PrepaidExpenseAndOtherAssetsCurrent", "crdr": "debit", "calculation": { "http://www.superleague.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.superleague.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited"], "lang": { "en-us": { "role": { "label": "Prepaid expense and other current assets", "documentation": "Amount of asset related to consideration paid in advance for costs that provide economic benefits in future periods, and amount of other assets that are expected to be realized or consumed within one year or the normal operating cycle, if longer." } } }, "auth_ref": ["r698"] }, "us-gaap_PrepaidExpensesAndOtherCurrentAssetsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PrepaidExpensesAndOtherCurrentAssetsMember", "presentation": ["http://www.superleague.com/20240930/role/statement-note-3-intangible-assets-", "http://www.superleague.com/20240930/role/statement-note-3-intangible-assets-details-textual"], "lang": { "en-us": { "role": { "label": "Prepaid Expenses and Other Current Assets [Member]", "documentation": "Primary financial statement caption encompassing prepaid expenses and other current assets." } } }, "auth_ref": [] }, "slgg_PriceAsAdjustedConversions": { "xbrltype": "perShareItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "PriceAsAdjustedConversions", "presentation": ["http://www.superleague.com/20240930/role/statement-note-6-stockholders-equity-and-equitylinked-instruments-schedule-of-preferred-stock-details"], "lang": { "en-us": { "role": { "label": "Adjusted Conversion Prices (in dollars per share)", "documentation": "Conversion where the price is adjusted moving higher or lower." } } }, "auth_ref": [] }, "us-gaap_PrimeRateMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PrimeRateMember", "presentation": ["http://www.superleague.com/20240930/role/statement-note-5-debt", "http://www.superleague.com/20240930/role/statement-note-5-debt-details-textual"], "lang": { "en-us": { "role": { "label": "Prime Rate [Member]", "documentation": "Interest rate charged by financial institutions to their most creditworthy borrowers." } } }, "auth_ref": [] }, "us-gaap_PriorPeriodReclassificationAdjustmentDescription": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":

"PriorPeriodReclassificationAdjustmentDescription", "presentation": ["http://www.superleague.com/20240930/role/statement-significant-accounting-policies-policies"], "lang": { "en-us": { "role": { "label": "Reclassification, Comparability Adjustment [Policy Text Block]", "documentation": "Disclosure of accounting policy for reclassification affecting comparability of financial statement. Excludes amendment to accounting standards, other change in accounting principle, and correction of error." } } }, "auth_ref": ["r694"] }, "us-gaap_ProceedsFromDivestitureOfBusinesses": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromDivestitureOfBusinesses", "crdr": "debit", "presentation": ["http://www.superleague.com/20240930/role/statement-note-1-description-of-business-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_ProceedsFromDivestitureOfBusinesses", "terseLabel": "Proceeds from Divestiture of Businesses", "documentation": "The cash inflow associated with the amount received from the sale of a portion of the company's business, for example a segment, division, branch or other business, during the period." } } }, "auth_ref": ["r25"] }, "us-gaap_ProceedsFromIssuanceOfCommonStock": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromIssuanceOfCommonStock", 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shareholders before any dividends to common stockholders and which takes precedence over common stockholders in the event of liquidation." } } }, "auth_ref": ["r6"] }, "slgg_ProceedsFromIssuanceOfPreferredStockNetOfIssuanceCosts": { "xbrltype": "monetaryItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "ProceedsFromIssuanceOfPreferredStockNetOfIssuanceCosts", "crdr": "debit", "calculation": { "http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": 1.0, "order": 5.0 } }, "presentation": ["http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited", "http://www.superleague.com/20240930/role/statement-note-6-stockholders-equity-and-equitylinked-instruments-details-textual", "http://www.superleague.com/20240930/role/statement-note-6-stockholders-equity-and-equitylinked-instruments-schedule-of-preferred-stock-details"], "lang": { "en-us": { "role": { "label": "Proceeds from issuance of preferred stock, net of issuance costs (Note 6)", "terseLabel": "Net Proceeds", "documentation": "The cash inflow from the issuance of preferred stock net of stock issuance costs." } } }, "auth_ref": [] }, "us-gaap_ProceedsFromIssuanceOfSecuredDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromIssuanceOfSecuredDebt", "crdr": "debit", "calculation": { "http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited"], "lang": { "en-us": { "role": { 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Excludes proceeds from tax exempt secured debt." } } }, "auth_ref": ["r27"] }, "us-gaap_ProceedsFromIssuanceOrSaleOfEquity": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromIssuanceOrSaleOfEquity", "crdr": "debit", "presentation": ["http://www.superleague.com/20240930/role/statement-note-6-stockholders-equity-and-equitylinked-instruments-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_ProceedsFromIssuanceOrSaleOfEquity", "terseLabel": "Proceeds from Issuance or Sale of Equity", "documentation": "The cash inflow from the issuance of common stock, preferred stock, treasury stock, stock options, and other types of equity." } } }, "auth_ref": ["r6", "r516"] }, "us-gaap_ProductConcentrationRiskMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProductConcentrationRiskMember", "presentation": ["http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies", "http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-schedule-of-concentration-risks-details"], "lang": { "en-us": { "role": { "label": "Product Concentration Risk [Member]", "documentation": "Reflects the percentage that revenues during the period from a specified product are to a specified benchmark, such as total net revenues, segment revenues or product line revenues. May also reflect the percentage contribution the product made to operating results. Risk is materially adverse effects of a loss of sales of a significant product or line of products, which could occur upon loss of rights to sell, distribute or license others; loss of patent or copyright protection; or technological obsolescence." } } }, "auth_ref": ["r117"] }, "srt_ProductOrServiceAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "ProductOrServiceAxis", "presentation": ["http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies", "http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-disaggregation-of-revenue-details", "http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-schedule-of-concentration-risks-details"], "lang": { "en-us": { "role": { "label": "Product and Service [Axis]" } } }, "auth_ref": ["r250", "r476", "r496", "r497", "r498", "r499", "r500", "r501", "r502", "r607", "r633", "r658", "r660", "r661", "r663", "r664", "r751", "r752", "r761", "r813", "r817", "r818", "r819", "r820", "r821", "r822", "r823", "r824", "r825", "r826", "r827", "r828", "r829", "r830", "r831", "r832", "r833", "r834", "r835", "r836", "r837", "r838", "r839", "r840", "r841", "r842", "r843", "r844"] }, "srt_ProductsAndServicesDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "ProductsAndServicesDomain", "presentation": ["http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies", "http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-disaggregation-of-revenue-details", "http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-schedule-of-concentration-risks-details"], "lang": { "en-us": { "role": { "label": "Product and Service [Domain]" } } }, "auth_ref": ["r250", "r476", "r496", "r497", "r498", "r499", "r500", "r501", "r502", "r607", "r633", "r658", "r660", "r661", "r663", "r664", "r751", "r752", "r761", "r813", "r817", "r818", "r819", "r820", "r821", "r822", "r823", "r824", "r825", "r826", "r827", "r828", "r829", "r830", "r831", "r832", "r833", "r834", "r835", "r836", "r837", "r838", "r839", "r840", "r841", "r842", "r843", "r844"] }, "us-gaap_PropertyPlantAndEquipmentNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentNet", "crdr": "debit", "calculation": { "http://www.superleague.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited": { "parentTag": "us-gaap_Assets", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.superleague.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited"], "lang": { "en-us": { "role": { "label": "Property and equipment, net", "documentation": "Amount after accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business to produce goods and services and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures." } } }, "auth_ref": ["r12", "r460", "r482", "r490", "r657"] }, "slgg_PublishingAndContentStudioMember": { "xbrltype": "domainItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "PublishingAndContentStudioMember", "presentation": ["http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies", "http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-schedule-of-concentration-risks-details"], "lang": { "en-us": { "role": { "label": "Publishing and Content Studio [Member]", "documentation": "Represents publishing and content studio." } } }, "auth_ref": [] }, "srt_RangeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RangeAxis", "presentation": 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"http://www.superleague.com/20240930/role/statement-note-7-commitments-and-contingencies", "http://www.superleague.com/20240930/role/statement-note-7-commitments-and-contingencies-details-textual", "http://www.superleague.com/20240930/role/statement-note-7-stockholders-equity-and-equitylinked-instruments-warrant-assumptions-details"], "lang": { "en-us": { "role": { "label": "Statistical Measurement [Axis]" } } }, "auth_ref": ["r290", "r291", "r292", "r293", "r366", "r367", "r391", "r392", "r393", "r398", "r444", "r468", "r469", "r471", "r503", "r505", "r512", "r533", "r534", "r588", "r589", "r590", "r591", "r592", "r602", "r603", "r624", "r632", "r638", "r644", "r645", "r646", "r647", "r660", "r667", "r748", "r757", "r793", "r805", "r806", "r807", "r808", "r809"] }, "srt_RangeMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RangeMember", "presentation": ["http://www.superleague.com/20240930/role/statement-note-1-description-of-business-", "http://www.superleague.com/20240930/role/statement-note-1-description-of-business-details-textual", "http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies", "http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-details-textual", "http://www.superleague.com/20240930/role/statement-note-3-intangible-assets-", "http://www.superleague.com/20240930/role/statement-note-3-intangible-assets-details-textual", "http://www.superleague.com/20240930/role/statement-note-4-acquisitions", "http://www.superleague.com/20240930/role/statement-note-4-acquisitions-details-textual", "http://www.superleague.com/20240930/role/statement-note-6-stockholders-equity-and-equitylinked-instruments", "http://www.superleague.com/20240930/role/statement-note-6-stockholders-equity-and-equitylinked-instruments-details-textual", "http://www.superleague.com/20240930/role/statement-note-7-commitments-and-contingencies", "http://www.superleague.com/20240930/role/statement-note-7-commitments-and-contingencies-details-textual", "http://www.superleague.com/20240930/role/statement-note-7-stockholders-equity-and-equitylinked-instruments-warrant-assumptions-details"], "lang": { "en-us": { "role": { "label": "Statistical Measurement [Domain]" } } }, "auth_ref": ["r290", "r291", "r292", "r293", "r366", "r367", "r391", "r392", "r393", "r398", "r444", "r468", "r469", "r471", "r503", "r505", "r512", "r533", "r534", "r588", "r589", "r590", "r591", "r592", "r602", "r603", "r624", "r632", "r638", "r644", "r645", "r646", "r647", "r660", "r667", "r748", "r757", "r793", "r805", "r806", "r807", "r808", "r809"] }, "slgg_RegisteredDirectOfferingMember": { "xbrltype": "domainItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "RegisteredDirectOfferingMember", "presentation": ["http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies", "http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-details-textual", "http://www.superleague.com/20240930/role/statement-note-8-subsequent-events", "http://www.superleague.com/20240930/role/statement-note-8-subsequent-events-details-textual"], "lang": { "en-us": { "role": { "label": "Registered Direct Offering [Member]", "documentation": "Relating to a registered direct offering." } } }, "auth_ref": [] }, "us-gaap_RepaymentsOfConvertibleDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RepaymentsOfConvertibleDebt", "crdr": "credit", "calculation": { "http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": -1.0, "order": 1.0 } }, "presentation": ["http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited"], "lang": { "en-us": { "role": { "label": "us-gaap_RepaymentsOfConvertibleDebt", "negatedLabel": "Payments on convertible notes", "documentation": "The cash outflow from the repayment of a long-term debt instrument which can be exchanged for a specified amount of another security, typically the entity's common stock, at the option of the issuer or the holder." } } }, "auth_ref": ["r111"] }, "us-gaap_RepaymentsOfDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RepaymentsOfDebt", "crdr": "credit", "presentation": ["http://www.superleague.com/20240930/role/statement-note-5-debt-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_RepaymentsOfDebt", "terseLabel": "Repayments of Debt", "documentation": "Amount of cash outflow for short-term and long-term debt. Excludes payment of lease obligation." } } }, "auth_ref": ["r700"] }, "us-gaap_RepaymentsOfSecuredDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RepaymentsOfSecuredDebt", "crdr": "credit", "calculation": { "http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": -1.0, "order": 3.0 } }, "presentation": ["http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited"], "lang": { "en-us": { "role": { "label": "us-gaap_RepaymentsOfSecuredDebt", "negatedLabel": "Payments on accounts receivable facility", "documentation": "The cash outflow to repay long-term debt that is wholly or partially secured by collateral. Excludes repayments of tax exempt secured debt." } } }, "auth_ref": ["r111"] }, "srt_RepurchaseAgreementCounterpartyNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RepurchaseAgreementCounterpartyNameDomain", "presentation": ["http://www.superleague.com/20240930/role/statement-note-7-commitments-and-contingencies", "http://www.superleague.com/20240930/role/statement-note-7-commitments-and-contingencies-details-textual"], "lang": { "en-us": { "role": { "label": "Counterparty Name [Domain]" } } }, "auth_ref": ["r198", "r199", "r309", "r337", "r464", "r470", "r483", "r610", "r611"] }, "us-gaap_ResearchAndDevelopmentExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ResearchAndDevelopmentExpense", "crdr": "debit", "calculation": { "http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-operations-unaudited": { "parentTag": "us-gaap_OperatingExpenses", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-operations-unaudited"], "lang": { "en-us": { "role": { "label": "Engineering, technology and development", "documentation": "Amount of expense for research and development. Includes, but is not limited to, cost for computer software product to be sold, leased, or otherwise marketed and writeoff of research and development assets acquired in transaction other than business combination or joint venture formation or both. Excludes write-down of intangible asset acquired in business combination or from joint venture formation or both, used in research and development activity." } } }, "auth_ref": ["r400", "r605", "r620", "r810"] }, "us-gaap_ResearchAndDevelopmentExpenseMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ResearchAndDevelopmentExpenseMember", "presentation": ["http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies", "http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-noncash-stockbased-compensation-expense-details"], "lang": { "en-us": { "role": { "label": "Research and Development Expense [Member]", "documentation": "Primary financial statement caption in which the reported facts about research and development expense have been included." } } }, "auth_ref": [] }, "us-gaap_ResearchDevelopmentAndComputerSoftwarePolicyTextBlock": { "xbrltype": 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"http://www.superleague.com/20240930/role/statement-note-4-acquisitions", "http://www.superleague.com/20240930/role/statement-note-4-acquisitions-details-textual"], "lang": { "en-us": { "role": { "label": "Restricted Stock Units (RSUs) [Member]", "documentation": "Share instrument which is convertible to stock or an equivalent amount of cash, after a specified period of time or when specified performance conditions are met." } } }, "auth_ref": [] }, "us-gaap_RetainedEarningsAccumulatedDeficit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RetainedEarningsAccumulatedDeficit", "crdr": "credit", "calculation": { "http://www.superleague.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 0.0 } }, "presentation": ["http://www.superleague.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited", "http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-details-textual"], "lang": { "en-us": { "role": { "label": "Accumulated deficit", "terseLabel": "Retained Earnings (Accumulated Deficit)", "documentation": "Amount of accumulated undistributed earnings (deficit)." } } }, "auth_ref": ["r98", "r126", "r488", "r510", "r511", "r520", "r544", "r657"] }, "us-gaap_RetainedEarningsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RetainedEarningsMember", "presentation": ["http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-stockholders-equity-unaudited"], "lang": { "en-us": { "role": { "label": "Retained Earnings [Member]", "documentation": "Accumulated undistributed earnings (deficit)." } } }, "auth_ref": ["r170", "r202", "r203", "r204", "r206", "r211", "r213", "r215", "r256", "r257", "r278", "r409", "r410", "r412", "r413", "r414", "r416", "r425", "r426", 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customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value-added and excise." } } }, "auth_ref": ["r150", "r151", "r229", "r234", "r235", "r246", "r248", "r250", "r251", "r252", "r362", "r363", "r476"] }, "us-gaap_RevenueFromContractWithCustomerPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerPolicyTextBlock", "presentation": ["http://www.superleague.com/20240930/role/statement-significant-accounting-policies-policies"], "lang": { "en-us": { "role": { "label": "Revenue from Contract with Customer [Policy Text Block]", "documentation": "Disclosure of accounting policy for revenue from contract with customer." } } }, "auth_ref": ["r167", "r354", "r355", "r356", "r357", "r358", "r359", "r360", "r361", "r606"] }, "slgg_RevenueTranche1Member": { "xbrltype": "domainItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "RevenueTranche1Member", "presentation": ["http://www.superleague.com/20240930/role/statement-note-4-acquisitions", "http://www.superleague.com/20240930/role/statement-note-4-acquisitions-details-textual"], "lang": { "en-us": { "role": { "label": "Revenue Tranche 1 [Member]", "documentation": "Relating to the first set of revenue objectives for vesting." } } }, "auth_ref": [] }, "slgg_RevenueTranche2Member": { "xbrltype": "domainItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "RevenueTranche2Member", "presentation": ["http://www.superleague.com/20240930/role/statement-note-4-acquisitions", "http://www.superleague.com/20240930/role/statement-note-4-acquisitions-details-textual"], "lang": { "en-us": { "role": { "label": "Revenue Tranche 2 [Member]", "documentation": "Relating to the

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Examples include licensing the use of copyrighted materials and leasing the extraction of natural resources." } } }, "auth_ref": ["r107"] }, "ecd_Rule10b51ArrAdoptedFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Rule10b51ArrAdoptedFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "ecd_Rule10b51ArrAdoptedFlag", "terseLabel": "Rule 10b5-1 Arrangement Adopted [Flag]" } } }, "auth_ref": ["r682"] }, "ecd_Rule10b51ArrTrmntdFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Rule10b51ArrTrmntdFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "ecd_Rule10b51ArrTrmntdFlag", "terseLabel": "Rule 10b5-1 Arrangement Terminated [Flag]" } } }, "auth_ref": ["r682"] }, "slgg_SLRAgreementMember": { "xbrltype": "domainItemType", "nsuri": 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"http://www.superleague.com/20240930/role/statement-note-6-stockholders-equity-and-equitylinked-instruments-details-textual", "http://www.superleague.com/20240930/role/statement-note-8-subsequent-events", "http://www.superleague.com/20240930/role/statement-note-8-subsequent-events-details-textual"], "lang": { "en-us": { "role": { "label": "Sale of Stock [Domain]", "documentation": "Sale of the entity's stock, including, but not limited to, initial public offering (IPO) and private placement." } } }, "auth_ref": [] }, "us-gaap_SaleOfStockPricePerShare": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SaleOfStockPricePerShare", "presentation": ["http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-details-textual", "http://www.superleague.com/20240930/role/statement-note-8-subsequent-events-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_SaleOfStockPricePerShare", "terseLabel": "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_SalesRevenueNetMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SalesRevenueNetMember", "presentation": ["http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies", "http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-schedule-of-concentration-risks-details"], "lang": { "en-us": { "role": { "label": "Revenue Benchmark [Member]", "documentation": "Revenue from sale of product and rendering of service and other sources of income, when it serves as benchmark in concentration of risk calculation." } } }, "auth_ref": ["r252", "r688"] }, "srt_ScenarioForecastMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", 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A major class is composed of intangible assets that can be grouped together because they are similar, either by nature or by their use in the operations of the company." } } }, "auth_ref": ["r729", "r734"] }, "us-gaap_ScheduleOfBusinessAcquisitionsByAcquisitionContingentConsiderationTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfBusinessAcquisitionsByAcquisitionContingentConsiderationTextBlock", "presentation": ["http://www.superleague.com/20240930/role/statement-note-4-acquisitions-tables"], "lang": { "en-us": { "role": { "label": "Schedule of Business Acquisitions by Acquisition, Contingent Consideration [Table Text Block]", "documentation": "Tabular disclosure of contingent payment arrangements including the terms that will result in payment and the accounting treatment that will be followed if such contingencies occur, including the potential impact on earnings per share if contingencies are to be settled in common stock of the entity. The description also may include the period over which amounts are expected to be paid, and changes in the amount since the previous reporting period. This also includes contingent options and commitments." } } }, "auth_ref": [] }, "us-gaap_ScheduleOfBusinessAcquisitionsByAcquisitionTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfBusinessAcquisitionsByAcquisitionTextBlock", "presentation": ["http://www.superleague.com/20240930/role/statement-note-4-acquisitions-tables"], "lang": { "en-us": { "role": { "label": "Schedule of Business Acquisitions, by Acquisition [Table Text Block]", "documentation": "Tabular disclosure of a material business combination completed during the period, including background, timing, and recognized assets and liabilities. 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May include but not limited to the following: (a) acquired receivables; (b) contingencies recognized at the acquisition date; and (c) the fair value of noncontrolling interests in the acquiree." } } }, "auth_ref": ["r135"] }, "us-gaap_ScheduleOfStockByClassTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfStockByClassTextBlock", "presentation": ["http://www.superleague.com/20240930/role/statement-note-6-stockholders-equity-and-equitylinked-instruments-tables"], "lang": { "en-us": { "role": { "label": "Schedule of Stock by Class [Table Text Block]", "documentation": "Tabular disclosure of an entity's stock, including par or stated value per share, number and dollar amount of share subscriptions, shares authorized, shares issued, shares outstanding, number and dollar amount of shares held in an employee trust, dividend per share, total dividends, share conversion features, par value plus additional paid in capital, the value of treasury stock and other information necessary to a fair presentation, and EPS information. Stock by class includes common, convertible, and preferred stocks which are not redeemable or redeemable solely at the option of the issuer. Includes preferred stock with redemption features that are solely within the control of the issuer and mandatorily redeemable stock if redemption is required to occur only upon liquidation or termination of the reporting entity. If more than one issue is outstanding, state the title of each issue and the corresponding dollar amount; dollar amount of any shares subscribed but unissued and the deduction of subscriptions receivable there from; number of shares authorized, issued, and outstanding." } } }, "auth_ref": ["r24", "r50", "r51", "r52", "r53", "r54", "r55", "r56", "r95", "r96", "r124", "r125", "r126"] }, "slgg_ScheduleOfWarrantsValuationAssumptionsTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "ScheduleOfWarrantsValuationAssumptionsTableTextBlock", "presentation": ["http://www.superleague.com/20240930/role/statement-note-6-stockholders-equity-and-equitylinked-instruments-tables"], "lang": { "en-us": { "role": { "label": "Schedule of Warrants, Valuation Assumptions [Table Text Block]", "documentation": "Tabular disclosure of the significant assumptions used during the year to estimate the fair value of warrants." } } }, "auth_ref": [] }, "us-gaap_ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTableTextBlock", "presentation": ["http://www.superleague.com/20240930/role/statement-note-3-intangible-assets-tables"], "lang": { "en-us": { "role": { "label": "Schedule of Finite-Lived Intangible Assets, Future Amortization Expense [Table Text Block]", "documentation": "Tabular disclosure of the amount of amortization expense expected to be recorded in succeeding fiscal years for finite-lived intangible assets." } } }, "auth_ref": ["r626", "r737"] }, "us-gaap_SchedulesOfConcentrationOfRiskByRiskFactorTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SchedulesOfConcentrationOfRiskByRiskFactorTextBlock", "presentation": ["http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-tables"], "lang": { "en-us": { "role": { "label": "Schedules of Concentration of Risk, by Risk Factor [Table Text Block]", "documentation": "Tabular disclosure of the nature of a concentration, a benchmark to which it is compared, and the percentage that the risk is to the benchmark." } } }, "auth_ref": ["r39", "r40", "r41", "r42", "r81", "r139"] }, "slgg_SecondEarnoutPeriodCashPaymentsMember": { "xbrltype": "domainItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "SecondEarnoutPeriodCashPaymentsMember", "presentation": ["http://www.superleague.com/20240930/role/statement-note-4-acquisitions", "http://www.superleague.com/20240930/role/statement-note-4-acquisitions-details-textual"], "lang": { "en-us": { "role": { "label": "Second Earnout Period, Cash Payments [Member]", "documentation": "Relating to cash payments for the second earnout period." } } }, "auth_ref": [] }, "slgg_SecondEarnoutPeriodMember": { "xbrltype": "domainItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "SecondEarnoutPeriodMember", "presentation": ["http://www.superleague.com/20240930/role/statement-note-4-acquisitions", "http://www.superleague.com/20240930/role/statement-note-4-acquisitions-details-textual"], "lang": { "en-us": { "role": { "label": "Second Earnout Period [Member]", "documentation": "Relating to the second earnout period." } } }, "auth_ref": [] }, "slgg_SecondEarnoutPeriodStockPaymentsMember": { "xbrltype": "domainItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "SecondEarnoutPeriodStockPaymentsMember", "presentation": ["http://www.superleague.com/20240930/role/statement-note-4-acquisitions", "http://www.superleague.com/20240930/role/statement-note-4-acquisitions-details-textual"], "lang": { "en-us": { "role": { "label": "Second Earnout Period, Stock Payments [Member]", "documentation": "Relating to stock payments on the second earnout period." } } }, "auth_ref": [] }, "us-gaap_SecuredDebtCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SecuredDebtCurrent", "crdr": "credit", "calculation": { "http://www.superleague.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://www.superleague.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited"], "lang": { "en-us": { "role": { "label": "Secured loan \u2013 SLR Facility", "documentation": "Carrying value as of the balance sheet date of the portion of long-term, collateralized debt obligations due within one year or the operating cycle, if longer. Such obligations include mortgage loans, chattel loans, and any other borrowings secured by assets of the borrower." } } }, "auth_ref": ["r86", "r142"] }, "slgg_SecuritiesPurchaseAgreementMember": { "xbrltype": "domainItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "SecuritiesPurchaseAgreementMember", "presentation": ["http://www.superleague.com/20240930/role/statement-note-5-debt", "http://www.superleague.com/20240930/role/statement-note-5-debt-details-textual"], "lang": { "en-us": { "role": { "label": "Securities Purchase Agreement [Member]", "documentation": "Represents Securities Purchase Agreement." } } }, "auth_ref": [] }, "dei_Security12bTitle": { "xbrltype": "securityTitleItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "Security12bTitle", "presentation": ["http://www.superleague.com/20240930/role/statement-document-and-entity-information"], "lang": { "en-us": { "role": { "label": "Title of 12(b) Security", "documentation": "Title of a 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Excludes shares or units issued under employee stock ownership plan (ESOP)." } } }, "auth_ref": ["r17", "r95", "r96", "r126"] }, "slgg_StockIssuedDuringPeriodSharesWarrantExchange": { "xbrltype": "sharesItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "StockIssuedDuringPeriodSharesWarrantExchange", "presentation": ["http://www.superleague.com/20240930/role/statement-note-6-stockholders-equity-and-equitylinked-instruments-details-textual"], "lang": { "en-us": { "role": { "label": "slgg_StockIssuedDuringPeriodSharesWarrantExchange", "terseLabel": "Stock Issued During Period, Shares, Warrant Exchange (in shares)", "documentation": "Number of shares issued during the period for warrant exchange." } } }, "auth_ref": [] }, "slgg_StockIssuedDuringPeriodSharesWarrantsExercised": { "xbrltype": "sharesItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "StockIssuedDuringPeriodSharesWarrantsExercised", "presentation": ["http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-stockholders-equity-unaudited"], "lang": { "en-us": { "role": { "label": "Exercise of prefunded common stock warrants at $2.60 per share, net of issuance costs (in shares)", "documentation": "Number of shares issued during the period from warrants exercised." } } }, "auth_ref": [] }, "us-gaap_StockIssuedDuringPeriodValueAcquisitions": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodValueAcquisitions", "crdr": "credit", "presentation": ["http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-stockholders-equity-unaudited", "http://www.superleague.com/20240930/role/statement-note-4-acquisitions-details-textual"], "lang": { "en-us": { "role": { "label": "Common stock issued for Acquisition", "terseLabel": "Stock Issued During Period, Value, Acquisitions", "documentation": "Value of stock issued pursuant to acquisitions during the period." } } }, "auth_ref": ["r17", "r96", "r99", "r100", "r126"] }, "us-gaap_StockIssuedDuringPeriodValueConversionOfConvertibleSecurities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodValueConversionOfConvertibleSecurities", "crdr": "credit", "presentation": ["http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-stockholders-equity-unaudited"], "lang": { "en-us": { "role": { "label": "Conversion of preferred stock", "documentation": "The gross value of stock issued during the period upon the conversion of convertible securities." } } }, "auth_ref": ["r17", "r96", "r99", "r100", "r126"] }, "slgg_StockIssuedDuringPeriodValueIssuedForLegalSettlement": { "xbrltype": "monetaryItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "StockIssuedDuringPeriodValueIssuedForLegalSettlement", "crdr": "credit", "presentation": ["http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-stockholders-equity-unaudited"], "lang": { "en-us": { "role": { "label": "Issuance of common stock in settlement of legal matter", "documentation": "Value of stock issued in lieu of cash for legal settlement contributed to the entity." } } }, "auth_ref": [] }, "us-gaap_StockIssuedDuringPeriodValueNewIssues": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodValueNewIssues", "crdr": "credit", "presentation": ["http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-stockholders-equity-unaudited", "http://www.superleague.com/20240930/role/statement-note-7-commitments-and-contingencies-details-textual"], "lang": { "en-us": { "role": { "label": "Issuance of stock", "terseLabel": "Stock Issued During Period, Value, New Issues", "documentation": "Equity impact of the value of new stock issued during the period. 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Examples include: the sale of a capital stock issue, purchase of a business, settlement of litigation, catastrophic loss, significant foreign exchange rate changes, loans to insiders or affiliates, and transactions not in the ordinary course of business." } } }, "auth_ref": ["r465", "r467"] }, "us-gaap_SubsidiarySaleOfStockAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SubsidiarySaleOfStockAxis", "presentation": ["http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies", "http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-details-textual", "http://www.superleague.com/20240930/role/statement-note-6-stockholders-equity-and-equitylinked-instruments", "http://www.superleague.com/20240930/role/statement-note-6-stockholders-equity-and-equitylinked-instruments-details-textual", "http://www.superleague.com/20240930/role/statement-note-8-subsequent-events", "http://www.superleague.com/20240930/role/statement-note-8-subsequent-events-details-textual"], "lang": { "en-us": { "role": { "label": "Sale of Stock [Axis]", "documentation": "Information by type of sale of the entity's stock." } } }, "auth_ref": [] }, "slgg_SuperBizNoteMember": { "xbrltype": "domainItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "SuperBizNoteMember", "presentation": ["http://www.superleague.com/20240930/role/statement-note-4-acquisitions", "http://www.superleague.com/20240930/role/statement-note-4-acquisitions-details-textual"], "lang": { "en-us": { "role": { "label": "SuperBiz Note [Member]", "documentation": "Relating to the SuperBiz Note." } } }, "auth_ref": [] }, "slgg_SuperLeagueMember": { "xbrltype": "domainItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "SuperLeagueMember", "presentation": ["http://www.superleague.com/20240930/role/statement-note-4-acquisition-purchase-price-allocation-details", "http://www.superleague.com/20240930/role/statement-note-4-acquisitions"], "lang": { "en-us": { "role": { "label": "Super League [Member]", "documentation": "Relating to Super League." } } }, "auth_ref": [] }, "slgg_SuperbizAcquisitionMember": { "xbrltype": "domainItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "SuperbizAcquisitionMember", "presentation": ["http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited", "http://www.superleague.com/20240930/role/statement-condensed-consolidated-statements-of-stockholders-equity-unaudited", "http://www.superleague.com/20240930/role/statement-note-4-acquisitions", "http://www.superleague.com/20240930/role/statement-note-4-acquisitions-details-textual", "http://www.superleague.com/20240930/role/statement-note-4-acquisitions-schedule-of-contingent-consideration-details"], "lang": { "en-us": { "role": { "label": "Superbiz Acquisition [Member]", "documentation": "Represents Superbiz Acquisition." } } }, "auth_ref": [] }, "slgg_SuperbizMember": { "xbrltype": "domainItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "SuperbizMember", "presentation":

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Risk is the materially adverse effects of loss of a material supplier or a supplier of critically needed goods or services." } } }, "auth_ref": ["r116"] }, "us-gaap_TableTextBlock": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "TableTextBlock", "presentation": ["http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-tables", "http://www.superleague.com/20240930/role/statement-note-3-intangible-assets-tables", "http://www.superleague.com/20240930/role/statement-note-4-acquisitions-tables", "http://www.superleague.com/20240930/role/statement-note-6-stockholders-equity-and-equitylinked-instruments-tables"], "lang": { "en-us": { "role": { "label": "us-gaap_TableTextBlock", "terseLabel": "Notes Tables" } } }, "auth_ref": [] }, "us-gaap_TechnologyBasedIntangibleAssetsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "TechnologyBasedIntangibleAssetsMember", "presentation": ["http://www.superleague.com/20240930/role/statement-note-4-acquisitions", "http://www.superleague.com/20240930/role/statement-note-4-acquisitions-details-textual"], "lang": { "en-us": { "role": { "label": "Technology-Based Intangible Assets [Member]", "documentation": "Technology-based intangible assets, including, but not limited to, patented technology, unpatented technology, and developed technology rights." } } }, "auth_ref": ["r22", "r728", "r730", "r731", "r732", "r734", "r736", "r739", "r740"] }, "slgg_ThreeCustomersMember": { "xbrltype": "domainItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "ThreeCustomersMember", "presentation": ["http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies", "http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-schedule-of-concentration-risks-details"], "lang": { "en-us": { "role": { "label": "Three Customers [Member]", "documentation": "Represents three customers." } } }, "auth_ref": [] }, "us-gaap_TimingOfTransferOfGoodOrServiceAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "TimingOfTransferOfGoodOrServiceAxis", "presentation": ["http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies", "http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-disaggregation-of-revenue-details"], "lang": { "en-us": { "role": { "label": "Timing of Transfer of Good or Service [Axis]", "documentation": "Information by timing of transfer of good or service to customer." } } }, "auth_ref": ["r635", "r761"] }, "us-gaap_TimingOfTransferOfGoodOrServiceDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "TimingOfTransferOfGoodOrServiceDomain", "presentation": ["http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies", "http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-disaggregation-of-revenue-details"], "lang": { "en-us": { "role": { "label": "Timing of Transfer of Good or Service [Domain]", "documentation": "Timing of transfer of good or service to customer. Includes, but is not limited to, at point in time or over time." } } }, "auth_ref": ["r635", "r761"] }, "slgg_TotalCapitalSharesAuthorized": { "xbrltype": "sharesItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "TotalCapitalSharesAuthorized", "presentation": ["http://www.superleague.com/20240930/role/statement-note-6-stockholders-equity-and-equitylinked-instruments-details-textual"], "lang": { "en-us": { "role": { "label": "slgg_TotalCapitalSharesAuthorized", "terseLabel": "Total Capital, Shares Authorized", "documentation": "The number of shares authorized for total capital." } } }, "auth_ref": [] }, "slgg_TotalCompensationCostsRecognizedAndNotYetRecognized": { "xbrltype": "monetaryItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "TotalCompensationCostsRecognizedAndNotYetRecognized", "crdr": "debit", "presentation": ["http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-details-textual"], 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trademark to gain or protect exclusive use of a business name, symbol or other device or style, or rights either acquired through registration of a business name to gain or protect exclusive use thereof." } } }, "auth_ref": ["r64", "r728", "r730", "r731", "r732", "r733", "r734", "r736", "r738", "r739", "r740"] }, "us-gaap_TrademarksMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "TrademarksMember", "presentation": ["http://www.superleague.com/20240930/role/statement-note-4-acquisitions", "http://www.superleague.com/20240930/role/statement-note-4-acquisitions-details-textual"], "lang": { "en-us": { "role": { "label": "Trademarks [Member]", "documentation": "Rights acquired through registration of a trademark to gain or protect exclusive use of a business name, symbol or other device or style." } } }, "auth_ref": ["r64", "r626", "r728", "r730", "r731", "r732", "r733", "r734", "r736", "r738", "r739", "r740"] }, "dei_TradingSymbol": { 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The disclosure is generally expected to include how the entity determines whether a transaction is accounted for as a sale or financing, and the initial and subsequent accounting for such a transaction. The disclosure also may address how interests that are obtained and sold, or those that continue to be held, in such transactions are measured and accounted for, and the methodology and significant assumptions used to value such interests, and the gains or losses resulting from the sale." } } }, "auth_ref": ["r2", "r20", "r21", "r140"] }, "slgg_TwoCustomersMember": { "xbrltype": "domainItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "TwoCustomersMember", "presentation": ["http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies", "http://www.superleague.com/20240930/role/statement-note-2-summary-of-significant-accounting-policies-schedule-of-concentration-risks-details"], "lang": { "en-us": { "role": { "label": "Two Customers [Member]", "documentation": "Information related to two customers." } } }, "auth_ref": [] }, "slgg_TwoVendorsMember": { "xbrltype": "domainItemType", "nsuri": 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Weighted average relates to the portion of time within a reporting period that common shares have been issued and outstanding to the total time in that period. Such concept is used in determining the weighted average number of shares outstanding for purposes of calculating earnings per share (basic)." } } }, "auth_ref": ["r33", "r34"] }, "slgg_statement-statement-note-2-summary-of-significant-accounting-policies-disaggregation-of-revenue-details": { "xbrltype": "stringItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "statement-statement-note-2-summary-of-significant-accounting-policies-disaggregation-of-revenue-details", "lang": { "en-us": { "role": { "label": "Note 2 - Summary of Significant Accounting Policies - Disaggregation of Revenue (Details)" } } }, "auth_ref": [] }, "slgg_statement-statement-note-2-summary-of-significant-accounting-policies-noncash-stockbased-compensation-expense-details": { "xbrltype": "stringItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "statement-statement-note-2-summary-of-significant-accounting-policies-noncash-stockbased-compensation-expense-details", "lang": { "en-us": { "role": { "label": "Note 2 - Summary of Significant Accounting Policies - Noncash Stock-based Compensation Expense (Details)" } } }, "auth_ref": [] }, "slgg_statement-statement-note-2-summary-of-significant-accounting-policies-schedule-of-concentration-risks-details": { "xbrltype": "stringItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "statement-statement-note-2-summary-of-significant-accounting-policies-schedule-of-concentration-risks-details", "lang": { "en-us": { "role": { "label": "Note 2 - Summary of Significant Accounting Policies - Schedule of Concentration Risks (Details)" } } }, "auth_ref": [] }, "slgg_statement-statement-note-2-summary-of-significant-accounting-policies-schedule-of-earnings-per-share-details": { "xbrltype": "stringItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "statement-statement-note-2-summary-of-significant-accounting-policies-schedule-of-earnings-per-share-details", "lang": { "en-us": { "role": { "label": "Note 2 - Summary of Significant Accounting Policies - Schedule of Earnings Per Share (Details)" } } }, "auth_ref": [] }, "slgg_statement-statement-note-2-summary-of-significant-accounting-policies-summary-of-contract-liabilities-details": { "xbrltype": "stringItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "statement-statement-note-2-summary-of-significant-accounting-policies-summary-of-contract-liabilities-details", "lang": { "en-us": { "role": { "label": "Note 2 - Summary of Significant Accounting Policies - Summary of Contract Liabilities (Details)" } } }, "auth_ref": [] }, "slgg_statement-statement-note-2-summary-of-significant-accounting-policies-tables": { "xbrltype": "stringItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "statement-statement-note-2-summary-of-significant-accounting-policies-tables", "lang": { "en-us": { "role": { "label": "Note 2 - Summary of Significant Accounting Policies" } } }, "auth_ref": [] }, "slgg_statement-statement-note-3-intangible-assets-intangible-and-other-assets-details": { "xbrltype": "stringItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "statement-statement-note-3-intangible-assets-intangible-and-other-assets-details", "lang": { "en-us": { "role": { "label": "Note 3 - Intangible Assets - Intangible and Other Assets (Details)" } } }, "auth_ref": [] }, "slgg_statement-statement-note-3-intangible-assets-schedule-of-intangible-assets-future-amortization-expenses-details": { "xbrltype": "stringItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "statement-statement-note-3-intangible-assets-schedule-of-intangible-assets-future-amortization-expenses-details", "lang": { "en-us": { "role": { "label": "Note 3 - Intangible Assets - Schedule of Intangible Assets Future Amortization Expenses (Details)" } } }, "auth_ref": [] }, "slgg_statement-statement-note-3-intangible-assets-tables": { "xbrltype": "stringItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "statement-statement-note-3-intangible-assets-tables", "lang": { "en-us": { "role": { "label": "Note 3 - Intangible Assets" } } }, "auth_ref": [] }, "slgg_statement-statement-note-4-acquisition-purchase-price-allocation-details": { "xbrltype": "stringItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "statement-statement-note-4-acquisition-purchase-price-allocation-details", "lang": { "en-us": { "role": { "label": "Note 4 - Acquisition - Purchase Price Allocation (Details)" } } }, "auth_ref": [] }, "slgg_statement-statement-note-4-acquisitions-schedule-of-acquired-intangible-assets-details": { "xbrltype": "stringItemType", "nsuri": "http://www.superleague.com/20240930", "localname": "statement-statement-note-4-acquisitions-schedule-of-acquired-intangible-assets-details", "lang": { "en-us": { "role": { "label": "Note 4 - Acquisitions - Schedule

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<)C#N MHD;TT#U%+HS.&+[3]?R(UN&I M"!=< MOYQ#MR_B"-%1L\8!?+K'YYNQ[%(,$.(C;BD/*1X&-,>C82!G[/6(J0 MDA/H\033'B H+W ^5%/^_4GX-587CS]3>H7XD_"Q!^-7!6-M=\#XGAF$(((M MGL!GI<>2!T,$E<-
DFB,QT&B$TM953@QK&Z8FD"F;(A"-Q;HMQC=%$&6 I19: MAG$S9#XV8=R,A<6WD\NM"2CN\F(26D LC,0:#\$'8V$C7*!)L"PD[30O M$DSH)>)\,J+T04WK+W2/<7^3HH=_P,HQB&<%1IST):07RB.W>E"OU#Y3@:W
M,/B[+[, YT1B+""TA*02E$$2Q#51DJ@JY9QS!=S-BFJD=2!HXA))9!(%D&@Z MH3T9MAIGC\],!*'48S-E8>V0V066S]B:LBA MC6FEETF4\(Y9V7MSR',KO#?!PI.@.D[E'*3I@5+/ C5SJI I6^L)E_3@$ZUR ME:\H0#5H?
<_!IS@XM?-!3OP-7&6[P]5S;K /,>LJLZ?Y5**BT6>9V7X(56\# MCN0H-.7UH,[PK=.6:22,2VTHQ96;AW;H\Z2XF%A3+IEC6U$0SBE3*I(N=0I, MD&B+T5($[M329 ,C H&>H06(O&QUJ5[13)FA4M*%)^/J3I<(M>%HD,7$2X,2
M1LC,)*/\C718$EW89+HRXKY84)*E"5+;N.+;]Y$#S@"WW1RZ[QP2&8X]/*'002*XE21[[N\/CSHC)S.4N CD/0_HX-D)XF@W;NUF%O44NSA\W[_@< M;7$@YE&3[RL'.K,/6[!-M'3YS@PF&['723BN2?0G@9-OF?>+C(O
MV!WFG>>@7B<'':H6>SK7LY&!S\B;5.1JW\]2HL!"1;EAUE@;B^WT-1'G,H@' M^"/_' &'#PP)D4%KR%/93&N%WWD%E,4#AN_$>V3V\[R;8>.@]I8LX8I M)I$2HI^[U(?\<5_:"Z*5\I)/J)&6(TYUGV+#XL)
6F1+'B=23SCVCB.=YT>V M1&.DW?^E*-[U3_C/N!N7P\11)[>C+'EHZPXV18.[X5F? 2GGTBK<5C@5BR"0 MO)B]=GQ4^^%1$N5++ ^TM3JNNP-S\))[^+[J_C0>F]W[.9_]88A_P?7 Y9N2
MHE4QE94K@,V*:#W&O\=,_OGHW;H_"HQMX5R*5\N>?;FUGR,_ZW"%3(D'2!;O MI 1TO?H9*Y];^_)O:O45$8M>3MGF*Z OK/7P)C_^185SU93EV_,3XL*2UU_T MEAX#Y]<.@($8@2^9,:<'']NW_?)-^[)3?
M_KM'^E&_,+O3>7%_W>2EL4EE,] M7F^DH DWEU=WO\VUH01=[-_P ZVHT$5_)+O[#PO_U!+ P04 " "QA6Y9 M:GR>6NH$ -%P #0 &5X7SD[WKKM= [M??[#H)(13:JT1ZW!U"BKRS ML_/,
[#,O=B=5>=;MI)3$W:T7'<541KOTYO?W>^Z!>]!$::=5+VZ]0/DOM@VG ME%-)%(UA.H,PK7A,Y;'(*8R$5"0#&URWY;;:3GL/#KSV@>>^@]%'L.UN)Z>* M0)0265)UV*A48N\WYJNN$ZA?# +";PBDA&N/*X]S/R<_)7G\
<#DX&O2 <#,]A M=#&>7 3G(83#;WG\)&C +AASY,@O%1<-Z?V,//9_W?(.B%6M)VG/;SI^H?5:E8,ELU:J0, M*RDJM-\;% .N:Q^OZR!<,Y6"2BE\JHC$&&8S&-,""RZ(!"95026<47)94>CK M$!>2E=2" 8^:L*W57K_<;
[<=O\.Z/9$7A,\Z+=8UBZZ_ VC@!&%BT;0_8R40,%%'%,*&%HOD4S>PZ%IC:3DI(6(:R);8)Q8K)%,/8$!Y#_P9+/;^D M@"9S5I;:#_S7.V/L'Y!221']&K[:K55XZ(<% >?P 4^UZMOII8PF: $M*G9%
M89@D+$)T>)X^;NZD97#T,C)30JO/."TMJ'5/&"<\8MBP'M*E)$H!!?JR+"BP M&51XH: $K.3Q_'Y,'NN0D%@4NC>N;E]LTOR>&YD0.26(QA[>9'0&060N4O/; M0CE1W@8IKL@THS 5$AOY8D>[.[Y.I'6HX._4E\R
M_FH&_4_7S=*U_;SHRG@]W&L.ZJ&>,(YEDM7]8,%EPG1G*R0M-6TM+299!JB& M6+!4HZ! 'I>6T4J6)1P/C)DY6A=\W%5E->M%H=]54%"NE??F,V?SWQA':BH8 MWM)=H/S$QWHG:, M'/#@7%S58XB[5X\AC^5
'55[*I02N5>*C,7@%C?PTC%__L]UJ%6V .>=Q6"C M)YX'./FCE[$@VOW(K&GKTK8IMV_]_??[^L"46J?^DUG='DF&9;' NGC/]+V> ML:FP?X?VDT%Y%G7@[EO*?Z4:K'O]I(GQP(O?YM+QUK0>4X(H$A57V-B_E9V; M'DHV82-
F5Q!EI"P/&V?!)+1'P6G?/AKW@U_UE]85Z>CT)!ROK:6)+<7U_44] M+,'H]/SBXZTUW*$_%W_E!U&T].=CS#3S&?PO4$L#!!0 (+&%;EE@=--P M'QX ,B@ - 97A?-S0U,S8S+FAT;>T]:7/;.+*?=WX%7G9GUZZB;\>3 MV(ZK9)FV-
2M+?I*<3/;+*XB$)$PH4LO#MN;7OSX 'C*MV)-D)I-HJW8AN] 7@>)).@Y/CB9+^R0]_.TYU&J@3=?]_/^V_W#O8VX2WQUO\\(>_P?O_ MV=@0%RI4L4R5+X9S,9ADH:_BLVBJQ'44IS(0&V)G9VMG;VMW>W=?'!SNOSY\
MN2NNK\3&QLGQ5*52>!,9)RI]\R)+1QNO7IBGH9RJ-R]&43R5Z8:O4N6E.@I? M""*4Q7"UZD*U&P2A>I-&+TX^>%XBX$^'D;^7"3I/*#F8;J1Z-_4H=C9GJ5' M@AZ,Y%0'\T/QS_]F47HTT%.5B(ZZ$[UH*D-
^>"1FTO=U.#X4VSH4VYL[.CP2 M7A8G47PH9)9&1SCFS XTE?%8A_#Q[%[00*FZ3S=DH,?P,-;CB1W[=P$#-,%O M*UC9=O]::/(O1] 31R0JUJ,'PT)?PQ/W?J*'.H4'FSO[QUO#D^,M_S^S$Y^ M>"I:@1I]15C],QPFLZ-
'\"CWO=#S4=$3P4_;V6L99@>ALA^P5$)ZU^S)-6C M^9&A#+8@BG;KWN[WWHM,=N&*-WB/% M__GW5[N[VT?8%%[D3W;PR;H#7V-?KNA?-GIN7W3/1;-[==7MB/Z@V_RW@#YO MH/M6!QYW.FYST()7"(#
[#N!PQ&6C+TY=MR-Z[D6K/W 1EIO.F6LZ1>A:@Q9T MW&@.L/.=UWM[CH!&C2L7/CM#0-T%.*NM'D , #&^. ?R$D:,9J]!=.BY_WO3ZKF R8 HU[]I7IJA6IUF^^:LU;EP!!*J M>S,0[=95:T -
'>HJ[QY).VBT.DSGOB'R_MKN.G;ZD(Z;HL($--_Y-!9?7C7> M Z*,&[[M-3K]<[?',]1V^WVQMK,N&E64B'*(D)E98 :72 0#0?] E/-S!!"(MB'A!X_XU_!:#+F-?C.\(1*" $*=E\0OD@WP"'1JC!.7U3:]_T^A0Y[T;F.&= M_7UB])OV!4"YA-
'6#(_@$T7I8+:KR,,:WOKU (0N\9/U@ &9.=6IW$.["O. MW'.&UXW^MT.P XC ?GZYS V2B# VQHX M^(?FF2@&_VP,Z#=@<-WM0Z?]1MLMSPS/=HE>'Y%+XOJJ9!:""=TP@S'O5B;Y M4;KA1#?:[>?+UB;K]C]4&5I%3(.FO-
B&Y5L%@5E:\]_)3'KV M]_-AO--^.H%_;O]HX-C A>F0UFCS@!;@0[MJ@^$"EDT,_\"_OAWR5L6I]F1@ M<$NCF>GZX.6/U R^_EPTK!#L'P<'KYV=GW8VM[?%3?^,*(>#;:7^DV'<^^FS MPUB:9S9@:F:Y_-]&-
@9V$#N.0$MO$0OX2Q1_/N$M/SV;&M6&!@"P$XDG'Y6(M!Y;'L^>S(@!?8#8\,']5_, "Z=]<@W)HNXV+&U!N'5":U[U6WZ4U[Z-ZX"^+ M]:.FUM> L5A$^1%KV8XBS#"BL+L7;&ZK<0GWXBR.
MICH!ZJ01^%IS_)-.E*"50D0C0J)Q)1H,BTO"%#($%$N&K5.H 1BO18G.I<"YU_S^? MH/ZY:F( ]!M% 1 #+"R8(!#[)(6Y)#8R]*7E/;&_6"Z(K!XLL!+FV8M"GFB2 MUKN)]B;P*736B5*<=9%DPU^5ESK4JO2)
[3\G+_<8#6Y/K#^2BIL],LT:%*$M"M(<#Y?/ M,S()4]*J+HYUCM%9 NF A%+&9A?0.!@7C!R80%?#:[O;F]H_K^!M7Y&RZ MFILGSXVW?&[<6[/"F4DJS\\$[44#J/AQ!A,(9PLT>7JD[?]E4(3BR,^\-)+=29C,!3D;%*Q'E!?
MHGW(JI0[ZP3%%$Q'-GW*?:\XX,D< MH)9S0,OHPF6"6'@T)6'<6PGC*:O/0$96\E M#<^:@O'R*>@.H87,S?8%RP%FPU?#-'%$H.50!V#?JX1LP:AHM^@>&R?<^&^4 MAR][#KT@@SC[M1]%LZDQOG-
@QWH1GM>G,&L6U%=]-'P$VC+>I:C(PD&;SC(M/U\"#4HP083*6%%[/R/%#=\-E8?U O QA@F49"Q3L=4/\ +M$8Z_#?3/L5[M(D2N^.V@ZP\^#)B]YEWQ>\6O3^;7R7)^?1"=,:S**^C'0CU53G7$/\#LW=[!
MY5S_EU42V=Q$I1BO^+DLW2K8981,I;KE$KKU++B/C35T;$NXA* M-[X<"0',-7V[;HFBR(,.$1EJ ;@SU&(7!'N#"1YY8"@2&N'CN*#@9&@X\#>5 MI
+V_7,&8W#B^.6F.-8GXGA++\W>_2DZV]>W0$B9)&]>7%^<_CLO5N"DLZ 2 M!%&N0>">*T4(@HK5%OHZ'_3RSLIPF)RG* VPT'8RVHBCNX,M:(?%D^4_/QQ/8MOJNG'A;ISVW,:_-Z@0YQ LP#LY3XY,4<D"6R[-ZLG#AX>\D
MRJ#;;.OP0S&U-03(Z5#/>\\M3ES":8C*5V@9["VS#,J._&;A*Y@ "[D05M*C M+ 7UQ"JXY&IP$,;&1(E9V+D)U0;T,BKBHZ\V7Y;#HXLYPYJ8POIC((%:UP$K M-AD'FN,\:*$4UHS14PYK0GCU0%L=8=[Z5OOH=DRB.U"1H/Q\> \
(4M?W&$LR MZ2UPIQ>CD$ZATA?I19Y5+;V.T;S^H$YJ7;3C+?N6J5J.2:_,WCJ]I 7JZ@_:8X@"!'A;TOP&^6XYX4J_A(MPY="SF:!9I_L :Z4]B43(*HGT8H3ZP!ZN=P!R[WJ)OO2??*E6Z;(@ICRNR7K MLU.S_-
^S0E7#HJ(COVPS_RS##.MA=MD2Y1*(* ^;P0S8+P[X"X=R?*6BEU"' M*IUO\(J&(II@'^0TXL88C*B"IQ#GGZR]?N7L[[U:%QQ>*41N*GUE[7#<"8.= MLRSC\H90_9J%K!XPF*90OIU<17 WZ!K$F0?+&@@S>1TC7$?'QGVA$
NY*\,H M^K !3P$QW&_#3HF%J!R1)X\"R.5KT%,!*C%PJWP.W(>T[&V*\RQ&B!QVQ8S* MT::XS!:18"%9HN_%VH$M2L+\BYD7IZ+S[C3II@B#TD*"U30&K1O-P+O!
M3@$#169#M8(%T^&S+)Y%"3M>,PP*IJF=_T0&"J=X"_6PI8[IP2 /.ML0_;N5 MLV7JZV"9^B++)UE(P,(B&LXMD8M*$\7?;?N*:E.L6H,,C;DU*\ MJYJ59RK&LK0QU4<2S64NSKS#M1T#]OA9*76Q$->G$ E,(3;-J*X4 _B92D@6
M1_I6B;67ZUCZD@@YPO+$4HC+6C!AE&K0IJ,XFEI)YJ3PG!1-J7^,6/SY_Q7 M"?#7U;(\,O<!>!)V.K"*4-L&$H*(8QE2I2-J8#>!K! MPD&+ *Q("O4U*5P2=\[@3[%F%>-5,QFGYD/4^Z"ZT[D)C4H?M#BN1L@P% A-
ML=J)TV1SR['XD%)H8DS[4P- A9/-\U*^R88-I_(#KBOF4_@P >H10,5FX?TZ7!KYC0+P1=&,\&1" MB2Y.J.'ZINQRJC[@7TM"C54,L8KBL0SU;](&%;E=K, N'[&)#ZL6R JO[SF- M"UIP4A 1P-*Q.)NEWAQ- ((X].9%IXD&)I6Q".0=,-
X=OD#Y9JD%S-1HA.-4 M.8,8" 74@%1X. O\@B\D80BK,RS/B3$.RM.-JR^3>]2IV@T+CK%*YPGTL]0& MMVPLT0Z"GCF^>8M>/((PI;QI>>V*U3@R4=.5 M#OJ4FBW^;S%Y23X)GZADRFKM>9J&
D!E044A>@+?)9]%/B!6_O'BN,5,!Q8^R#7:P?; MQ@8P:6(<$"?YB"?'[%!+C 4RL&C>'A)JBN[TS! PBG\DF-%]1! B2H_Q\G MPDJ0/[7:C_\K@5DY @ET5M9"M*UJ6"__(NA*KUR?8_Q:6P.I,+#8KZO*+<
M#\$=ILJGHF>J@([B.+H#)@&?4LT7>_W.Y@XE@KH\ JN0K-A.)L@J_2]9C8Y MV(6.XF$>E;Z06\I^:]EC3KD" 423 %Y?L=BGEA-^S%>)AHF*;Y6I_<1@1HE3 M/%CK0XG%1$41E5/L;2'EDS,ENBZ22HK*^RA,.?
YZUA1M;5.2'L"#Q$O655)GRSTDL=&<(L7M ,EED1@^0:HF6?4'%4J]FJZ MX6B36-O;MF H3<18:WPHVT(@*T@Z2T?C <:+0!!X0AK7LZG89+=@W#M94^X#KOC\ 7KJ'G=3)8R3V0J) M$,<*L<"RVUM0D03\(S6MG/\KS $P-
LW&K=_R8AJVG&MSPH!^XL5ZR&L-UEK: M72AKPW6,:2(]X/$!N$_XTWF,^B:CG*7 070P0I#'.I9,B?.'S0D.JH$!;R./ M%H':.?KZ!/;;*_O9797]K,I^:MC^IV4)G7X&WA)N!6'UV* 8J=ESW"]HG1*/4@%F* MZ5)",$?
0,1'@!$^KT/3;GX)!"EAAI"DQ^]P-5DKED&$P"9:,37&6J8(8@:;\ M\$(%2)X=5=,9QQXQXT$;;WB[!V],,YE36W:$O?2PX/KE]@&.VE/C+.!/SA!L M.E_ER,2I%;;DV]I)24P\(0C(C3 M!(/7#L2RVP5DPOX&;LW
1C[N6Z_@L[,FUQ^B%$;E<'QEVU\U6V[<)3;@R.,T\FD/*7*/L6&+G V?=P - MV/P C_@>SZ1 1K0I2*Z<,%50 /3#NG$$R=9CN!+8FCJK9,J*4!?);E(ZLJ2(M9W)N 2,689!7HYL]L!X7=X/J*$+B-B^!O]G2HKW+*_ZJ
^CU,OX:U,EUL<7% M9IYIIO+#,?+(80(VQ18K"F*JZ"X$[ISHF5T)\FB1U1_)([JKM/W8;/HH:7VL MS$D >VV#43COI$8M(RP8SUAQQUFWJDM?'IH#ZZ51[*:$D8]K93<,I*_4='&G M=&G)12> P[-
$A'PQJ=E,79=>XYR.W9:8%Q_"FVI]95YK2&/R:H[=%1L2\UJ? M.UB>DHAK<^UNPXB:E)B"1;,3*.RP-/T5/FZD$L[.U;QHR#28LRR2&Q8=HFKY6OE33I@(?#H M\&^TVQRR("CHZ=.#>6VQMZ;
(:^'4FD+:*.*4&460\^7"V(.FOA;!UD!/.IY@ M*G^-.-D0TWXA6Q^8E[ZCA[..3.U-3.P >[R-**I6MZW2<"S0%0A#<0-*Z(4) M8$!),RYYRXE%]*Z:B'B4D['*8>96'%W'T4M/8^J0;C!FBLN&!6A'4E!W&&3*
M[7B;&S)*!ELY5!@).BZQX9?$L>9$XN3UG+QQ+,_Q8L@]PS/X\A <;H*V,;]2 M(KE^8WBA"$M!6^3D*1^GAHE<\&!NB86@!::0FG8-66D;17,1#3.G $_S$,<7V%+W XIA4 MCHL]!*1@F,2*#KV36(>2X*MT$D?
9>"+.E>_>%\Q1H.S).-9Y7:[![HC#E)X! MLIAH '-"X3_ZVI)KI1%]-<+2?=3N/; ^6"5'BRY,R9F@L^],Y1HQG V^EBJ9 M*3IM$VBHUQ/C&2DS0/F$A]*'X*%&<:CF"7JZ.S\!ZBH7LH352DV"!DLM8%1/
M/?"Z'YA47/3%RZ*VA;K^INA/HBR@50=?5FI+ %,/)(@B1HN'^,Q@M<[+VLFC M)H'*IM;*]*(LYMTU9)B64"WVH/M6P^*2GN0T,"1(B :5$S%@8*;+G8S)B0QM MCE_)H#I;)JQ-#E]2BH3[-H52"J.S]IQ:6]58MY6@>M%!&
(5VWQ%7STRB,(H7 M3MVP6C+O&/4O1DMN5;Z$%^[K2F!K!7;I]D:S@0&-TBS.-]JPE_K'O,9'T2* M1Y9X'\+H#K3[6#E65:(>Q]0*3!?_)LR&256_+!XI=9KM.*[SH>^1!Z''9QR M#,*QBP2>=YLX195"8@X_-8#R3V-A"-
X"PA>H:.,PV#I4,N:0H[0KL*F! MM-X<.U6$,4I;*7M/@@<:]8A4QU'I92S6%,I#1;63+0R/G-Y"T;N&:,;2R4 M\PHZH/4]"V M5=!L'#ME?C%E'=+F?0OKC.*> *MOHV
8"ZTD2&V.U89ZDTW1&I7$_7V.15"01G95Q;D(P%D!SVL*%E4T;P:Q;KQ.=VUTKYTQV@SFV;&%.A1 @UD._5* MQ_:8AS,*7VAR"'?7[C4/RP?^%V42]3WR(=J%C5!(**W.DZSO&Q@L6(BSC@Z
M41)2\^68W!B4(DGU#1,30ZF4'%1A<:K % 7.!8W8R:5-VK8&Q+=)0'@?S$TT MGXMFTJ"0# U+DZ:-I(Q;;E>:O&6Q9E4L1V,RDH3;0++1$*5$FZFMSFN<2TFM MR)YN:796J/N)S,PG:%!C290,S$N*["BC3X
,E%Y8@)=HM1*U6E%;NKNQ$QEW MCJ6K$Y%;DAA' #H#WABJ]$ZI:AAF(65M]#T8C3)/"-L-":7/=&@YU#HK]LCV M>)'%<0,#'2* 9TS;I-2HM#.'&,^VFU<'^OHXX=NKO=E;U=ZL:F_J],W2XIMF M5
1_%W/@.C^%D79=X&%QXRC5QIV2TR@<\VJ(I^T.42/%ZE:K.S*;*PD_IWSY M0XJE+^7@+F@X<%2#3='P,+0+JBB@Y@\,!6.MLE- *HU/<+9;L&Q6A ,T#!N6 M>4R'>DPGDI6V(Q':9C.EO.5M7%2H_W #4!
[B_OK4V%?!8$O++2XX4@S+2QO< M$YR1GTO6N&&Y_!(\>R%=H\GW,#9ZK7ZK^Y%HW=F+_V# <[;K2;?"PE]T 6$RSI"7.!!<;/E MSS> ZUF+\-H\'I[0Q3[8^++;QNO[*H_P*;5Z[EONTVZA! QN^G T&Y M;0>".A<#W MA(I4-
H*N9!WN=)K)@,>_Y'9CG-VU@EX%P?QG@W:+ 4,"4 R./ MQ363("A.'6-;E@%A[K4N+NE&T(88]%H@H/ I<.U[O$L4GP(,=+$KWN5*EX1B M=W@A)_,"*Q('+W%KNNX9<5*/V=CM-=N-UE6-CJ&N\!%A8Y3+BI?J &J1#N[@
M[;+OD/+=_+*G1L&)J;]L-PM#\O2 :*DO3#&-&LQ<\T)L7+\DTK]P#6N*8_/\'>SF'_9Z[NQ=@ M?7%B],QA[>6EX', I0#0W1>U,.^]6@*SN7C\\X':S_XR;:2XTP)E\/:&C>? MM4)OT^'I_Z-@J;^#L9:(=83;V?TC"?
=E;VO_R%VQS^;UOR[ZC^*[]YVA^_+[MPG88?'@LOU MIN&WK!0>H<0C-O)?E0ZGT.IWZPH#PFFW=^;V-DZ[@T'W*D]>B!W /(D"[3]" M,M0HQ_ID*]D2C3 4ES+T^5Z)E6BN%N)O0+2^E%E-?^DLF\^(>"&!'W.PO\CP M3;>
[6II)\'^ OQC<^I:B=;5C+$98GS=".9!'D55@X:+0M[+9BZ.CC6R,M3A\ MC='^TGCH9X?L3R#&7RY::H8T4-6$0Y=8H)PV.7Q^5+/?N!)GO>Y_SKIOOW.U MLS([5F;']X3O2IJ_1?2_1VE>1?-6TKZ*YJVB>5]/-
\OI^(LCG[SH]M50._+ M._1E+ZWNB.-2R7>[T1]L% 7LM67WSRZG?TK=./QC&/ESH-$DG08G_P]02P,$ M% @ L85N61.!>"!'@ 2;4 T !E>%\W-#4S-C0N:'1M[3UI4]O(MMI_O_(I^W VJS+Y,!@A5Q@CPC+%YMIE,
[I=7;:EM]T26?+4 SJ]_9^G68@N' M3/;$4U,!)/5R3I_]G.X^'2<3_^QTK*1W]M/?3A.=^.I,/?[?SP>'^T<'6_#V M=)L?_O0W>/_FYOB2@4JDHGRQ& F^N,T\%1T$4Z4N VC1/IB4^SN;N_N;^_M
M[!V(H^/#GX_W#\7MC=C"'@SE1/NS8_&O_Z9A;@_. M3K?Q,_@Q/?OIN6#Y:O@50?6O8!!/3YZ H]CW7,\G>4\T?_KS7D9:!LEQ@.3G MGQ2@_C.-$SVW?;-3@:^S+$;WK>M?IBMW&K\)Z/,.NF^VX7&
[[33Z37B%$W!>P3QJXKK>$^>.TQ9=YZK9ZSLXE[OV MA6,ZQ=DU^TWHN-[H8^>[O^SOUP0TJM\X\-D%3M29FV>YU<*,8<+U]FO1(334 M;V];S4;]O.6(2P>&K;?P?:]?[Y=&;]5?]6#8]@5,^'>'9VQ PX>]3HM@[#JM M9KW=
<,3=+8#I_.'\P]/GX-8$ Y#/$Y&$99G_ND@6\ :C5&8Y>U= MMW=7;U/GW3M8X=V# R+TN]85S'()H:T;&H$!&PYR!;7?P#FL[V]0"P#L%C]9 MASD@.3?;]4L@7W'A7.)*;!#\7:?A *A()*)SVVPCAHA#D/%:\+K>Z[1A[C 2
MH*]W"6,C!\)\F_T:_J!U)HS!K_4^_0T0W'9ZT&FOWG***\.K7<#7._B2]+[, MF3EC0C=,8$R[I45^$F^XT/56Z_UY:XME^V<5AE80TZ")'/A*#,((C(*7:SN@ MOI7O&]6:_1U/I6O_?O\Y/F@O&<.O._\T\]A$Q71,.MH\(
5\;+4V&"Y@V43P M"_[T[)#W*DJT*WT#6Q).3=='A_^D9O#UQ\)A"6'_.#@XJNWN'F[M[(B[W@5A M#@?;3KQGSW'_YX\^Q\(ZLP%3LY8,':>.\U+!']]U@!%TQ>%2U8';V[6Q (+:=^=0<"K0V"\K;; M[#FDY][])^]\LU$^:5U\#Q&
(>Y"L[.ME"78+T'4_UYOW3F9 M$D2@:^(YQ% 34EPH7S[(2($?%4U#\-O J1)^Z)(#)Q.Q]\ONGFB$/KSR0E&_ M5ULUT4MUHH##P4+LP92EN D#X,&::-3%+SL'.P=BW5B)C7 RE<',V(5@%(Y5 MI, MG$;A1,>
EB0$QVJ&/Y*Q$J061#C$V9^W.G^<-_\#6A-&Q-D^8ZZ[XM(/ M'Z"+E@Q435Q%"IZVE?L&[.?7X':BQ[F. UDC-CT[]\/'@7Y[NIU:ZQ5F47A_M'?HPI\)K)[F$8ZBM/"AQEU.RT3&:%LUZ@QTC%2:1=7+P8 M7'Z@!GCHAA,8'A@I=-
_,#]6CKXIC8 O\QM"92*?05CTJ-Z5!$6CX0@9 'K'P M5"*U#Z,5<+&UE'67!@0^'AM_62'2!_P-0Q^0 387+! (A3B!M20R,O@EA1_; MOY@G"*TNJ%\)Z^R& 2\TL?3#6+MC^!0Z:X<)KKJ(T\&?RDUJU*KPB>VMAM$B
M_%.ZKIHFED:R/J#A*%(J/O[A%DP'GL(O]H^>GM#N%D]I\5]@FPLUU $O#O+. MEJC'(HV!#W10Q&]2H@-73G4"X[R%[UB6C.6]FOMHHF0 /W_@13D\>'I"ZW)C M<3V*JB>-=:#B&"3GK*A_$*O(A1XHQG4-
,@Z0;L1T#X4M/@<=U4L#^(T9:EWC M=X'A*I2A*G(U**>!#-Y 7Z SPRF(=] %(/S-L)K%?@^9'7FM 1# !X&67T(J M6HQN[K[XEM9XL'R-@?=DZB>B6U:.=HT#6 3@+E"$(C*KD#S H& AP0*B %[? MV]G:^>
<&_HT:.9VLUN;9:^,N7QOGWF@XLTC%]1F#O8#,822<&($IA(LE>IQW M$$?&N%@MQ[.7PUN^' N6-EJ%OD]+0&L!(Z"=&4^5]X?:ZB^%+!2%7NHF(5BJ M4QF!H2"GXY+U@/(2[4,6I=Q1#1\"6\5A4 /!&9KAP&,@8QAP(P;*6-
4C'2.; M@NG(ID^Q[Q4%/)L"U'(*:!I9N(P1$K^5 ^V#?]YAL MP3!O-^\>&R?<^&^4F2]Z #IP_10C\=1]&DREQO7- AWH1KMNE,*J6U:=]]'P M$VC+#CL/ULR&^1@FA$*8T7MO90$-WPW4"Y6$, #&&,0AW[*,AV3 M_S!?
P#7BX;^I]B@6%")P^=\U=/W!AP&SU[S+_U[1Z[/I=;R<7A>B,X9468.^ M*]13IM2:^ >8O3N[J,[%O?13\D]!-:,G,U *EQL;>M:Y*@H[<)C!OHN 1B43!+3':A*FSL*+F(,C M1$@9% @AB$>BL\R)T^ABIY%8/]A $$!H4BS5G\&;.
(&6B)*8'?0 $"RK8(;OA]%(7CVTRATE?)BLIZP2^6=<(S@ W%] M^'7A.AE'2E&IP*=&]B+@[T2VQ78%BFD![KE"KJ@1EZ'^YZ\,]0\A%8Y\:L0O M@KT<\?#5NK[?L*A4Y.,'B (:!S#&L(H]$#V;O$RA"Z8L 1\\C0%D[11-FT#\
MFD)WG.,^9)R5DB!;XE2?B=-MO33W^$5TBJ?O 5,RCE^NW5Z=_Y:55W#*7%#1 MA"A637#/I;()0>5U5 M'7,)PMK9[NDVM,-RS^*/GT['D6UU6[]R-L^[3OVW32H=.@8+]4'.XA-3AG), MY%&:(KB=BF'=FSZ>
"'[6.7Y]QWZ#]I)]PV0(!#J9OG5 EJN+ZK1PJ62?Q$I M_4ZCI8,W^=)6("##0S7MO6\YY1)*0U"^0LME?YGE4@PT;.6^C D D8MC15:8 M)B#26"057"$.$MF8+1$+.U^!VH1>AGG\]L7683%\.Y_3K(AY;#PU)5 %VF>Q M)B-
??!>P"0NG[$6)=) MOX&[/Q\EK>5J8!Y?Y/DMPUTZBO M\MHGG!A$"Q4Q@@ X7]/H!OFL$>Y]IYJ.%+(:=37[,WN K)9Q) MM8?5*%I18M6$#I>[?ID_WV OOD=>?-.4=Q!1_K!H?>^D,/][D0MA4!UH[W!#<&
G9[F)])2UKW%7#G;.O(R*"V?U9QJP>, P MGD+^KF4B@KM!1R%*75!8P,SD@PQ10XZ,,T/!'7)>!F'X9A.> F"X]X?-;3NC M8BZ _ M EZ=!3ODHQ,#)\CAE$)!"VQ*7:80SJK%C9D2.-H5DMM0%_9 8"]P0 M.>M'MAP*,S]F76HEF?
>@23:%& X7NRA4C=< J^#G8*$"@R",JU,YB(GZ;1 M-(S9#9MB.#))[/K'TE>X(-LHARUV3 \&>)#9!ND_+)\M$U]'R\07V33Q7.H7 ME&@PLTC.:UP4?\N5%4R\Y"^:WU&G)3K!>#3PV[.2RZMJF?<4C$5N8ZP/)1K"
M7#OZ@+H=4P7X62%I,I=1H( )+"$V3:F&%%,'J8J)%UGB@;#SP#,4O?JRR:!:_@C3$S<)3[T 8?V>X3C'!:+.T 2@&0?N+.\T MUD"D,A*^? #">\ 7R-_,M0"9&@YQG#)E$ $A@YHIY1[.'+W@"TD0@G8&]1P;
MXZ"XW*A]&=5#375V6.J,]4'/P)_%-EA<(XEV$/3,<+\(%"IBC6WD_24&BG MR*C(1,^@N_BC,.[X MNK0OP91: ',JC\1XCAU$0(SR_VDDK!CY0^L,^5\)Q,H12,"SLA:Z?9:3+FTU M*.Y_*%N?;/]37 KK0KG$(:\,S L-
<;J#1'E4;DVUUV$4A0]).!3JME\[]E. M"Q/'4CX=I,'U;S8,9]-EI;[7S?8*J^@H'N92T0VYI>RW%CWFA&L?@#5IPALK M$OO00L9W^2KA(%;1O3)5IQC,*%"*"[H^D%C&E)=OU?)=-21\,J)$UT52,5-Q M!X?
9"+!1=G,R+Y6<'>/K@'2AO5[&W\FS!7I8;JUCDIY 0T1+5E32)W.]9+$1 MW%P&[4"(Q2%8OCY*YBDU1Y&*O9INX!\TI=;W=^PTE"9DK-??#<1\8P+A?*." M6Q$ VKM2T!\\#S3:@ *"@/1=-MT8L!\/)=
<3Y_5%V:SS//83.%CQTH=6HAIQ M#6L8*'J8K6^IUP?ZP,+Q:O%J:3G_EYL#8&R: M+6-OLR(9MIPKL[T ?NQ&>L"Z!]L\[?Z7]<$&QC01'_#X"-PG_+/V%/9-KCA- M@(+HP 8_BW4L69+:9UL3'%0#
=Z'+BF!RC7Z^ACV^ROHV5L5]*P*>BK(_N=E M"9U>"MX2;D)A\5BG&*G9[=S+7:-B*3KOCPCR]%I)TEDQ]Z)\<$)A+_P[MEJ8 MJH-%>9R9%0/-=0B4BR3Q$Z!1:J99B.E20C #L&8BP#$>IJ'I;V\"!BE A9&F MV.RP-U
IE)"4@X+0S B3@L,7CL@RVY4D#'[&[@I!!MYN&.^!,_N MNMQ8!"D(B^'XTH;#Y^L"2 !IR) M/4ILP)''2>C1[E6D'F/#YCD;/FD!&K#Y 1[Q(YZ&@81H4Y!<.6&JHBU7D M."5;C^%((&OJK)0IRT-=Q+MQX;"4/)[)N06,6
1^5IMN=M^Z7.H-HB,/B=N\ M!/[-EA;MFE[15]6$?EE&7_TJOLXWU]C,,ZU4=BQ'%CF,P:;89D%!1!4^!$"= M8SVUFB"+%EGY$3\ANPH;G\W&D8+4Q\J<&*#7-AB%ZTYBU!+"G/&,%7><=2N[
M],6A.;!>&,5N41BJJ%QVPY/TE)K,[]$NJ%QT C@\2TC(E$G%-NZJ]!KG=.R& MR*SX$-Z4ZRNS6D,:D[4Y=I=OAGKT8%99QJTI\IH[M::0 M-@PY9481Y$Q=&'O0U-?BM#7@DPY&F,@_0TXV1+1[R)8(9D7MZ.%L(%&[8Q,[MP!
[O0XJJ56WH-!0+> 7$4-R $GI!#!!0THQ+WC)D$;[+)B(>(F6L*P80'2D034 P:9,CO>YH:,D,%6-2J,!!D7V_!+7+/F1%S+ MZCEY&UF6X\60>XIG V8A.-Q^;6-^A41R]9;T7! 6@K9(R1,^R T3N>#!W!,) M0><*K1UB#U-
D8@.P:,5(SZ/J:$13F98=^Y<=Z80YB+QTD;/SH'= +E!PFV#!+!0 <&:XGHOUHC:UNAZ6Z(W#E.?% Z^ M+)65) N, \%B^9/#I]"HLXJVLF9)EY*)]; =,,TXHTU9),6H,PWOGM6N*(V MCS/P#?
0Q@5\ZA@,&9I0\R(C\Q\"F]Y7TRPME(MKDZ\6%(+AGLR>%"#H+SHDU M4XUA6XJGYQT$86"W"'AS#@,PFCNJ \K(+..4?1BH.1>9=H[]UQ7O%K)JTOW M+)J]"VB/IE&VQX8=?%9Y3&=\^BF>D^*^"
<('$.PC5;-2$D4X9E5@N6#.;Y5) M)K',![V56(?16/UI%C?XH@1FXK).Z)\4!8@ HRA7%413F- M-%718$W-6"OC+A=W7V1.,7JPE/V?+5CK<_9L%M!=T7(E+2_=R-A#=\4413,9 MOP(5CP^IYE93YH^-N2P\51VAH+VH(-
DX;,KT8BHZI$WYYH89A3QAKIX-@&$8 MM)0;M>E5&^6-MT1S6/"PRB&SZCG!>[I-)RM(H'F6QK6UR%C[R!$/&U4V%01_ MII&./4Y3D%]'O=<,4-2V_D6."+W>5F D=49<9]-!V">8)).>(]3I+)H1O5<
MT(ZG^K"AT8',:L;+1!UK1HS#0E33SI6A+N/>8H$"BF9.0#Y&C7/LR"#/%'N8 M%NB+VDRPS&J>.>Z#$2@RW^VRQ(OAG%1B/P(YM%M:L LN:(J)7 MW%[)[4LWBS;226I,@2[ESH"W$[=P5I!Y.,6CV^?J&
[*MA4M=P^(IXWFE1'6/ M?))G7@X$+'JOHR3-*@;FBR6BE ,3!28U7X[(@T$NDE3:,#;ADU*U07DNM?)D M\MKF'$?LW]+^;%O^X=G\'[SW9R:0S_4RB9]SA@;5I&D/*<.6V94F99GKK)+E M:$Q&XG
;0S82HI!C,V7567ES(9\5VB,US:8*]3B6J?D$#6JLAI*^>4E!'67D M":"!,@MS\R55"J'(&9RU8; M>0]&H\QRP78O0N$S'5@*MKLILJ>;.T[J81YG'?^?2WSHY^I T7>-;<*$RT<:?D) Q& MK
WQ^*X!2J1(W6OU0&9S*==7*]XXD6#52S&N"Q(.'%5_2]1=C.J"*/*I^8*A M8*Q5=@I(I/&QT7;WE4V(<("&YX85'I.!'M'19(6=2 2VV4QSU]3G]"DU^^:"S;KC4:G M>T'73YKV>+L?",1VO467[&6W0=(-?'@C8+W5O.QTV\UZ?
LMDU[FJ=R_LW8,P MP&6KV>#K*:$/N@=Q64<("SS(+]C\]0Y@O6@27%NG@S.Z30@;7W=:>(L@WC@(MT#2[7>?W3H/N0D3([MHP]$436P'L>!/C^4T3IF'O1/RCT;KKX2V2Q?ZS>>$% M4TV82:-
SU^W71*L#*&]?.3AUO'NQ_[I6-?;)_>ZT[QR+([[Q$\"\XIL5<1GM M8YK\BC7-IE)_M*\1\Y[*HI#,;P(2O%XO:L@@L'1K*F4A;$R<'H":6 MHOUSW/3WDEEE9DIVR/?Y#Q6G%5ZCTM,XP93M=XH)=KAV2%EVX>G;LV MG'X>
[6<4]E=N"Y^;Z]J9D3/'E=>E@GL!F(*)[JU5SGG_Q;OF_#&GVDOQ.,B6 MDJ-4"8^'?\=-M7^-UKJ) M\)^$=_\'_?PQX)WQK1'+ZQ8*3V#B"1OY6\7#.;3ZR[+"3.&\T[UPNIOGG7Z_0-GGE2CZ;#O>%O4@$-_E1V//WDPH.?^:B>BD
O$'A>8ES:8<;!VGHZ MPBH@OBCI8!6>_:'#LYSV^1:BL^>MSA_GS?^(1F<5BOUZ1/C*A%N9<#\2O"MN M_A[!_Q&Y>16*77'[*A2["L5^!:%8$R'MR8FXB,*W7GC/0=(5=ZYT\1?BKK:<
MJ&JO^,M;P24^66FR%:]\85[IZ\1_@EG,X!R.VV1K\CC7"2(:#=9W:@+_WWC" MNEC9G-\%O,\-^7_T0NS/%I__!@/1*Z-_9?1_8:/_7 7BM[%\$X]#O)UE9?:O M3)EOR^R?(^ 5\:Z(=V6'?P=+]WUSZKOM\$]@$A<.>VC5>_W-
.B*R@,WWOL@ MC>><& &#$)O!G@9)Q/_[/\!4$L#!!0 (+&%;ED;[U;<-!X !VC - M 97A?-S0U,S8U+FAT;>T]:7/;.+*?=WX%7G9GUZZB;\=);,=5LDS;FLB2 MGR1/-I]>020D84*16AZV-;_^]0'PD&G%F62RGD1;M>.()
(#N1G>C+P#'DW0: MG!Q/E/1/?OK;<:K30)VH^_][M?]R[^#E)KP]WN*'/_T-WO_/QH:X4*&*9:I\ M,9R+P20+?16?15,EKJ,XE8'8$#L[6SM[6[O;N_OBU>'V]N'^*W%])38V3HZG M*I7"F\@X4>G;%UDZVGC]PCP-Y52]?3&*XJE,-
WR5*B_54?A">%&8JA"^3E6@ M9I,H5&_#Z,7)3\=;#/3Q,/+G(DGG 34/TXU$_ZX.Q<[V+#T2]& DISJ8'XI_M_B>+TJ.!GJI$=-2=Z$53&?+#(S&3OJ_#\:'8UJ'8WMS1X9'PLCB)XD,ALS0Z MPC%G=J"IC,?^[TVKYP(F Z)
<_Z9Y:89J=9KMF[-6Y\(12*CNS4"T6U>M 35T MJ*N\>R3MH-'J,)W[ALC[:[OKV.E#.FZ*"A/0?.?36'QYU?@ B#)N^+;7Z/3/ MW1[/4-OM]\7:SKIH5%$BRB%"9F:!&5PB$0P$_0-1SL\10" BX@6-^]?P6PRZ
MC'TQOB,0@0)"G);%+Y /\@ET:(P2E--WH=SL .XP$Y.N?P]@H@0!O:^#@'YIGHAC\LS&@ MWX#!=;1'Z883W6BW/U^V M-EFW?U-E:!4Q#9K*8:#$,(K!*'C[8AN6;Q4$9FG-?RT1IL'M ?VE4;#!>P;&+X!_[U[9"W*DZU)P.#6QK-
3-<'+W^F M9O#UUZ)AA6#_.#AXX^R\VMG'L33/;,#4S'+Y MOXUL#.P@=AR!EMXB%O"7*/[YA+?\]-G4J#8T ("=2#SYJ$0\L#P^>SXK O G MS(8'YJ^*'U@@_9MK4 YMMW%Q \JM TKSNM?JN[3F?5(/_&6Q?M34>@X8BT64
M'[&6[2C"#",*NWO!YK8:EW_![7_:Z-]X^8+(B+MB*CI&0P@IU$&'@J# MTV_]6US"&HW,!O\>?-CH@$DBT(KLXPK=A1_Y>_=7H/J'#7QVUFVW&SVV^M<6 ME/WZ(DS7=NPJ6# Q^%VL@%13D 1@BGB:@#.4 @?%Z82HJL.A
AHX8IBEP$HB M .+$T$YR8W";P;3<7A=3X+F)D&&H08,F,IXC@CI),AEZ:A&@*YEFL4[GX@QZ MJP(%CC&NY,0V9OKR7J#'6"5IK#V.A%4Q@>A"7R/BX.U:>ORF-@ M"_S&,)+(9M!6W2LOHT$1:?A"AL "B?!5*G4 HY5HL;E4/)
<& +Z>]/YW%<4 MZ#>* B &V%@P02#X20IS26QDZ$L+?&)_L5P063U88B7,LQ>%/-$DKW<3[4W@ M4^BL$Z4XZR+)AK\I+W6H5>D3VYN#T2'*3U/S5++(WD?T' <*Y4<_G 3!OI, MX1=[!X\#M+/YT-
XR0&8G9VJD0YX7^XP"MR?6'\U%29Z=9HD.5)* YRTL@416ET(=5 M;TV#C@.B&S7=1V6+SZ,85MH0_L4"M:;QN]!(%>I0%7L:%JBA##]"7["&1S-0 M[[6@/(WPVI6^WT4=I2U)F 'X1:/@.M6"7SQL[K;V]2/6F.A\OG&&1/9D$J
M>M7%T01P8XV(U'4^>#G_Y=#RPMM$J M# *: IH+& 'MS&2F/#W2=OU2*$)QY&=>&H&E.I,Q& IR-JE8#Z@OT3YD5*:_/0$96\E#9\U!>/E M4] =0@N9F^T+E@/,AJ^&:>*(0,NA#L"^5PG9@E'1;M$]-DZX\=\H$U_V '3H
M!1E&WJG[+)Q)C?.;!SO0C?:\.(-9MZ*ZZ*/A)]"6]2Q'1Q(,WW"8?[X$&I1@ M@@B5L:+V?D:*&[X;*@\K!N !C#%,HB!CG8[)?H 7:(UT^$^F?8KW1(A<\=M! MUQ]\&#![S;OB]XI?G\ROD^7\^B Z8UB55]!/A7JJG.J(?
X#9N[V#R[FXE4%& M_BDLS>C)#!4'*A)D1& .PT ,@%.*(CV- (&2;)A ATHGFYL MZ%OGJJSLP&$&^RX&'I7,$- >JT>8.TLO$@Z.$"/E6""&H!Z)SW(G3J.+G<5B M;7\=40"E2;'48 YODA1:(DD2=M!#S&G:P"T%:.!S+X@2?
&P!3C+PYZO$.&)O M_PNI]O)Y42V=Q$I1DO]/)9NE6PVQB)2W7*567J66$?'5,R/B743%&W\>"0', M-7V[;HFBR(,.$1EJ ;@SU&(7!'N#"1YY8"@2&N'CN*#@9&@X\#>5I +V_4L& M8W#J^.6F.-8GXGA++\W?_5=TMJ]O@9
R2=Z^N+XX?9>7*W#:65 1@BA7(7#/ ME3($0>5J"WV=#WIY9V4X3-93E 98:#L9;<31W<.'6%@AKB\Z-U>U'7-*_\7) MSO$6M,/RR?*?GXXGL6UUW;AP-TY[;N/=!I7B'((%>"?GR9$IZS@D!JF "&Z= M8EQW9_='P)0!5DW^?

9O^!^VD]W$<@Y3Y&]57#\AR>59/%BX]_(-$&72;;1U^ M+*:VA@ Y'>IY[W/+$Y=P&J+R#"V#O6660=F1WRQ\!1-@(1?"2GJ4I:">6 67 M7 T.PMB8*#$+.S>AVH!>1D5\]/7FRW)X=#%G6!-36'\,)%#K.F#%)N-
:*LCS%S?:A_=CDET!RH2E)\/[P%!ZOH>8TDFO07N]&(4 MTBE4^B*]R+-:1J]RM'EET-8!M+^,;3L1D#2?ZFL5RB"=FY39XZ2O\XJGD6)]'&KX4XO-]E+[I.7W#+E$\24/RQ9/SOIRO\]*Y0P+!* OW H>UK!W860LF MC%(-
VG041U,KR9SNG9.B*?6/L8C__CS_54+W=54JC\P]QV31X*,5P619DE)$ M"]Y%X*/8^D!I0V<8Y(EA3*6*9(SI)Y&L'#0(@ KDD)]30J7Q)US\U.L1L5(MU$S&J?D0]3ZH[G1N@I[2!RV.JQ$R#(4X4ZQCX@38W'(L/J3DF!C3WM,
4.$T M\KR42;(!P:G\B.N*^10^3(!ZA!RBCP@/X=5(,[*LPG $#U9T#0@F1QP3@Y7; MQT1H<*OR>!:\@C?&S,!1;J, O$PT(SR94 J+4V6XOBF[G*J/^->24&-]0JRB M>"Q#_;NTX4)N%RNPRT=LXL.J!;+"ZWM.XX(6G.Y#!+
H+,YFJ3='$X @#KUY MT6FB@4EE+)Y!XQWAR]0OEEJ 3,U&N$X5.7-ZBOXZSC1PW0S== MT2@F!FNGV]@-%'@@3"DC6EZ[8C6.3#QTI8.^I!J+_UM,7I)/PA1,B:Z+ MI&*A\@X)4VB_7G5SP$/$2U95TB<+ MO>2Q$=R\!>U
B2416+X!:N89-4>5BKV:;CC:)-;VMBT82A,QUAJ?1F*Q,:%P MNEXCK8@ [0TIK1\,!QIMP %A2.M=#FX"U$]&DNMUB_J='.HB)_T(#5:R]*65 MGD9=PQS&"G,"T$MNG]S).):X!8'BD,C/61SJ9,*E$6A>E&-NI6*^H@XK]\Z6
ME605*089)%Q]"-J;3!+\YW06*"[R ZLB4-)6M%0,.&LY48SB ;P_7N3NP>@W M-A!+:VINL=]4@GC9#8Y(L2Q0BRPH/865"0!_TBU*N?_"G, MC$VS)>OWO$R&+>?:;"^@GWBQ'O):@U64=G_)VG =8YI(#WA\ .X3_G0>H[])
M%6A#DL8XE4^)\LSG!034PX&WDT2)0.T?/3V"_OX*>W55!SZJ@IX;M M7RU+Z/0S\)9PDP>KQP;%2,UNXG[A&I5+O7G_05BDURJ:SJJY-]6#"4I[S3^Q ME<%4'3S4Q[E9,=1?VN60YE MFN+TV=!<*9(68BDK$O8VTC^@%?
H4=?-ZF;IIP 3X7(B$5'POZ2 2N[O L@ : M<";V*+$!1QZGD4^[0Y%[C U;Y&SX) -HP.8'>,3W>-H$,J)-07+EA*F" J ? M5H0C2+8>PY7 UM19)5-6A+I(=I/2821%/)-S"QBQ"(.\SMSL;O6X;!M41Q$2
MMWD)_,V6%NU*7O%7'4!OEO'7H$ZNB\TK-O-,,Y4?>Y%'#A.P*;9841!317+K/Y('M%=I8W%9CM'2>MC94X"V&L;C,)Y)S5J&6'!>,:*.\ZZ M55WZ\M <6"^-8K<;C%1<+;MA('VEIHM[H$M++CH!')XE(N2+2H M/K*%RH4$E?6
<7[,FH@1LUC&S]!O>0XBN+.]U*3$$BR8F49E@:?IJ?)U(9=V M=JSB1T&DQ9AED=BP[!)7R]?*VV_0N#1X=]HMSED05#0TZ<'\]HR;DV1U*I M-86T4<0I,XH@Y\N%L0=-?2V"K8&>=/# 5/X6<;(AIIU MCXP+VI'#V<=F=J;
MF-@!]G@;452M;L.DX5B@*Q"&X@:4T L3P("29ESREA.+Z%TU$?&0)F.5P\RM M.+J.HY>>L]0AW6#,%)<-"]".I*#N,,B4V_$V-V24#+9RJ# 2=%QBPR^)8\V) MQ,GK.7E+6)[CQ9![AN?KY2$XW-
YL8WZE1'+]EN]"$9:"MLC)4SXH#1.YX,'< M$@M!YPJM'1(/4V1B [!HQ4C?I^IRUNM1G)_/@2 &(V.:F9*1 M<*3Q('FS(IK*M/Q8O?S(),Q!%*6+G)V'=0?T @6W"1?,0@$R1V)MN&X#TTA- M.N&LM(RBN8@'E-
)1)OB)8XKM*7J!Q3&I'!=["$C!,(D5'6V!]L$J.%EV8DC-!I]J9RC5B.!M\+54R4W3:)M!0KR?&,U)F@/+9#:4/P4.- MXE#-$_1T=UX!ZBH7LH352DV"!DLM8%1//?"Z'YA47/3%RZ*VA;K^INA/HBR@ M50=?5FI+ %,/)
(@B1HO'\\Q@M<[+VLFC)H'*IM;*]*(LYMTU9)B64"UVE_M6 MP^*2GN0T,"1(B :5LRY@8*;+G8S)B0QMCE_)H#I;)JQ-#E]2BH3[-H52"J.S M]IQ:6]58MY6@>M%!&(5VWQ%7STRB,(H7SM.P6C+O&/4O1DMN5;Z$%^[K2F!K
M!7;IQD6S@0&-TBS.-]JPE_K'O,9'S&*AY%X'\/H#K3[6#E65:(>Q]0*3!? M_+LR&256_+!XI=9KM.*[SL>Y1!Z''9QR#,*QBP2>9)LX195"8HXU-8#R3V-A M"-X"PI>C:.,PV#I4,N:0H[0KL*F!M-X<.U6$,4I;*7M/@@<:]8A4QU'
MI92S6%,I#1;63+0R/G-Y"T;N&:,;2R4 \PHZH/4]"&5-!L'#ME?C%E'=+F?0OKC.*> *MO MHV 8"ZTD2&V.U89ZDTW1&I7$]7U.15"01G95Q;D(P%D!SVL*%E M4T;P6Q;KQ.=VUTKYTQV@SFV;&%.A1 @UD._5*!_*8AS,\
WVAR"'?7[C4/RP?Y5V4 M2]3WR,=E%C5!(**W.DZSO&Q@L6(BSC@Z41)2\^68W!B4(DGU#1,30ZF4'%1A M<:K % 7.!8W8R:5-VK8&Q+=)0'@?S$TTGXMFTJ"0# U+DZ:-I(Q;;E>:O&6Q
M9E4L1V,RDH3;0++1$*5$FZFMSFN<2TFMR)Y;:796J/N)S,PG:%!C290,S$N* M["BC3X ,E%Y8@)=HM1*U6E%;NKNQ$QEWCJ6K$Y%;DAA' #H#WABJ]$ZI:AAF M(65M]#T8C3)/"-L-":7/=&@YU#HK]C#V>)'%<0,#'2* IT?;I-
2HM#.'&,^V MFU<'>GZ<\/W5WNRM:F]6M3=U^F9I\4TS*H*_BSEPG9^O2+LN\!BX<91JXT[) M:12.>37$&@K%6V2D@E<9G,]LM6#8KP@$:A@W+/*9#/::SQDK;D0AMLYE2WO(V+BK4 M?[@!*
]Q/S\U]BP8;&FYQ05'BF%Y:8-[@C/R2\D:-RR77W!G+YMK-/F.Q4:O MU6]U+@3>E=@]QZOFJG?;T7V#1?/^)38^=<5%]U>WAYM8BO#:/AR=T90\VONRV\6H^ MO,8/L&GU>NZOW29=,(B8W71@Z+,6M@+
<\7K#TZL6@&$O&OQWLWW3QZL9R_WG M<.%-32V I-F]Z0TX"R3L7+H*.%QH./CAUL&^*$EQE@-XW8*0^(W7ZBYVC MRU;S4K0&=/EDI_L>,4=D^&Y%NGO3 -MN?*#)9N!^=3LWKJ417Z,):%[P=84X MC?8Q
;^2S5K97%JJ\CXWXT FYV* VQY,4+(!=#7S8&_%1&XKYCV_RO+\I@WL M,@!.&^ 5H\ M$A2? @QT/RM>R4IW?6)W>*\F\P+K# ?O8FNZ[AEQ4H_9V.TUVXW658TZH:[P M$6%C],B*E^H :I&Z[> EL>^1\MWS\B*=VP
F?/VPLBV/P-(IH)R.M(5Q<@C+ MQ'*R?UMDGQWU*P#]T9M-*Z-M5RW]+S*+:VXVO2448,QH]H('>OOB)=GWE8M" M2]3(_W^PEU/OCUSNO0#KBQ.CP0Y+-%R\XQ3<%Z 7@+O[HA;RO==+(#?WDW\] M@/L9GCG95G*
<*>%RA%SC/K96Z&TZS 3?"I;ZJQIKB5A'N)W=;TFX/_=2]T]< M*?O9'/_71?]1?/=^,'1?_ECXKJ3Y>T3_1Y1F@RT%[?#TEEC.WK[@OX4%,(S2 M-)JNI/W[PK=.VBOL\%B,1&_JO2X11:_6%=84 X[?;.W-[& M:71"Q
Y@G4:#]1TCV;36*/ME*MD0C#,6E#/W\EHN5+EBM_-^++/]9 M=CS]I7-XOB+BA20N\>B+N,C7'K[I=E?R3X+_$_S%F-JCT;X'PQX5XQ"NE5B? M"?49 N'KF@SV6,/^\0HIKX*4A543==V3O'$>A&-L;2)K[O:?]; MQ9R? O>S(^1?
+N9LAC10594GG6/V1RUX^OOFZ^HXSJ,=_@7"T:=N1[R[;+SK M7W:[O=6*L;(85Q;C*A;T?>"[DN8?3II7D=^5M*\BOZO([S.(_)J [*D*Q;N) M_)A,(CQ\&J.R/[1\?C(:\]5K\![?'=)N] <;QG[V/XRD;%N ?P\B? M XTFZ30X^7]02P,$%
@ L85N6=(_ #E<@ (AT# T !E>%\W-#

K?/:Q#,WUQFV2BA'U MTJ3;! MM@D66P%K4#!IJ!D9J?I)MM3]-&21$H'L<$\50!SWB++-NNE[UUZRR<[7R)+75H:OFPQ?_^O%C_Y"\QAR MS CMH%F*?5^\<"YW"@D)8S$@&; MD.Z0=.U>0HXQ5($/]Q:F?]4]4((Q@$L3?
X;#R)+#5CZ'33Z'-D0PI5DFWY?G M@L8O_U 'A]F&.ZU)&SG4;V7+;3O=>3>G; M4,^;81;D9([L4CU910NMHD6VT-HUWA_UA<*@H8U@74_+6 M:^ /;KK^H:
L>6TG>U>F^^8Z_4Q!O;X#&P5BM9ZWBA9:18MLH;4YV]7TOKFH MGS$: R0<+1C-9"&_!BZ(*!GL?UX[H86W96UPO#PQQW!Q_JW6YK;0VOG?U?"^ MN8A_@C4P#O5N,B^D;LS"L%J]6T4+K:)%MM#:Q.PJ>-]X1
MZCMT9Y\K_8U+,:@^2#^I[UQ'2;-9GT]KM-9N<*"XT*K'R!9:186[=PZ0 5OJ M QB.8EKFHCH2:.XVASP?]=&&NQM>G1]8K8D.4J(6BA M3Q6>J1 TTY&PO=V]R:W-H965TV_;QI[& M\;="9 \6+>#&(G6QU$T#..']:B1-BX/%_L%
(M$U4$EV*9G5_GK M5]FZF*?+Y"I75NO%(LZ_O$GFV:=?7J@O'G[P+KVY+:H?G+]^=1??).^3XL/= M55Y^=_ZHS-)%LEREV5+)D^M?7ERJ/T=J;U2=L3GDMS3YM-K[6JD>R\V,-F=,#E\T$\]!K7W\,SU M3FU#?7RR&_VDZT\/-
WJX?/=[S]URL,3KAX^XT_^MM2'IUP]^3E7'Y[T[0O^ M?/N*W[Q=]+B(7[_*LT]*7AU?>M47F_?IU.XV6A7$ZGV7I9I,L;Y2J;I],T62D_Z$D1I_.5 M\FORN5C'\Q]?G1=E5RKP?+IKUMDVJSW1;%\)LF5QNU*,Y2R9M9SOR<^?'#L_
MD)^O:A+@O/P=/OXBM8=?Y!M-*H;9_4M%'9PI6D\;*!_>Z\H/_VC[Q;P]@>F- MCS*ZG(FFQ4M%.^B-\@_E7%G=QGGY'&[_:($-.?P^N7NI]'L;N"_IGREG@OB+ MTE-%Y:3N67+W\BYO=N\DV);#;KQ\^=!C[230.?T7V>T9[!W[*
XY.[Z+6_LX1@J?_F.#]C3MXPGU7 MA?$RF2E&G"_+G"[SN0SM]6(]CXORIWI2)GE:M+U'WTCA:F3Z\^HNGB:_O"B' MGJLDOT]>O/[O_U)'O?]IRS42TTG,(#&3Q"P2LTG,V6*C#59=8]R__DD;]4=# MM=?
KO3J_WX\CLEWO]'9]LMV@K=W!I*<.&NV&9+L1A G),7A,CH$T.<+R\O-M MO+I5KO+L/BV'0DD9I"826(6B=DDY@P;;TUM/&F.3\@VO=/:],DV@V:;%Z->L]&0;#2","$S M1H^9,9)G1K989$OE?9%-
_SA3KN)+7>R]W7HO>SWU M(%7()KV3FO3))H.3F@S))B,($R+EXC%2+HY$RK+(XVFA?$J+6^7M9FH]R<^4 MR]4J*\W*N3# M^#$?QE^5#WX:?TSG:?&E+0*D9-<((#&=Q P2,TG,(C&;Q)QQ8WY!'3;G$EVR M3>^T-
GVRS:#99K_?5WN/;_:J3DCV;M_6M:R4=\DT2>_CC_/D[.GQ_UDY(LCS M9%FT)8*\I:Z1@&HZJAFH9J*:A6HVJCD[37C?]YIO5A=MU3NQ51]M-=AIDA0, MT08C2A.#9*]^3I4&B9DNTR+YR4_ODYGB+(MX>9.68?
(PL?!AE5ROY^5EQ'7K M:$*.=\X.4M-1S4 U$]4L5+-1S3GR\ALJ7Y(X;RT30_OA?74_?+0? :J%J!91 MFAA%6AU%FKR>8[WXF.15!>^[Y"[+-Z4;'\IT:IV^E%N=DX?4=%0S4,U$-0O5 M;%1S4,U%-6^G"7,=A\,:LL$ U4)4BRA-
C)VZ_E25%Z!N/H?]Z4U?E:"A9E-=-5679_G%7\9?-CR_Q?GL3*F3Z_VVR+::CBWCJSJD MR)2/B>*L5NORO.K3WNV'NM5'O$]_O"OOSF0SQG*ZBVHZJAFH9NXTX94_T;2!^+JW6@X;CB?#@TL-&^V;@VHNJGFHYJ-:@&HA
MJD64)H9474^KR@MJ3PFIU3>EU)GR^V8GAO*\R_LDCV^23I- MCE;DRA]"YRA#:W)1S4 U$]6LG381/GQ^.3@,/+3@%M5<5/-0S4>U -5"5(LH M30R\NMI7E9?[DJ,RJSRC$*+.RK/52CXN0ZN#44U'-0/5S)TF7.%4]62'X[+F
M8?U>\[K%1COGH)J+:AZJ^:@6H%J(:A&EB3E55QVK\K)C=#*IO'I.A%JS9N+N *T58C2A.WS*NKL#5Y%?9AQ5)5AJV\3VXV MPYZVS)![73,#U714,U#-U)I5N8>C$;1!&]4<5'-1S3O^J_71!@-4"U$MHC0Q
M3^IB;$U>A:HGY1733-'3:CNKY4PI+Z2N\H<1R68[B=9008NP44U'-0/53%2S M4,U&-6>G[0\)#L<@+8>,!BVKH3VT9_ZIS09HLR&J190FIH96IX:\;OI]DE?; M&E^6_QZDA?*_05*-4/ZO-
3;0"FI4TU'-0#43U2Q4LU'-0347U3Q4\U$M0+40 MU2)*$[.J+K;6Y,767SG"0AB39KH9J-:@ZJN:CFH9J/ M:H'6K$UN?2F%:+,1I8D!4U7#"T67>VV??S]SC??BXE'4N1):%O44U'-0/53%2S M4,U&-0?
57%3S4,U'M0#50E2+*$V,NKIT6Y.7;E\NBW26SM?5#:J4]\ETG6_V M.%>,S]/YNMH._3K/%IN/Y=?%]E/Y[+J^R\+C%]1GRN6BVDODY,5I\FYU#CNT M:!O5#%0S4U8SLA+S>[DE6?
B^G)QV(_IJ3C*;28&M5T5#-0S40U"]5L5'-0S44U#]5\ M5 M0+42UB-+$L*J+KC5YT?5_;#R%%ENCFHYJ!JJ9J&:AFHUJ#JJYJ.9IS5IV M5>VWS#/Y+4<.>A<7+0,JM. :U2)*$S.J+KC6CNWSO#>]=94529E9\7S^9;/! MR*;\J
R=*XXY5AM56Q*LS?W M63XR1$-KJU%-1S4#U4Q4LU#-1C4'U5Q4\U#-1[4 U4)4BRA-C+^Z/%L[LLGU M?VJ(AM9ZHYJ.:@:JF:AFH9J-:H[6K'\>#UINO^FV'*B.6N:?/+1_/JH%J!:B
M6D1IXMV,ZYKPOKPF_.A62]O/'*5C*WD37>,&U714,U#-1#4+U6Q4U -5"5(LH38RKNMR__^W[M'_WCQ#0I02HIJ.:@6HFJEFH M9J.:@VHNJGFHYJ-:@&KA3CO^$<)S+!+HUXL$^L^^,WN8+7_:S;<9?Z[3XHOB
M+,MAWGJS:^!N&^0N 8#J%09]^0J#TRXYNWQ \.NG3'ZIBJXD0#4=U0Q4,U'-0C4; MU1Q4EK$/X:%ZGR#G?--U3346\]ASKF#+B! -0/5 M3%2S4,U&-0?57%3S4,U'M0#50E2+*$V,)ZV.IV=?9D /O]#%!*BFHYJ!:B:J
M6:AF[S1A:'@Q/%Q&[J"-N]CFH9J/:@&JA:@649]8;_5]@L'IJPF(N;.6]H]W M29EZU3T!JD.Z!!VZV #5=%0S4,U$-0O5[$%S(WNUWQ)TZ"H"5/-0S4>U -5" M5(LH30RZ>A5!^>6I0=?Z$:?QN0]_UJ4 #PRDFE>'2E3
M[I9UEA>,9I9?)VDUDBH'4E=)GF8S^3@*73Z :CJJ&:AFHIHU:&Y!WW*)9Z.- M.JCFHIJ':CZJ!:@6HEI$:6+.U>L"!O)U >WS]60-F;P#G?,*K?)'-0/53%2S M4,U&-0?
57%3S4,U'M0#50E2+*$V,M7HMP.#9UP(HIJ.:@6HFJEFH9J.:@VHN MJGFHYJ-:@&HAJD64)@9;O1Y@^.RW+GC>09R_YU3$5V&@&H&JIFH9J&:/6SN M>:\.#B?BT"9=5/-0S4>U
-5"5(LH30P[K0X[^>J";Q_%F=DZEP_BT.4"J*:C MFH%J])I9J&:CFH-J+JIY].:C6H!J(:I%E";F6KVJ8/A]5Q7P@SAT;0&JZ:AF MH]):A:JV<.6M06CQB .75F :AZJ^:@6H%J(:A&EB6%7KRPHOWSF05QU"V3I
M($[:@\YQ16HZJAFH9J*:A6HVJCFHYJ*:AVH^J@6H%J):1&EBKM4K&H;/OJ+A MF0=QZ,(&5--1S4 U$]4L5+-WFE 2=[B-KX,VZ:*:AVH^J@6H%J):1&EBV-7+ M&H;R90U727Z=Y8MR/)8\K%N7#LC0-
0]HIJ.:@6HFJEFH9J.:@VHNJGFHYJ-: M@&HAJD64)F94O49A^'>[7X&\PYUC$%V4@&H&JIFH9@V;=S]H6UJ*-NJ@FHMJ M'JKYJ!:@6HAJ$:6)^58O2QC*ER5\RQ8=,XO\73M%YS:PWTP8:H%E&:F MU7?_P.]?U M;S?-:
(T1M$(?U714,U#-1#7KR.MA]'Q)XKQM0&JC_7!0S44U#]5\5 M0+42U MB-*$+!O5=?NCT]?S;QWCE%=H]]M]$A]V!?H\G:]G56QM+]S.R@Q<%>5Q1?DV M*)1WR32[6:;_2]J46V3K9=&6:_)>=Y#WOW,JHA7]]&:@FHEJ
MUDX3II,:XSBT3A_57%3S4,U'M0#50E2+*$W,NKI.?_2]Z_0;=\YL33"T^A[5 M=%0S4,U$-6NG'=S_4#O,,+)-!]5<5/-0S4>U -5"5(LH3_\ZIB);@HYJ!:B:J6:.6HOG1X3@.O;$ JKFHYJ&:CVH!JH6H%E&:F'5U M!?
Y(7H'_G[H612OY44U'-0/53%2S=MJQ:U&T0A_57%3S4,U'M0#50E2+*$W, ML+I"?R2OT*<^%SVZ-:.\'YU3"RV\1S4#U4Q4LU#-1C4'U5Q4\U#-1[4 U4)4 MBRA-3+>Z/G]T>GW^7_-
J%%T$@&HZJAFH9J*:-6HIM!\3>ZAA:JZ:AFH)]):A:JV:CF MH)]+:AZJ^:@6H%J(:A&EB>%6+T&X^)O?)T#>_\ZIB"Y>0#4#U4Q4LW::N.K[M8"""MNB@FHMJ'JKYJ!:@6HAJ$:6)6:?56?>]ER2<=#$J[U7G!$,7&J]":@6HF
MJED[[JOFH%J!:B&H1I8D95J\UN#BR MUF SHOH]KA*KD._T+YW\E*F[+*\;B-E[NMI(L!UUFEE\G:;7=9'EAN=T75[KC MO[SCG>,077B :@:JF:AF731W_-=&:F,?2;11!]5<5/-0S4>U -5"5(LH3D7!Q;.O*.B6<^OR49PIOR?
5)6>UQ>Y]DI?7F]O[GBAZ7"2*&:>Y\EL\7R?' M)]70Y0:HIJ.:@6HFJED[;;*7A>ID\K)1Y(&N.$ U%]4\5/-1+4"U$-4B2A.S ML%YQ<"%?<6!\3];KHOIXU -5"5(LH38BK<;VX8/R--S*0W*Q)3G<-+%3343N3W734=98__+@:"
[4&"EIKCVHZJAFH9]*:=>25T7_Z MMDUH/QQ405^+]F13P7IZBJV%J=[066$B]G MFQS[IY!CK7F%5M:CFHYJ!JJ9J&:-FUOX]P<7+0,@M+8>U5Q4\U#-1[4 U4)4 MBRA-3*>ZMGY\^C;^IXVYON%6U0Q4,U'-VFG"NL9^_:S-
MJJ M@VHNJGFHYJ-:@&HAJD64)F9773H_EI:KOC86=_/L2])]UEON=LXA4M-1S4 U M$]4L5+-1S4$U%]4\5/-1+4"U$-4B2A/3JBY^'Y]>_-YYUANM8$=APU#(UWG)7@)8AHM]RG*8UI^2#-J^G-HX+T=]) M1&GB&[ZN%!^?
OBO]]YO.1FO.44U'-0/5S"//Y>#)"6@+[8>-:@ZJN:CFH9J/ M:L%7OQI"M!\1I8D)5M>2C^6UY/34-5H CFHZJAFH9J*:A6HVJCFHYJ*:AVH^ MJ@4[;7]\-1@TAW\AVFI$:6(ZU17@X],KP)]_ZAHMV$8U'=4,5#/'S1W=)]4%
MQ\$KTT);M5'-0347U3Q4\U$M:'GN^X-Q2RJAM=B4)]9278L]EM=B!^DR7:P7 M\OEGM.H:U714,U#-1#4+U6Q4L,M!SO&EFHIJ.: M@6HFJEFH9J.:<^3E]W0)IXOVP_OJ?OAH/P)4"U$MHC0QBNI"[XF\G/=PC*3\
M6Y'L\=D:1VC5-JKIJ&:@FHEJ%K9J.:@FHMJ'JKYJ!:@6HAJ$:6)L:75L77Z M7NK?[0,]>9\Z)QU:[XUJ!JJ9J&8=>66,E46V+&Y7REB9Q5]:UZF@_7%0S44U M#]5\5 M0+42UB-+$=*LKP2?R2O @_GQTXDI.= XCM(
;U0Q4,U'-0C4;U1Q4 M5]ZIQT:"TZJAFH9J*: M=>25H6X&%*_I9O"R_S)/MOL#2\1E:I8YJ.JH9J&:BFH5J-JHY MJ.:BFH=J/JH%J!:B6D1I8H+5M>P3>2V[GGPL]C8B/U/,LBU).;JR)]? MDWS1&CQHZ?]17JF3T5.?
I^MH1PQ4,U'-0C4;U1Q47:A>?2U[VSO+(BGEXF%'E#/E_6V6%S]5F:2\R?*23)Y$D+SU^E]RDJVJ\-%/T-$^FA1)=7Y>IM+S9GP5_RJYV]57OL[G\7L-'].X1AI:J/W#"K8?4_J@_&HAC0H-MV&0Y MB^5LEG-
8SF4YC^5\E@M8+F2Y".,.TFFPETZ##NET%>=*EI??Q54!U?8.P.65 MX3:ME!_2I3++YO,X7REWY4\WJ?7CT5L$'^E"]P@C.?V!N]B+L-[+7D]M!!C9 MK,ER%LO9+.>PG,MR'LOY+!>P7,AR$<8=!-AP+\".[$8>SQ,ENWY,L#R=
[F?6 M\7!"]]A93G_@QD(XC<>-;$(+U%G.8CF;Y1R6-GSOJSZ[:\G-/_=G?_/R\YE^_NHMO MDB#.;]+E2IDGUV53O9<79>3FZ&PO=V]R:W-H965T%E1,K8V4VVO;%MD&2BRNV!:HNK-BO,12-?G:%EL..*](96%[
MCA/9)2;4FDVJO@6?3=A.%H3"@B.Q*TO,_[N%@AVFEFL]==R3]4;J#GLVV>(U M+$$^;!=Q6)2%O&>'/Z)*-1Z&2M$]8L.#=:Q4+83DI4-6^A4M:Z<@MD)+LJ9D13),);K),K:CDM U6K"" M9 2$ B=$X/6:PQI7NZTX][
'N@/T(0&)22$^*M3#,D$??OXXL:6:J![.SII) MW=:3\BY,RD=WC,J-0"G-(3?PDW[^N(=OJP5]5\E[6]5;KU=P"=LKY#N?D.=X M@6$^\]?3?5,X_V_T]-VCGRR&WUK&K_2""WKWZ=?T\T-JVM::&%5$_8K:SX+
M=QW'F=C[X^7]XD;N..S@DB[.]49AU &F!F 81N-CX$FL01MKT!OK G@&5*I7 MIC8YKTUNBKR6<=WC&9P%_3(D>1F2]D).8@S;&,/>&+]P3,4*.(<<8:D> M>T+1%_5!0'_?0?
D(_!]3S+VR^@MW+;8X@ZFE/F$"^!ZLV2_N9'SF^D)&E(L M&5(L'4CL9&^B=F^B8?P7=6WA7(7>F06-*#C, MA$;4Z(()QVV\X]YX;W+E/$F$3GHPS=%RRZA@7&S(5O1ZL5?VK5X<4BP94BP= M2.QD;USG.6%UWIM^-,S3-
,"/N_F' >C%<3>O2 S (/)'W03$ %3I1W Q 7&/ M$G2W-]ZY2F75TX>6N(!^^_4+O=5_@ZHE@ZJE0ZF=;HGWO"7>NRU8,\-C9T5! MUUES] ?:US'@EW@R(^[IDY-P# 87;;@<\+O]F?\">']7(\D0\],8E>]J[W*O M#WO5WNS#
(=620=72H=1.]^7Y<.+VGT[Z?!ATWW!!]][TU-^#\8&QP81SUU#?Z(+6%6- MY%F^KG[=8;XF5* "5FHHG2]8B-<%I;HAV;:]F#PR*5E976X Y\ U0-U?,2:? M&GJ MJPW^P%02P,$% @ L85N62(V28.% @ I08 !D !X;"]W;W)K
M&ULI55=;YLP%/TK%MI#*VTU@;3K*H+4?$R;M$Y1 MHV[/#ES JK&9[23=?OVN#6$T3;MJ>\'VY9YS/[@^)#NE[TT%8,E#+:29!)6U MS16E)N@9N9,-2#Q3:%TS2P>=4E-HX'E'E0+&H7A!:T9ET&:>-M2IXG:6,$E
M+#4QF[IF^N<4A-I-@E&P-]SRLK+.0-.D826LP-XU2XTGVK/DO 9IN))$0S$) MKD=7B]CY>X=O"9FL">NDK52]^[P.9\$H4L(!&36,3!-;&[CN^_1V"\NW9RLK,:W''$V_:HLD(B\(ZMV4(@J MR(J7DA<\8]*2ZRQ3&VFY+,E2"9YQ,
(^=9TI:C9^;?.%LS06WSN-D#I9Q84[1 M]VXU)R=O3A-J,5T7E&9=:M,VM>B9U&)R@]R5(0N90WX$/W\9_^$%/,4V];V* M]KV:1B\2K] Y(W'XED1A-#Z2S^SU\/A8.?\7??'/T1\U(^X')_9\XV?X;F$+ M<@.H%9G"A]-
CIBGZ,&MY+YA[X5\!NFL86&""@P5'CV'F5! MMZ+8'JQ]_*U?*XL:XK<5_D= .P=\7RB\^=W!!>C_3.EO4$L#!!0 (+&% M;EELOR"VA0, '0. 9 >&PO=V]R:W-H965TTAAQ.CV,.R!D:XM(A*ID;2=_ON1E*S:
MI2*XF_)BD]2YA^3A$77O[,CXL\@)'HI>>Z(LF@P.*6E4#5DRWC M!9:]RW>N*#G@U 05N1MXWL@M,*'.8F;&UGPQ8WN9$PIKCL2^*##_NH2<'>>. M[YP&'LDNDWK 7V["DI J"*.(PW;NW/MW\53C#> / D=Q
MUD9Z)T^,/>O.[^G<\?2"((=$:@:L_@ZP@CS71&H9_]2<3C.E#CQOG]@_F;VK MO3QA 2N6_TE2FH]S/4? G+A?E%QQKK.2C9"\F*.EBM MH""T^L;_1!I6C%"F5>@A] M!!*37'Q005\V$7K_[L/,E6K=>G8W]=>XK-
88O++&$#TP*C.!8II"VA(?=<=/ M.^)=I5L#\&SB M<(;-X0S?S*05_#,+WXPL$UJPX+0MTUJP\+QQ#:I#1M=LEW(,&ID&'7**B$ MQ3S)C$DC.*@TH31:7&/33NH?M6F?9%&?9'%/9!?G,V[.9_QF-AW;CK%-:H-\
MV\J1C0KLZS9N07FO7Z.31H))IP2_@6.<^/0^U1E/$1(CG4V>95).\E_U*1] MDD5]DL4]D5VF;F71J?WN#%IO:L'!J7Y*1#1M.AK91;9@?AE/;J>Y9 M&ET WYGZ12"3 %?Y4#/:E$CWIC+X;GSIWZW\EO%(E515!?2-OJK'5,*P(U2@
M'+9J*N]VK%XK7M4X54>RTB3Q3TRJDL T,U46 M<]7S+5")?=_0$3:&Y^!=0 M2P,$% @ L85N6:KG)"P=!@ R#, !D !X;"]W;W)K&ULM9O=;ZLV%,#_%2N3IDW:FMCY:KHT4EM VT/OHF:[>YCV0,!) MK +.;">Y5]H?/T,H!.
(XT'OZT@9RSN^8\^%R3F%ZX.)5;BA5Z$L<)?*^LU%J M>]?MRF!#8U_>\"U-]#3KRP]4:E)[JSZ=9?TP55?V[G0A]U"TK(M8II(QA,DZ.J^\X#O/#))%3*)SXP>Y,EGE%[*DO/7]."W\+[32U=$(QJH%.'K M7WOZ1*,H)>EU_)M#.X7-
5/'T\QO=RRY>7\S2E_2)1W^Q4&WN.[<=%-*5OXO4 M"S_\2O,+&J:\@$<*&B.68'D"J2N M,+B@T,\5^DTM#'*%05,+PUQA6%<875 8Y0JCS/='9V6>=GSESZ:"'Y!(I34M M_9"%*]/6#F9)FED+)?2W3.NIV2>N*"+H9[0XIA;B*
[1@ZX2M6. G"CT$ =\E MBB5K-.<1"QB5J];!.\' 7T53ZB2W9]3"R KO9NX6+RYN)'8B4N MZ/8&]7L_(=(C \."GIJK]TW^^#;K[K=9]^S]#@VT.C:I5WS9+]*UG_$&%W@O M=$^3'46/- DV.E]?T=_/-%Y2\0_Z#SUEY4*%(24+,5-
"6DVF6_N=W/H!O>_H MO5M2L:>=V???X5'O%U,P(6$.),R%A'E L$H2#(HD&%B3X-,N#66Z]P1YQ*4I MK$?(,(.D?V#W,S+M[D]C=57"N2KA6I?:U]M L(I7AX57AQ];6EKLCP,O1*6U MYJQK:5MSD#
'$N9"PCP@6"4[1D5VC*S948V[T'$W1?7(P/BD7GHW9%@K.Z-4 M?U0K/3.K7RL_ZZK;.A@(5G'PN'#P&,#!XT8.-DJ=.=C,JCO8NNJV#@:"51Q\ M6SCX]OW[VUSPH*]O;0[BG0C&9W@W[28@66YY(+N2&;>V[G75E;7<[2)@#
M"7,A81X0K)(KDR)7)@#%.#$44*T232(W>%RK1+,4KE7B=7.>]:K>Z3/<*UO) M'H#7./WISFN^6$=-;4;XW:6&EA=%" M[4+&K;N3?6UMMR=0F@-
*L59K^Z]WBL'"=@^26CHO7XS[QG%SKUG%COSGDFL[KV/:,!QV8%C>PL.<3,5 M12C'V&^>[$MIO3U!TAQ0F@M*\Z!HU10IQPG8/D]H6&##9@5F%#MK:2[0ZCV- M4:Q>8!_1;>.RW<80_39NUG";QVEL;Z;S_UI(O<$$
ME.W]940A!L5VJZUW(DB: TIS06D>%*V:#67CC^V=?\-Y<4XY'?;VZX4$VGM? M-^B"&O2@:-4XE$TUMG?5 %69SI@W@M*&4V;[@EH7+"3- :6YH#0/BE;]?VDY M2"
0@P0[I&UP06D.,4XF!K4_S"ZH4<]L=%@:K8:C'$X0^W"B83A IPB@-">G M70T'Z'C ;/1B.,J^G]C[_F(;G?M?ZWOH8K?=1]S]G8W=9.O@0=(<4)H+2O.@ M:-54*(<8Q#[$*.]L=!\=AS%D)[F8*.0D!I#BC-!:5Y4+1]@I2C$
(Q"K%#6@<7]*$(M8AZLU">7H$8]*%HU:N4(AD",8.R0UE&#I#G$/- YBQKH0Q10M&K4RM$/:3CZ M>?]FG#[%=-R,[=VE?26M0P\Z#@*EN: T#XI6S9!R'$3LXZ"&=0WZS 8HS0&E MN: T+Z?59\WC"S=9Y?"
(0#R288>TCAKHP >4YH+2/&)\!.4L:MV3%PUB*M;9 M*R$293ON\2'NXFSQVLE#]K)%[?PCOGO"AO,.OG./+Y64^.,[+L^^6+-$HHBN MM*G>S5C?'(CC:R/' \6WV6L.2ZX4C[./&^J'5*0"^OL5Y^KM(#50O+PS^Q]0 M2P,$% @
L85N60T/:E). P RPD !D !X;"]W;W)K&ULI5;;;MLX$/T50ET4+=!&=R5.;0..Y6(+M(51H;O/M#2VB$BD MEJ3M].]W*"FJ'3%.L/MBB=0YSG!Z%/)>E0":/-055S.GU+JY=5V5EU!3 M=24:X/AE*V1--2[ESE6-!%]TI+IR
\]+W)HR[LRG[=Y:S]=BKRO&82V)VM,[CQL_V*[49L.=3QNZ@PSTSV8M<>4.5@I6 U=,<")A.W,6_NTJ M,?@6\!>#HSIY)R:3C1#W9O&EF#F>"0@]R+6Q0/%Q@"54E3&$8?S3VW0&EX9X
M^OYH_7.;.^:RH0]6HOJ;%;]<.3<.*6!+]Y7^(8Y_0I]/;.SEHE+M+SGV6,\A M^5YI4?=DC*!FO'O2AUZ'$P+:L1."GA \)43/$,*>$+[60]03HM=ZB'M"F[K; MY=X*EU)-YU,ICD0:-%HS+ZWZ+1OU8MS42:8E?
F7(T_/O0@,)R$>2=85"Q)9D M;,?9EN64:[+(<['GFO$=68N*Y0R4 6.Y%OL*#'I%))1P-"4<7$UYC P,IH2 I.[">*%(0UE!&"?*5+TRAR$7=8WM#X]M M?F^3IO,1GX673,89+\? IYI83(7!Q!M+%<@#./.W;_S$^V0[6R\
[/1,R&81,7CQ$%1XB0K66;+/7 M=(,]58NS,BI%58"T'K1D7.QQ&(S%6%J DR@=*UW"&W>'FL6@'[I/]._]VZ5OV4[RI=!>+W^:[:\XW*G>, M*U+!%EUY5]?X%\KNZM MM&C:V;@1&B=M^UKB;0ND >#WK<#YV"^,@^'^-O\7
M4$L#!!0 (+&%;ED'J-'X20< &= 9 >&PO=V]R:W-H965T!$)NYHM^D>4LF%=&2=RW+,YB?G_:P[VG'5?18BG*'?WI218LV#437[/+ M7&[U-Y1YE+"TB'B*U;9 M(Q:S4)2(0/ZY8S,6QR5)]N-[#>UM?):&VY^?
Z*0:O!S,35"P&8__BN9B>=H; M]]"#!#@.[-K"?&PQW&#BU@;.OAT%M,-C7P[V&.[KP:T-W'T-1K7!J K6^NA6 MH?$"$4Q/1M!/3SUPPY*#WZ&,J@G01 MW<0,G14%$P4Z\]@(HKA 7]B6#6 7Q.]GJZ[6'#GY]=]
(7TG=)Z(>UG]G:C[W# MCX,N>"J6!?+3.9MK['VS_<1@WY=CW@SZ ;C]G\ MFF5'R+%VFGO[FSNZH_$Z[^1UWJG9W&.A-,;8 Z-P211&@GV_I.\^L_5T^P0T9P7VK/-B.T:QJ%R1&UK M@-6\]R"]^OMZ)9!>]<8K=@>3G9%T-
Y%T7Q7)LS!<):LX$/+K[?]JJ"Z[14]?@ MNLJ \7"$!VIP(;WZ^WHED%ZISJN%G9W!'6V".S(&UXN*C!=!7)Z/JTP67"Z0 MW!?*&5"4KF1$_\A87H53GK+R=@,=?)+G[3LD+Y]/IKHX&YUVC?-(&?OS +_8 MPE=;X($F9B^*#
(6L$:;X(U-@;K0FXO5P+]?<&2&Y;_HSOR1D+7(P\)\R!A M/B2,0,(H$*R5()--@DS><@8U4:8"@]%0.4EFQCYTS0I(F \)(Y P"@1K906V MFCMOZVTF8S6W53?=$59SPMR!KDD!2O-!:0241]%H[<38DF3P_S:WJUVU<@5K
M[D5GYCYUSA5(F@]*(Z T"D5KYXK=Y(IMGB]R.Q;S3&;"%Q8N4Q[SQ2.J!.7" M.",Q8[M.24!I'BC-!Z414!]%HK63I]'=L%EX^_DK$*CZ5M.V:Y0S<=3KF0?J MUM_7+0%U2[%&]7OFMAW.1JG#9]ENGUJ ?]#S($U9?OLHKR/?
5U$15;*KL5: MBGB@- ^4YH/2""B-0M':R=4HA_AUTF&G20FHG A*\["JV(W&ZOV6#^J5[.F5 M0GEM)T$C.F*SZO@QR8(H3U@JM,]I#M%VEF@C#ZHU@M(\4)H/2B-8E1IM>ZQJ M913*;3M!&N$2FY7+EZK$)?
U)*WV8G77.%DB:!TKS06D$ MJXKI>\=R)YIT>0OE%#?2*7Z]=FI&=$X"4/44E.:#T@@HC4+1VHG22*C8K*$^ M?R(B"TBMG>YZ+C+C:1'-ZTUM7DV4D\3%ZBDR,_>L<\: 2JN@-)*HU"T]ML] MC;IJF]75-
WJ&9FNT5\TSJYFY=UVS!I3F@](*(U"T=I9TTBOMEEZ?66=.417 M+&3172#G/-KL4=58;,+*FI/R=::D"VTZ@(JP-:WUI% 5^CU0I[[&]6VI&4U O5(H6CO.C6YJFW73 MY]-6] -=!
]1LD],UDSM7.X(6D>*,T'I1%0&H6BM7.G$6GM%T3:-Y]7J*\I M5F^PJI<64/D5E.:#T@@HC4+1VFG3R*^V67]5E)S+G&5!-$?^0\;2@A4H2&7V MB"7+T6R5YZ5(5[_);RQ*H%HL*,T#I?F@-)*HU"T=G8UNJYMUG7?X/;:UBF6
MNALE4 T7E.:#T@@HC4+1VAG3"+VV6>C5U*-UZ9%SWK!#]0%5>$%I'BC-!Z41 M4!]%HK5SJ5&!;;,*_!;59ZQYR*YY:]+@)Y'<3LA0(#]6G.0&D>*,T'I1%0&H6BM9<7-EJP8]:"?VZ!(:2N.0.E M>35MN[PI:Q!!15Z-
0\V;4A3*Z3K._:UES0G+%]6*]0*%?)6*]>K2S=[-JOBS M:BWXL_TS?.QAS7X?'Y/UFO<&OUZ"?Q'DBR@M4,QNI2OK:"3GL?EZ5?MZ0_"L M6E1]PX7@2?5QR0)Y22H;R.]O.1=/&Z6#S?\6F/X'4$L#!!0 (+&%;ED+ M)"Y#[00 +4; 9
>&PO=V]R:W-H965T[1'>\A^>@TW'+Q3:X %/D>A;$<&2NEDBO3E+,51$Q>\@1B?6?! M1<24/A5+4R8"V#QSBD*36I9O1BR(C?$PNW8KQD.^5F$0PZT@$>U.?D5N@SLT"9!Q'$,N Q$; 8&=?VU80.4H?, MXJ\ MK)R3-
)4'CC_EI[&E48$(?@GF:C4R^@:9PX*M0W7'M[]#GI"7XLUX*+-?LMW9]GH& MF:VEXE'NK".(@GCWS[[G U%QL+L<:.Y GSNX'0Y.[N!DB>XBR]*:,L7&0\&W M1*36&BT]R,8F\];9!'%:QGLE]-U ^ZGQ1ZZ
..0=N8D5BY?!0PCD6DI0LGZ- MQ7/RIUJ!>+I[,07%@E"^T7:?[Z?DXN07!+' M>DNH1=T6]PGN/H69=K/-30WU11:#&W?'50-:\$Z1; .&NR7C*$P)]<;$'K&D>N(M"Q7\8-GTN 41\#FY^
>8:"T,#NZ11^W8EO@$=4Q7G2N9L!F,#+VL2! ;,,:_ M_&3[U]](@=PB9Q<-ZP^0\DI/_=DZ6H?[CM\9]%\$ZJ.!3K+E1D_Q.PBS M 96K()'DZP>('D#\VQ8Q"OAR,NS2.A%8+?=>D7OO9%._U^!4SW>]9IEZC3(] MMZN%VB]"
[9]SXN/@_F[B$Y]$/%:KUA4 13BR3H,B^0'.498$BH7!#YW_/5^H M+1- IK#1>B31ZD*1"9<*YRSZ@$,Y>R*PVEC85KEY6R=C;0Y5I:W;\UIHFQM6 M>>L-
ZCM;/=R*UK#/R=P]Z$[WGH5['ENF4E;8N*ZXCK7R)>^94B'H^JSCN21_ MDZ]1-T=QP$-)>BJT>OJE4+%Q,7$02YT&2U.*-DGJ-$E:MZL'6RH,&Y<8K^4H MCH[H*MSSV"*5(L7&54]^ANK$/\%L%?.0+Q])]E:'KZ8X[,%,/1%:?
1!* 63C M"N@@IOH-ICH#QVZAJM^@ZG/#>KBE9K%QT?):KN+H&%=1SV/+5 H@&Q(H!_/R'#*'EC*'[I,Y!_"RWVQ* MM?6D6NSZM+LG14LU0G$U\EIFXNC>2[;WD_9BS,HWE?2#U@$*](XO4@-]?\&Y>CI)O]P47^K&_P-
02P,$ M% @ L85N6>8*:/ZK @ M @ !D !X;"]W;W)K&ULG99=;YLP%(;_BL6FJ9.Z0O@*[0A2FZQ:+S95S;I=.^206 7,;"?I M]NMW;"BB@I(I-^"O]_5SC.U#?#.B#B26X!%'DN\E+.K*U2U95MRW0+!947O((2 M>S(N"]JP*C:VK
30M1$5N>TZ3F@7E)56$INV>Y'$?*=R5L*](')7%3\N8&< M'V;6Q'II>&";K=(-=A)7= -+4(_5O<":W;JL60&E9+PD K*9=3VYFD=ZO!GP MD\%!=LI$1[+B_$E7[M8SR]% D$.JM /%UQ[FD.?:"#%^-YY6.Z46=LLO[K?
Z+K=5V9D4664-&=[EZX(>OT,03:+^4Y](\R:$9ZU@DW4G%BT:, M! 4KZS=];M:A(YCX;PC<1N#^K\!K!)X)M"8S82VHHDDL^($(/1K==,&LC5%C M-*S47W&I!/8RU*GD.U= //*)W)6*EANVRH%
<2PE*8ML2]\QZART\&^B_W:F= MP%K!A6)_]?D]7YYQ>TF0Y&P!BK)<$]=Q_0'Y?%R^@!3E$R/W7LMM7*9VK=QVK5SCY[_AIRG(^BSP"<)K M@_".!1$,H=>]H(/N3MS+/ONH^XGL?LON'V,/A]C]'OO$]<,^^ZC[B>Q!RQX<
M8Y\.L0<]]@!OX![ZJ/F)Z&&+'AY#CX;0P_Z6\:9]]%'S$]&G+?IT%/W'%C"W M90K$4 #3_KX9.*VC,YS('[7\T2A_Y]:EYM8])R6HH5BBWM7CAY=1/YK^N##T
M7IV5&M3NY!2=S[]1L6&E)#EDJ'0NIKALHLZ1=47QR]29%5>8M$QQB[\5(/0 M[,\XIIJFHC-7^Z.2_ -02P,$% @ L85N63X3&ULS=UME])?M]-9\=NSF[*\>_GB13&^R6^SXOG\+I]5O_DT7]QF M9?
7CXO.+XFZ19]>KF6ZG+Y3S\\&+VVPR>_;ZU>H]=_'ZU7Q93B>SW%U(Q?+V M-EM\^SV?SK_^]DQ^]O"&-_E\4]9OO'C]ZB[[G+_/R^#.750_O7A4KB>W^:R8 MS&?2(O_TV[,K^64JG_?K.5:3A)/\:['Q6]K7Y>-
_F?]@WG]V[/S>I'R:3XN M:R.K_OF2O\FGTYJJ%N3?:_798Z/UC)NO'W1MM?;5VGS,BOS-?!I-KLN;WYZ- MGDG7^:=L.2V]^5V-Y]-B]7_IZWK:\V?2>%F4\]OUS-42W$YF]_]F M?ZT_B8T9Y-Z>&93U#,K6#
(J\9X;>>H;>]@RC/3/TUS/TMV;H7>Z9X6(JP\7V M#/L6:;">8;"]2!=[9ABN9Q@>NPZC]0RC[1GVKH;+[778MQWD\XWOO;^5A@\O;6WS_NCQL]' M+#]L=GE[N^^OY6'#R]M;OK_W&\^IAT]O;VY_*P;7]
[>^GNWB_*P]97MK;]_MEH>MKQR]]97'/_:=O_:]LSQL?>7HK:\\;'UE>^OO;^5AZRL[6W_O+];7UEM M_1?W7>2]?WV;E=GK5XOY5VE13U]Y]8M5)[V:O^I6)[.ZH+PO%]5O)]5\Y6MG
M7N927_I5NAK_>SDI)G4G7T@_O\W+;#(M)#__JUQFTU]>O2BKQNI97HS7L'$/ M*WM@67HWGY4WA:3.KO/KCODM\?R]0_,[XODO#\WO'5C^H0!X47W*CQ^U\O!1 MOU&$HI7-GDOG@S-).5B%[1WFZV+NZ6SQ_7-
"N[^+AQ>D=_9F91RQ+[WSK M0]NK66+M?7[WJ/4[-D&':!\O/BY?U]\/OF#N$Q9LO^9]W_+MA_T#VW?Y^?G. MMZ6#"8Y@MO]0.YCP0*>QG.VN9@<3B9FW^?AQI41?BOCXI>GJ,#K$Y/@%4P+

*MEHJ9Λ:E8P_[UM6KJ:OOU<#EFOIS?RV&L85V6H<=+58 M9+//>36T*J6/WZ3-Z=SLV^KMJZ_9XOL^N-N55//I# ORNK7DYGDYHO)O/J5 MEDT64IA-EWG'&K\1+ED]T'Q9W&7C_+=GU4BRR!=?\E>O__N_Y,'Y_^LJ*B2F MWF.#%5;/6+ ^|'BK5";i:U8LOFS6';%,G,8/$3!*S2,PE,8?$7!+S2,PGL8#$ M0A*+2"PFL83$4@AKU8[^8^WH"VN'I{S|F"^D^2?)R^_FBS+[,VE]_GGNCAT M5HAMPN'3C9GD)A)8A:)V23F'-Q$+MF<1V(^B04D M%I)81&(OB24DED)8IP_>,S +X0=^,.. *?YHMKYG63:H>_^K%Z64RN\\7] M0,">9\GTTGYK=I=G\RWR;B>2K[ISY),RDGGB.B-L-53^WD24TE,(S&=O P2 M,TG,(C&;O)R+G3%?;W?(Y^Y.M36%1RZ43V(!B84D0%I%83&)0:B:40UNDK1)M_4#8UU_=5GOHDJ_O^_1IE\V9:)JBKO[AUUO(IDYA*8A]DZ21F MD)A)8M9@IR,3XF:U M'UYURV_SCV573RQD3^V)24PE,8W$=!(S2,PD,6NXTR7^VNOM=IWIG3;G?"1 MDGM0\L@5I$DL(+&O0" (2BTDL(;$4PEK=[^BQ^QT)NU]MOLC'65%*'|[E]:'K M?W5UM4+BU*Z6Q%02TTA)S&#Q$P2LTC),C&'Q%P2\TC,)|& Q$(2BT@L)K&$ MQ%((:Y6"R\=2<"F^*6"A?GU$I 8A])Z21FD)A)8A:)V23FD)A+8AZ) M^206D%A(8A&)Q202D%#*8:U^()_ EH(ZA".]\:+WX,VZAS7](LZ]&:CVH!]HH6H9[%:&%)]64UN[6F[1K?8LK0;?^.YLW MQ>()O3RIJ:BFH9J..-JF:AFH9]-:LY::UUVWW5A*-]JAVH^[@6H%)):A&HQ MJB6HEE):NQHT\5E9G)15;$_FU]?UI4/Y8O(EJV1=$[BY-TU LW- MHIJ*:AJJZ:AFH))A;]V:CFH)]+:AZ]^:@6R+N18GDH![36&$TU0K48U1)4 M2RFM72.:V*TLSMUZ>5$N\N/ZL#]):?!;%(6TL_>^Z :0PBO-4+3MZBFHJ&& M:C]J&:AFHJ/%:C;.:CFHI]^:CZ]!-@6HE]$:C&J):B64E]I:#0I85D<$P:N MRNG,9[_>WYE34O^)G)3?-LY:%\>27CEU3?IY,ELG&WX19AS$"WQR,4(3*BF MR;OI5OF\-OQM[8 I:*L&]IFH9J&:C6H.]KFHYJ&:CVH!]H6H%]%:C&H)]64 MUBXS31I:%L>ACQN;5'6AOK-S'9!;/3!@^DT);$'STZBFHI]&:CJ]&:AFHI]% M:C;].:CFHI']:CZ]!::@6HE]$:C&J):B64E][GC21:OE IOK_WK"%3"F^1345 MU31Y-X7>ER]D97O4@N:S4/F72+:,'TU -5"5(M0+4:U!-522FN7DB;S7KW)(8,313PX$;9ZF(TKX]]*JII:VWS M3GN]I;NZH"T;]&:BFH5J-JHYJ.:BFH=I/JH%]!:B6H1JL6HE]!:2FGM$M2$U@?BTJ13!R-H%AW55%334$T?=.,D=P8C:!0=U2Q4LU'-0347 MU3Q4\$M0=40U2)4BUS%M0:64TMJ5H(FB#]@'N^E59+NZG(S(@:%H=1!344U=4QU4LU#-1C4'U5Q4\U#-1[4 U4)4BU M1K4$U5)*:|>=)]T^$*?5GSH" M04/HJ*:BFH9J^N"8@+4:R!MFFBFH5]J-JHYJ.:BFH=]/JH%]:B6H1J.:HE])92 M6JL2#)L0^A!^,OO\6S8MOSTU B)>FE,K'*I[]*:AFHYJ!J9]&:AFHU]#IJY MJ.:AFH]J .:%]!:A6HQU*:]EE-:N-$WN?/A#2*@>;.44U#-7W8F3L_ ME[<&'6BC)I9J&:CFH-]+IYJ\.:C6H]!(:G%]!:C6H]:6UZ\2E (V>/YF ME?.XG)=S#^N;YWX76D0\3*>7%C0-#]]::BFH5]:B:J6:AFHYJ#:BZ]>:CF MHU] :B&]1:@6HU]':BFEM>M/DT8? 1 TNE@]N6*@:714TU!-'QZ51D?;-%'- M0C4;U1Q4KU\<,-(^.:AJJZ<.C\NAHFR;J6:AFHYJ#:BZ]>:CFHU] :B&] M1:@6HU]":BFEM2M!DT79LLE2D1\5LOBPE-U],YM?B(04:,$7SU7]:C5]'F]51$4 U$)4L5+-1S4$U%]4|5/-1+4"U M$-4B5(M1+4&UE-)):6+4),]'XN3Y^W(^_E,RBV*97TMOEXNJ,*P"%6?2^YNL M:0)LY]W>=+[F(RS]NN_B?IA:B[1T/A]*:BFH9J.JH9]&:BFK761JUS+(.M2[YL MM$WGJ#9=M$WOJ#9]M,T U4)4BU M1K4$U5)*:W?B2M.)BS/<;O9M=7KXTWRQ M]!A. IVM9J]JII*:AFHYJQEK;/*$54W8. M:IEHHQ:JV:CFH)]+:AZ]^:@6H%[*:>U:T>2M1 ^*\M>A03A- MEWG[2$]G64 "SUZBFHJ[&:CJ]&6MMYLAOC<[I[K.-%&+52S4W"]72G1^+T-#OV0#/5 MJ*:NMW"V.NY-L]475X.=P:+[YZD.X<7^X\GP>Z1B_W/)^G>X<5^ M_R381[\4 ;]%'2LM#P<7.YIIU#7A8+A[@"'NF'!X?KDS7=(Q74\Y^.Q,F%(MW,|SE:;/%^>XT=LPB=LZN<]'P]NHIJ&:CFH&]IEKK=4KC8:7PZT:EEMH]S:J M.:CFHI]':CZ]!::@6HE]$:C&J):B64E][0C3I[4MQ>OM'W>E#W.S)O0*-+:; MAFHZJAFH9E[N!L2SRXZ+0*R.*W22\K_0ZJOV?PGOH1O91+4"U-$4B'T_ 7 TNE@]N6*@:714TU!-'QZ51D?;-%'- M0C4;U1Q4KU\<,-(^.:AJJZ<.C\NAHFR;J6:AFHYJ#:BZ]>:CFHU] :B&]1:@6HU]':BFEM>M/DT8? 1

MIW<(FM%FV]\T_G/7FXO.I< M^S&K+$WMF(;YK:2[S.CO4K"3TPOEYKD#Y0TS4%Z5-7>"ALIB*,V@:'::>UG< MG#90WOB]MRF96^IDO#]U4-V+HMFO@)_VPG?_]7,\[N/V]"-<5@DS3!&(I,TS M%F=@."?3"<_G$H2*"!?-
SVU)A8WP^(,#.=4-R/5E64NHG41BC'0NSAN9EW0 ME-[408"NKR!42L-P3@5S4L$8-:UV_HY8Y_USM?OLR$!X??JA =M8%_T:Q-4BV-Q!H9S2EN1 MTLIZ_.0SFR^!SY.F9&Z_#>R!O@+0UC@,YU2@)A6017]L;^/(L5Y#-ZV8=]
(& M(NHS#A7_,)R3\89D/*8M#FIQA((-]#B.F]GW%"0)>P!!_08LSL!P=CD3XC@D MLN-P^M7! 6S?2,N>P^1=4)< BC,PG%,"8D4DX[U^<RB@^W5XX^X]!3>"'0BF3S96LZ-P3K*)
M9D]DS3[49#EN9RVZ&9M@K"B'X@P,YR28B/)$%N7!1LMA>^OA/1DWRQ&(I,\T M5B.C<$ZFB49.9(V,:;0$@H0:+8?-Z9*;^G?]!:+H2XD5VRB<4THBMA-9;&LO M5*%=%WG?]!>X6)4/Q1D8SBDU4?F)++PA79= C*&N2\+-
SS/G7:RPA^(,#&=7 M,"7"/HT1]GIO,O5E_3F7?CF\.OU0G('AG/0349_&C+N?XJND_L0[FW^L0H?B M# SGY)\H]#1N* "U5L6W8.0=4R]44-P,BS,PG%-GX@*DHSR-[H@5'0$YM#[U M6$< A7-23QR!5'8$HGLOJ=_(KQ+FYO=
0'W"L:X "NRX'-GTQ0G/AOAHWL ?Z M"F!- 13.J0 Q!5)9L&LZ+BGW?'DOWU@)#\49&,[.=T8D?"9+^(B62^;?#W"> M3+FWY@:"J9,-Q1D8SDDV$>R9+-@'6RX9H\>Y-SX' N@3C%7D*)R38*+(,UF1 M!ULNA^WI9[ENN DM.9
^T5A)C,(YB2:2.),E,:;C$@@2ZK@<-J<+;G+A-5SD M(/I*8A4V"N=4DBCL3%;8VJM4:,-%WC?UU2T4-\/B# SGE)IH^RQPWSNBX1*(M,=1PR9BA@JE_M2;3]17$ZGD4SJD@T?/9*,^3/V*=EU$RJQY6T4-Q!H9STD\4 M?
18SBW^*G9)Q-Z0S^(Q! 7TVL"X'".=4D+D0> M,[E_RF5"SKPXCCM_R3N@+P#6G4#AG (0=R(/W,__=)V0G]YYD6.HEWPH;H;% M&1C.*1FQ(7+9AGA6Y^7 MA_ZE58-_3_O$,)Z!5"<@>&<>A"O()=UO*8/D_O:
MGADFDP/J$XZ5]BB5>K 1D_O/R:L;-M%8J0S%&1C.2321 MRKDLE3&-F$"04"/FL+GSC+'2*R56=4-Q!H:S2UD0U5W$/9(^]JH5VHF1]TU] MM0O%S; X \,YI29ZOPCE\&?RN?1CQ3H49V X M)_U$K!>Q,P.8E2J^#R/OF'Z9PIH
4)R!X9PZ$Q.@B+T90'F28^;W4_;&=GD' M] 7 F@(HG%, 8@H4LBD0W8@I_9_47!R2@ZH3SC6&$#AG(038Z"(?=H>HA$3 M"#;4B"F81_>E-5M-K L!Q1D8SJDF<2&*F"^DRX3_$?Y#9S L/8$%&=@.*<" MQ)XH O?
X/UTI%*=W8N08^D4?:T- <0:<M6$ANBC+VI_X1.S(%MC>1.+[SK M:WD7U"6 X@P,YY2 V .E+-TUS9?2E_.%=Y:2X^GSC17S*)R3;R+F2UG,1_1> M2O_&@?.BX%8$.98^UUCICL(YN2;2O92E^V#KI60>A,_=F2'S]?
G%:G,4SLDO MT>:EK,V#G9?#]O23G%]7$RFPHSL!P3BF)S"[C'I\?>Y4*[;S(^Z:^NH7B9EB<@>&<4A.!7X[_EOI0 MC*'.2^GK^H*Y5L-J>BC.P'!. 8FF+T=Y5_T1:S=>F$4/J^>A. /#.=DG>KX<
MZ87U1W!@2$P.KT_5INC<';Z*Z+-J]@1 "#?5=*N:U]FG&C=?* ?35Q'H0*)Q33>)!5+('O7Y_>=9%#Z%=\K 4!Q1D8SJD8L2"JT=YY M?Q5BATRDP^;V^&Y9><<8M]77E/PY CZC.. MM0)0."?CQ JH9"L@HFU3^;
<9G#=9S=G=4+ M^S+G'@XG!] G&*OM43@[P371]K6L[8.-F]I_#E]=Y=S5D1Q)G6DHSL!P3J:) MNJXC7X87=W4$=?OE75-?54%Q,RS.P'!.I8F.KP-/Z$>X_8$80VY_[5L#^Y7' M.U:QQ@ 49V XIX+$&*C'>?9^S6CYI$B\%R#*X?
7IQRIY%,Y)/U'R]5A*OO:5 M/)M_K)"'X@P,Y^2?"/D:*N1Q?K^\7_IU"]O^H3@#PSEE)NJ_'N>Y?C7S7+^\ MFN;<-2%6O4-Q!H9S*D#4>QU0[[&.?\TT\:Q!ZHQQH,J'W_8.@4AC40H#@#P]DE M:(B!T$0.!SSK)>]R$/7"#\7-
L#@#PSDU(U9$$_W@/[WM'V"';/_#YK;M7R7N M42='T5<0:S&@<$X%B<70!$8%%+9_XUL"63KU+ $YHC[C6$L A7,R3BR!1K8$ M(FS_\&^6R/+N$5%#]9/-M8 0.&<9!,#H)$-@$';O_'U?5947(*Q"A^*,S"<
MDV"B\!M9X0=M_\/VUOT:3<5F&BNRH3@#PSF9)B*[B9SR_W]YM[B\<_KK*JR< MA^(,#.?4FLCYYAN,^0=B#!G_#>,0=&N/=[1B[0$HSL!P3@6)/=",,^??,(H^ M3?Q'_,CA]>G'ZGD4SDD_T?/-6'J^8=[*Q^4?*^:A. /#6?
E/I[V8WW_]31>K M:.L_L&?:E0J+FV%Q!H9S"IV00H\RZG_$V@W.NF*FE0-[H*\ 5,'#<$X%4E(! MS+#_D6-)GH1[+74@HC[C4 4/PSD9STC&O^&T?RC8@/5_W,P^@%)NGBH005]. MJ$< PSGES$DY1QH2.
(*M(8&!$_CO^]5BO5&)TP!= MO^1#C0@LSL!P3K%*4JSQ9OU#[(#I?]S<-OV]]S &HN@K"+478#BG@A6I(&S6 M_XBRSG%IXI_@H'8 %F=@."?C-?I:3:9?I^@IB'0$4SJD@<0224<;\CUB:?
3_U6/4.Q1D8SDD]4>_)6.H]\=6[GWRL M;H?B# SG))_H]@2EVW'^OKQ+^K4)*_:A. /#.14F8C\99;3_B+4GDTMFSCRP M_H"8+4Z"N<4@&CU!#/9?^18-^SQ"<=*=2C.P'!.PHE43[[A8'\HV)"[G_AC M 'X=L2X %&=@.*>.Q
5(1AH!.((CCB2L30#%&1C.KD!*;()4,01PN#XX=;_ M$$N][$-Q,RS.P'!.Z8COD(XWV!]BASS^E!OL]SU^.8]^@EA3 85S*DA,A10V MV']$V4_V=>^D" 34)QSK :!P3L*)!Y ^=Z[_2"CM/#,+BQQ*GVJLYD?AG%03
MS9_*FG_0X$]]25]R[7B9K\\O5M:C<$Y^B:Q/GS?4?]S>&NJO.7M?#]1/-%9= MHW!.HHFZ3A4S_8HKI,D_)[_.-YOY:K<]>L6_+G:WDW?+;F_OVM5N\OK3XW\W M[>/W\K45=+@?BYMA<0:&LG'F#S+F)H(\YQP)>0?T!<
Z$BB<4P#B2&2R(Q'=IW2!8(-=>D.F\DK%=8!@>(,#.?4D3@@6,)^LY< M@!WJS!TV#W7FY"CZ"F)=!13.J2!Q%3)9\6LZ%R('VBL8H:A7,2311U+BMJS541 MN!LG[YGZ>@J*FV%Q!H9S"DV4>RXK]Y.[<0'N4#>1!U?.
(ZXQ2<8JWE M$7*?!3.23X1^7E@= "X/L5WW>2=TB].6%\!BC,PG%WC@O@*Q3C3 M!84_77!>%-P-)O(.J L Q1D8SBD <1L*V6V([KH5OOLPD'"L_0#%&1C.23BQ M'PK9?
L!VW0+!AKINA7^W@E]'K+L!Q1D8SJDC<3>*F'F!4RX-"G]B8.!(PMH. M4)R!X9P*$-NAD.T! A1G8#BG0L1;*&1O8:#/=Q7: M;K NON.0LU<56-A;8?+$_C'S;LC:LR7U\?K&. MPMGU*8EC4$8_$2%XU0?
N*LI[IKY>A.)F6)R!X9Q"$V>BE)V)D[N* >Z'9/@: ML?1-CIR[^5D.H2\=UN- X9S2$8^CC+YW(N88Q746Y?W2'Z%8"P2*,S"<4V9B M@92! 0]$9S$0XT,J'*V^D<((!3F OHA8%P6%O,0'$&AG/J1)R9,N9IE*C.:2#8
MATRX[O3O*/%KB75QH#@#P]FUK(B+4\7,?9QR#1, #]6L\@=&^(-0YJL+!\49 M&,XIW-Z5<7Y$U'X5&#)(?NLDX/9^OMKMJ[F[;2>[=G.WW1^E^V\&W;;M]Y.O M[62^__;A<[#8]\/#&?MZN=[N?W*_NFDW#S]?
MK&X67Q8W]]T_NA=1OWSLONU^NUN1V^[+Z]WB2Q?]:3>[?'T^_)! MH\7;L= M-_-=]\'L=];[-2ZCE]O;MMV]G>_FKU[PV7]^ONMSMI?733[N M'_>OX?WA*CV[]'_>%>6'V;XR[+^E^W][V.ZR#_/JQ>?YI_:G^:9;SK:39?NQ
M"SF]J+K/?+?"W3Y]LUM_?GF6G$U^7^]VZ[N'+V_;>9?_2]T__YQO=X=O]D' M^+K>_/'P9[WZ/U!+ P04 " "QA6Y9RKLY'(4$ #A$P &0 'AL+W=O M]KK2M>""9"DFT1*DZ#K M23U5&^WU874/;G""5;"SMDEV__W90
D$A^:NT;VT8+[YQM]X/)YXM&?\1<08 M2_ C3:@86[&4VUO;%]L8ITC#VVIO VA($VR!%_$;P7M6>@I3PS]J)?[J.QY>@9X02O MI*9 ZM\.SW"2:"8UC^\E]57YU(;UYU?V,!>OQ#PC@62*1C,?6P (17],L MD5_8_G=
<"O(UWXHE(O\+]B76L< J$Y*EI;&:04IH\1_]* -1,X"]$P9N:> > M&_@G#'JE0>_8P#MAX)4&WKD>_-+ /]=#4!KDBVD7P8)1'FXE>P^)X1^1,@&I6/ MU\KP!4?@G@K),Y5:4F@CE>A1EF# UN)<8ZH!%.=*]KX:HXE(HGXI(!?
EW-P M]U7.;U;,SSTQOQYX8%3& BQHA".#_:+;?MAA;ZM850%S7P,V ME7V]'(^[P3?+$9T@P&A M8(T(!SN49-BTQ@5+D+/H6K>;7,/AP'&S:===DFQQ2;+P0F2-50NJ50O> MGZ5!*V&.$_1-Q.)-1-
B%:&CK5]KZG=KN*9$$);7*HT^A?7D*)00]DT0?0Q_ M#%P(/X--/AXAB:\,4;CK=O8-&E.XWQ+5\X+V!F_#CN-W'E'81=0(XJ *XN B M!7S0<@S;Q7;>1AWK/(LG[.)IR!Q6,H?OWP?#]AKH)3@6V88=BSR/*.PB:JB$
MSJ&9,G(F/PF*CRHCLV,-T4?SDNWKNJ<[>G?UN>+\JVN"A; M>"FVYIK5&G#X_MPL.>K)$@1^.SD-.-@/VEML80+Z?=C.4@/P5)JZ!\GN_UFZ MW_!VHG:75HT(] Q%S8!K!?,\JM" VX" MFEMQ(Q+"=G/PT(W#"[3C)4?]QX
,/3C!IRQ(3^3+WR;KZE:]^3- MD4.![L;/I7K"R%)]K9*U-A>%,@8YUM(;S6BC@<=I1M3!;-KMPDIYIO\WD> M%<]-7^<6+^Z3B1;)M?O_QS*1D:?X88Q1AK@'J^YHQ^?JB M'52W>I-_%!+ P04 " "QA6Y9V:Y?5[D# #F% &0
'AL+W=OND2KED=*]&GR.5H:E,H(8-D)18/EU M@!N(8\4D_A1DAK5G I8OWYE_U@4+XMYQ!QN:/R=1&*W,N8&BF"+\UC")B589I"0]/2-G\M&U "VUP-P2H!S*< M >ZE M *\$>&V VP/P2T!1NGFJO6A<@ 5>+QD]
(J:B)9NZ*+I?H&6_2*J,\B"8?$HD M3JS_H@+0#+U##X)N]CL:1\#X;RC\D1/Q@G :E9?O)' /$?]<@[M9@RG KWGTFB94IZCWP,0F,3\CZ4I9()]&G-3)O/AE(S3D\P#9!/D6E?(L1RO M WXS#]@(^%V 7<[X,$%<,?IA8?
#\%O\@IQI%]J4FE3".)4P3D'G]=$!YCD# MU6G9]"P75^B.D0V@;S3&@L1*GK]O(7D$]D]7IP?9U?)SS3.\@94AUQ<.[#& M^M=?[*GU9U??=9(%.LE"360-B=Q*(G=0HM+]_HE-;&($]M+D1.9>]\EFUK
M#VMKLI@OS4.]U1=%!1=%A=U1?A75J-JKJO;&&O.>\#WZR #D#0&RT0+=8[FN M#/ES<)*Q_M1)%N@D"S61-93R*Z5\G?X\D=E.PRV6Z[<=VA,W]UH>[8N;M5S: M%S?O]NFTJGXZUJ?AC0C.1H1#$8TJYU65_]MQR_
DD$7#E*/=:%.LD G6:B) MK*'/HM)GH=.%@V1C%=%)%BQ^EYT5_Z);DI(D'WXW MAJ<;*X56MD K6ZB+K2E<;:=HZWQ#2K:Z$=W60EV&V%XMQINT[!H,IS6ZB3^G MU?.'V'[;JMFC]VK]EL;/YRVM=?.FE2W0RA;J8FL*]
[:!L[7NX$JV@;7UYGQ(M,)S3Z YV;/+\B;UH>=JL'1&I$\!;S)Y(RE$,6PFS)C.9,3L=JIT&@F;%J=$C M%8(FQ>4.< 1,!?$C";YN MXO(["=/H:?/7./TB(_(^++=F"7CP-C P.CY&.6ELN"!&DDHY[Z*W.]
MF.OGAOIQ]2)O7VGV]$I?,B/PPR9Y2QSZ$V$3YO8=C[G\6JZK\LE@>7"H M]]18SLWE'\/<.'CQ[,%KKZ6S/6N=AN<.\'@8Y^3O,-E(/3L^Q*COZR8D0#UJLOE;V7RDL;XSTS[3WFO96&0K-A(6(&'<[]QT
MW,X=1X!ZU,2>;L6>'F7%U3\;*S9";>5#P@(DC"-A @339)YM99XAK=@(LY5W MUC&\ZHW7S-^["H)N,W?JLRG5FW'DT 0(IDDRWTHRA]JLF39@L\8B6R'G'3.K M[EP=.PNZS7R?=IIQY- $"*8)22?
J_/D*!.]>..0RRR]EWD9WU2?B&T*8S\]AT[X+L:>92ZLWW+DCHV 2* MINO"E"X,ZJX'< /V:JZREI-UG--C77_M:5:[\+Z_0L?>KO7Y'=5I[GS]?[M5R0TV4'1=%E4MD/-X8ZUP9IQ0P8+#85:FO8.ML=?NZVFTQY_10Y-H&BZFBKR
MH>:41OFK]WQ_A68Z4%H I7$H3:!HNO0J *+F!,C67Z'13TO3/_73:>>2[#;S MZ&S6,5AH7H.BZ;JHQ(::(QMK@S7CA@P6&O6T-.VM:3?P#/J:>3T."\UZ4#1= M3I7V4'- LW78B^<;+#3-@=("*
(U#:0)%T[_R5^D0,Z=#E@9KIMFJW-(T@W78 MA'E[ER2T5PZE"11-UT]%/,P<\=@:\0'<@!&;JZQEI]TH8=9]$QM >^50FD#1 M=-E5@L3,D8\R[#?LV99M[L-:520M@-(XE"90-%U[%3KX;^&@E*$RB:
M+KN*MY@YCSK>J\E_Y/?Z-^-_.'1G@H'1R:&A%I060&D<2A,HFGY*J(B,F2,R M6R>'QF$M[;"30X,N*$V@:/I\#!5T.>:@R];)#^ &G-Q<92M[2].P=P0]8-3=&@M !*XU":<+H3 ATVUSYO MZ+JK&,TY;B*?
K7?;IROF@5AK#YW]!Z5Q*$V@:/H)H@(W!SH%T$RS5KD[NV\V MHYTY@-!..90F4#1=/A6..=CI@@=P0[X.S=2<[E3 ><^/4*"=2@M@-(XE"90-/T$4>&;"YU_:*99]]R=6-CGZM!. M.90F4#1=/A64N=AIB@=P ZYNKK)6O3O_L)
[>W;%U:*\<2A,HFBY[G:_I>W96 M1#KX$Z/F7+BOSX6H65DO(EE*R]4DBR0KXO2.K/-XT2RS5N^\S%;K,/W^\L6, MT>G/!5EDJU75OFAN VUA-?2U;-;YTY^.GDQC'7ZOEW$C45C*MWU'-MY956XE M\
[MFP<"ZLTU:U@>SLW>[*.&[9BF^O?U7](33GOT7KG/"7:?W&;=ZIEET;ZRZ M?EP=\6.8W\5I01)Y6PUC\G9:65#^N.#@XX,R6S?KW=UD99FMFLVE#".9UPVJ MYV^SK'QZ4'>P7?;Q_']02P,$% @ L85N6>T1]4A3#0]:T !D !X
M;"]W;W)K&ULU9U;9"ZV]@)+;8D* @V@.*G:'[^<9-0(M2%^[!,Q=Y%76OL#>3@<#]:N%_3.3_/O;]+STW";^%[;B(2;]=K-_I^R?SP\:PG M]79?W'K+59)],3@_W;A+=L>23YN;*-T:/%$6WIH%L1<&)&(/9[T+Z8,S&F85 M\A*?/?
88[WTF65?NP_!+MD$79[UAUB+FLWF2(=STQU=VQ7P_(Z7M^*N$]IYB M9A7W/^_H1M[YM#/W;LRN0O]/;Y&LSGK3'EFP!W?K)[?AH\7*#HTRWCSTX_Q_ M\EB6'?;
(?!LGX;JLG+9@[07%3_=;N2/V*]C'*LAE!;E609:.5%#*"D]]PNQ(M!;6LH+:M,"HKC&H5E&,5QF6%<=L(D[+"I&VGIV6%:=L*L[+"K%9!4H_]X8:[MO]RP7D4Y5N7ICUT,NF*4Y$-,"DHHEB8D;+-+M(/&")0OF'HO)>XTEKN?'Y_V
M+=FZ_B^G@R2-GC$&\S*25D22CT22R'6*7,5$#Q9LT5#?%->?/5??>B:^+ , MTMWVM._DW;Z[E(7$:S?]$VEV0N2AK))/=QIY_^X7\HX,2+QRHW2O%3\:FGK5 M!BR7X*,434RY8YL^48:UYAVEZ6*:O0VZT(SG>OB=*-
(/[#D3VF=+3-/8O+]K MIG*<0L64B^VR7W7V*,5NT1:Y&!-*0W7G^1TNCYMJ"3IL*#E./8*[8E%Z M/ C(E>]ZZYA<1%Z<'BR($87K].A!:)"P*$WQB9OGS?"!["KD.3O.OKF[N2#_MOF;K>Q;]IZ$_E\(&9&<:'^*-.V.=GO31.S**OK'?
^SW](X^&_FO2&A&E(F(Z$ M&4B8B8192!A%PFPDS '!.$VJ3YI4A9J\2\+Y%T+C>,L61-M&F2!O6.2%BQ-R MEQJU3LCOZ3EN7B(F_SU^*+HL HWR0-E)^=?ST3#[=SKXN]^]=L4T8;.[Z@4) M,Y P$PFS#G?M9'RX:RDRIHV$.2
8IX31DQ)&8B44)Q&%%$[(3>3-62:%0@;I MR*_.-)I&?P&?[NU[J3\=U<:^L 5=,PH2IB-A!A)F(F6D:1,!L)$)Z0 V$VR4X8HZOLD#"M M@$GRWB%^V!\JHRE_B->100TDS&S9 ^M(N:E:FU1 -LX^%G3"!W6.E:LZP8U>
M:5@M< V[YHWLA&N>I-TM+4MOD#G$03I+$$G3H#0=2C.@-!-*LZ T"J79)8U;U:CE*E1 7E=R MI2NY:T8KIK@_A[Z;>+Z7?!6!2EET$7BX67S4R[?CIBO[(XMP'N!K

?M7X*WIG9$B8%F2[W:U8VF)LMDMBUI2*K=W8F,# M)),2RB# QD4R^]>_YY8W "1E5UF6+4Y,ET422"0R3Y[[>?WKI8HF MK__R/WXMXS)1K]7G__?L\;/=I[L[\.NO#_G+O_P/^/W_>@>*M2E4>EF@2C
M17!V6:43E1]F,Q6<9GD9)<&_OX=ZCA_N[^X^#9R]W]U[NOPA.WPE@^**-_J9;"W.R]?!?3% M-)K%R>)E\)__]K+RU5D\4T5PHJZ#03:+4O[R53")I,XO7@9[,9IL+NS%Z>O M@G&5%UG^,HBJ,GN%SYSK!\VB_").X>+YYX
>5*K/Y8,HB2_@RSR^N-3/_JK) MP)K@M=Y;Z?O^JW;+?X4!?1,&A.Q,-;H=??S93R*2_AB9^_9KP]'KW]] MB)?!/_/7?[GI:R5]>H?>ZC_343%_M>0]O+%K0R][A:LHCZ.T?!FD2(.)_^YC M($&5OPKL I6O:&5_K5Z_.1_V3KK#87#
<[YP$G9/#8-@].!_TSCX&G;>#;O=] M]^3LUX?5:U[WY1.MS]-.DV;I35+FZ$Q19B@3A!L"_;^]W<]<;!C?9B !W82LJ@O)2!07P'!AK$8Q4 '\")YN$ M0:Z*$ME;&,RR23R-\:\L#XIJ/D_4#%=Y$DSS;!:4\ I!F=&_(8P7%\%__L?S M_?
W=5S"ASD6NZ&I\'GV]]VH[F!#?A*=GT^ DNU*SD(^<] EX#9>7 =EY=!7!9XP5@5P/N*($IQ MP@606!$T;[73/; /ZES4WCND&<- /-]CA?/$.>)_LY>L$7#Q3#AJWA214FRX%7"O7)F
M@:\@T^,O9$HT(]P#WLJE=SM;SU\5=NUPB.'Y:7<0"<[;\^[9!Q=W ZZ V[M8= [.=@)@TZ $K@HXW%PJ)+H.LJ!*K)\GH&@AE>!%0NVS$+1"I[")=XFX35 MYOY5;
[(\SZZ]189OM^DJG!;2"FQM48V*>!+#*06.3:R.&&.@N5[OY/2W4R+) MM5,-_;6N+U\8_)[%:2F_%.H*"2[Q"/%M%>6PDT"[/@GB#?,\@Z$5GWX@UAF< MQ#2XOHS'>D]H[8/B$D8%@0>W $'H5: AS >^)E=SX!_NO?
AWDD5P7.!!XSP> M 3'#X5)QN@/J$KZL?U!"?6?HC1*(>LW.T7*74I5#OW@A; /A(J!."6@QZ[O3 [YQV#WJG?3.>OV3(?"+@X/^^(W=&,FO\5%0$>-1&^5Q6&+PDKNXRN%#&2F8I2 M. ; !E4)4\I1*4B1SQO)^
C7GL6H"F!"*$(G:AJG.+QF=AT8,R.]8MS^]%%5 MPCO:.U?.)K@ 3I?B,TD%X6'@ZI)8ZD3!\T!'B,9C8&LE<3NXX@;/ 8X()F91 MYA7\ M_B"/DD2L>*1?7;3N>4E2"X& [VN$I(4!7V_EDT4>@?Q2<=CXVC-
_[S]CWF5'_NIQ7GX)QB2<.#N5IM,"+ M=ZS6*>I:E0+3FL1XP$F9F_,]!=Z$"BGIC]Q7$AO)]A*X#:N!\QP83#Q'BW"& MS!*-4;SF#)G4,6BN032Y0B[F*[_P5.*\,BJQQ/&8V";^7:7S*)Z0MHD6-/,E MD!5T'; FE@3\1%"-*T6O4O%8S-
2N+X'!XR\MO-1G3[?)@[XWN>SS; +YQ^P2 MF3<_^T(\8=?55K2][+0 Y^E<17$BW@+D-2QSC565@X&$=%_-@1SI8 C!@^T& MI K/$8%.-!CE:#V" 47:#YP;5C)]F$ M%!Y2\!OX+\G*B/ "NO/4< Z:JNA_YK$RON^X"DG]PA,-3
#>)$5=+" +&.<) MMUQGP=;^=O"F*D [YWC,%K]*:EL"[TF=%29-,0F=!UG)-Z!S]-@7T4]6F@ M+K7W[!6\"NN"*X_([9#OG3E&HU7':("N#'995]][((2HSDH5H0KAX=DWRQ/&= M.7Z5)D&Q7HNW("V('@R?,"!T 81B5,Q@JE
=,;+$ER%\><&N/>V]+4#X%>Q; M%2?/I'EP40.&"R9RQ/0ERM(>BS]TN*EQE:/WT=X\-![@NJO6_N)Y(S,F8!H* MGL5RO#H*9^7@:QWL M>?/@<7,7Q*$9N;,7^V 2& IHNIQ'[&,2C4&SKVP^SXH8WH4&73;0#9_9H;$;
M_MQ69E.B&3VZK->RS8A9)T&%!=9T(3Y!^!;Y;>0Q MIY#U(#VPV22Y'Y^2PN%C)[HB>O=O)P,.AR#+N*OO"P: M>5;EL3#):86&/R_$^ZCD8X1T4"=O/+M9FM !G@N)M^RV>!V* '2AK3$3!?XY
M@?/2QZOXUA#ERAQ)0=:S\2PZ2",^0*O-V'LF%L:KQ,)[6.^HQ(-RFNNS6K"(MH",F0MTZNV$+M:/HVQELQ=LD)]NMKCIM@L1*JN)&QE1Y MF6?5!3/ N=D-$@(A/!4>RVJ:^>5(^7+&V1L^0B)Y0IX##*&G3J*V/TKB"]&.
M2=RBLZAVY!VY'M+BH6"@*)X)Z&@Q3B^B=PX75#48#+-LN)B>PGK&73NJD_@J M&">@O@-<@>DS[C]_^?72^,)..V^[#]X,NIU_/.@KD$E?R5^.%RU5'F3>06'G-]J?_[Y%4:F,&OF/W;I_^"^:/SI(L=PTP/_MI\8"O#ML7P!./?
G*US_K'QS'Z:>5"V#6X>M<9DTZ:U*4\RIWB/5/5K'^4V!1 MH"0Q!S2\GP[_>]!/'GRXS!+Z:197LYK54//B$]7C 9_!C:!0D9+@L# 0"QB; M1[>X^RWK<*BV)X9QNDQIB7+H#$%Y'?17;%7C;E,Q9N5DFN7J(A-?.PZG^7=H M[>?
F_.H>M890 LTCXUFS4XT,*5]*!]>TAG->0U=;U6H?/(/U3?.0 @= A8>5 M5/,(3Q9%%_!F^$#1\3I>&Z6AB^'7,7^9W=;N?Z[1[[_[M223D_O@1#6QK77X$!FB09DD*[P2VC# M Q?2:ARU&"99@-:,GZ),320+V'C5>C
M&C5=8^9HFR'$-FQY2M-I[^B6E?'SV\GH$^K-0EP&"S_KQ=/%M16&BWE?2'"E M6\Q55\7L<4P,(Q4<2P67?%(9+R5RUCBMHE5&C"O3O.UWE6>0FO%G$"!S"K^D M("Z(5WMLG[XAAAV[T=L(:#X>L_'# 6.,YZ/.3Y'*9(D#
(N*9G0!?Z*#&:E?FD_E.%=1H1R[AF;;\-=9"^41;(UUPLQ1 M'2DI@S*! =*(3I)D8";6U6//$-Y'T?VXK% 2!M<1W))KN5W?!YRW73.0R;_# MJ1E3X)P,&KJ)-)D"OP.9#72@R-=9S^JZ+T=GI>O@T=-=]'@%'U64R]'Q.2DE
M7\SF52Z22453$M*(1LC P7['" #UV1?P9=(PM&'.;6-@"!J6MYC0)TF_@ M3(QX>R<81%!)-"]N-V/ASNKRAPH%'*R,A$4*HXJ(,P?]@T;%7^,M]5-?KN*(MT@YFI-Z.$]@8Y'V76851[!STF2DF1J).Z7#.B*-
VB1/&&2&3B,M85Y='SA-O\ O;?_JN+< MFE!Q38&V2M(H2ES1XZ0VH" AL?XQG(ZF/,NR6928Y3":@L"99I M-VE[8-BL"?I.62K1BIGU03E6MS?7+U8M*<.LU U>B=5;3UO7K^!J"Q0Y)YT(M] #QR8=.! 5??J(Y@<,KX)TJR4=I?
[]D)T .BNHJ]'\5A6=H/9M\V /!YL8V>2W.AK%GBQIM.IK#$< MRA_C!3FOH\5N=FQB"YUHR'T/)R'M1?8Z*#7#VOYG%;;PO1P]S\FT77(!3,4 M=L/R&&"I.9?,P#C96/Y$+0RV(S+> G0,<]@^D>1'3@?5\R,RQ^Q-(XCNBR'B
M^@L>>_X"_N\1&+JU1# F68EP-&@$%O^AI9/OGLS_W5T)G0DP[[@H<[89>)%@ M5=GKM^Q7*M/JG73//CXX^] /SM[USX>8X'C4^ZT;O#L_.1QT#X/#_O%Q9S , MMO[Z8C]\LKL+)E/#,T?G&1CJ,.D*<@]4)3.0#"/$15-
,Z8/M<)/[9F&X9^+) MFI3))7]JG)DE214*U4!*N7T8VC]N7@)S M!_1?R5PR+ZR&-X*XFH2D)1%[HL2B4<%NMP*F5$RC,>5N^"D/DL(TL28%IX/. MYHG2&B-=P?8'&/8E%R@6W@11@4>77I8")2U(>0Y2A;IVE'/4;@XB#M1D-
'IN MD7-M O2; /V?&:#?2$+-1Q_??4D(!P,%(3*Q,=K9>); M+%= 66"RH;6'1X2A"6<2(;Y8$S>?C/6Z0G%L%'3=)%3I42S/EX;0V">\4%4 MJ9K&QL5BTONP-I04;_9O.=&@NS(E'T_HM1I<\CBGMN^[Y,ZH@4J42)UD]&6J+M36J
MJHG3\67&SMN)FJ6XAE9-+;:)(V]3KNE 4'YY<;D3G./2U3QP^M>V)*PO>FY* MCA"NX4:?M3B$'=036(>:2DT>R4E-J;Z,5B^I]FI*?E.!:5;C3*I)U.>Y K7: MC1-1H1C&IRGY%_>A:-D(?; D"JS)48.!H 1WJR;OCY/F\
<[^&FG2\>)UL$A' M" 9T9,J AJ88C;6OLH^!T&+2:QU#HX$\DH9EFNG),- M[N2:--MIUW?]VZ#2J^#7^+4.C8;!)4ST"G%_XM>A@/DTUMR4;WSKE3=:6_5: M7MAB#-UT.]KR=-
J3<79N@M7VDQU=/T=1E#_&49("]*U>*M$DJD3-.#1TJXF< M&RM,;]B3.V^%#;JG8&]U3\XZ[)3$J,F'SF#0.3GK=3>N27/ZR)UH!<,2<#-3 M5^[5D;<:'B8/0X>([Q"DUZTQM"=K+=M#4*+[^464BCH2!IYV\C(X-8!O\H-F MA-
Z.65TJBJ(2W0/EZ!;QE I_5Y[@HN2*:%/&++,,S+'F] ML'=67B?1=:$?X^H*^%WFO JJ RCJ].BU-=.&1-+N:P8;TI CTD+%M43L)1T M32M-O6C.7FK^O;G&;MXQ.L&K<:DGH@=4E%P94WUY"B1\&<\E6 H*0KG0*H-4
MI,4([^C,%',]YB6;T1RXB^*D8HPCF'612AWI M)\%+"BU>9;]$;TPVH:PS^RR*7NU"8/IRLM<5YR/T&*U$)E:>#I\IE,-4A(5EG38C1^('598%Y!CZ7\> MDZ!:.8L6VTBO!!ESB#KE4[>M_/52PE9E+^K\.3.CECWV7%Z<$-
=+T19#KQJ^ M>!?8_'QF(J-4FY*7+2>?A0\NSTRS:J$1FAMQ&QP0>-TGQ58$R0L$,*9#3]YK M<^]$X>*MKCK^R?C[HS7_1C8$;OC1 EB-HB^X+C I";;O]]^WD.F?CY(F3Y: M2'IQ24@OR(&L YY='H*> ?LN +99;I(4/Z79-;G?
38THD\4 -AZ&B'&3^U-X MN#C90=2#_C4075G0L>&/1\YXCIS8@!? M*X?<+5CZ8YZ+F]$(S38;E1$%^YU41.0I&+BZBA+I#^+ZSI P0RX,Q'LF"B2> MX2\Y!HM(IT/VQ[R)+38IUXW'E%#!,?R+#*:=(@]!NU7\<+%R+!+/*+-
F$4C\ MW'5L.:XE[(E" 2#TLXH'ZN71.2*K;DRL:?J+8H M5X2]E9?:FV=M7N.#0)]>N7!]'^)](1EL[$YG;O=IRYZOV;*SZ#-8/F65"XJM MKNQ]!4O' (,'\/0\'E5T#O^()YO2+KC>'N.^D@UAHK@PD=R92*[("T<'/=1; MZIJ-X==YIT-
W'EQ=]-]![08\&J5Q-Q;91<=8CNZVR,J4S19]*)""]4''_B M@C.8N':A D0*-,C7WB3I&W]*HL;Y@7SC\?:'D!/DC[*H9XKS9'WXCO.4^B.1 M1@L_"E_)]3@]<07N1:5>N<5@G-*;A!02>4U#+K<')4Y7D\9CT ,JG
+YPH'>&_ON+>'7;]"R+?^3AE\1Y=OU].0C MS%,[9,Y2Y5H_R\C?4ZJT!L\=ZCCJPDHA8[-HKU*[4T@4"]]E0Z5+K+%CM MQ_R*]I4MS2J?WCT1LKYAF+E-C M+
[H%I8@%=TO<%T;==2([]TD3W5N71"$)ETJMS+C<)%Q^AX3+IW<^X;)S=-0; MO.^<(3+%0?^W[DGGY&R39VE.H&_1N3";8T2T6NX#16DSR=Q*,0-0?W_R*9^N MKQ0TGMJ&@_P]*.6HF
?:PT(H_;5UUG4_U)R6%1D#I=G(*FRX=WV/2ST?DE,_M9!*2*#B.=#HB[?SR'$4G>[#(Y.[%6B<\9W?=A4C6)AU@DP[P7=,!ON+I;0S(M[X(G_IZ6\'Z(#878Y>RF&X:(OX.QI0VR-J6_<][("T@("!^1#NID4P/XR#A5K
MW,Y0&NNZS=P0MFCQ@."$MQX_V6885EL3GE!GCXC\:/2,&;S:)1=<4Y=;!M=' M#X:7K2".>?F"_&*>[I@<\^Y26$54\IXQTR# M Y%\MDM:*L7I#+@H+9BE^I(>Z:*DND6_/)J^;9T*?,T>2ZXW8I;9G$? M-#]7B&YMIDH;
[:/F+90JAWI>!@6+[,#2NXMK!?#P%J!F*%8/UN8 MPU9W&[;X HV#G/.!)9V$GM9*.K2XL+KD@7>PA$%ZX1 M;R[LKL^GVI%+6J25>-PR%M!"!3IPRV]M4$60,7[>-A4S3H5=X:X51GDYY#Y: MK F3[01;G]LVB_+"3,
(]WN/E0;4GQKN^WBV;X[[]) >GMX1>GF$VB673!T36$ MUBB\AN&KDH2F7Y9 _XHEP.9>?&!;86D+P.) +K+YH4H)T#5DXI=M+D./=KF2SHN'"6P55%.70ONB_VQO*W* M/Y2:2T%GJ&$'I3@+0\6C+/M$1(*[F;/Z[W1!K4M63*
(V*G9;'G4]H^,+_7\(M:GW= B3C@<>L"XE+V#:G3-+0%1U0/$+..%QK>L[G?)^/@>SW:!\2FK MMX53#J2=B\J2L;3OG5\IO1:$'?@"DE"IQKB&RQZB@ MF*0P]*;!17,C,'[RGEAN(4Z.3TSI<"15ZE836+=_#E*%M(7A!05:ZOI[':[
M_CNP@VA,X-V%VVA$F49U-D)-*$'-<3*^ZEL8BD59'PI8NGQ-DI:S2> M;G_%&F,JBM=23L,*<\.Y4-, R0\M!S3UM#6]HJ1(%L*B]M-"SF95R@DH=#@: M2J(<))S -,YGH871PKBAL-16*U8$I,O@J>*+K,6P-?JZOL;"EE T@L]62=[_
MV5FFZ^IJ V/Q*R,EU9/]Z\1+(Z]Z4J>AU(H>3=68S?X6/,US@"OGI9@N' M-\H69KHQ/;W"+WT2W_--\X%7^W!LGK/33C%DR[&KJVU@RV;#JXY7^)CTB>9$5ANIW# M3\!G+1@;>FNT^M'T).(E >9XB--&%FC;UNJTWP@2.Z?
^;*W>JIK5-E)X-)V4 M(- 1QF1 T5^XMDZ+,>M&Q+9_G)TX1JI GX3KM^8OI6)J2@IT^L#IU2M==@N& M()4@+\QJB=>O-NF&MKV]$W168/+)AC60447C<>(&ULUL7I\\NM*@0ANYM2;! MK?A/J;K"A-\RLZ-
3"J\>)_)IHH*RZ$U6HJGC3T)V/](78P1(D4ZDN;!%%AY M7+"/WXP!E@,Z\Z8&4I3UNWPB2>Q%B_$DF(%6!:;30(;&%GKWN62T!A-*\#[; M9*@UCJ4 ?K)]5":LB^HZ&.12 0XLW8P9I M,Q5=-1YQ]-'@JB;KRC"_6<[M)FU@DS;P\Z
(/%U;X&O#FRZ\4;/=%CMB6J3? MC:6(B+Z;L&@0'B# @9\J+]1H1A;ODWZXKFS58M3 0AD'$6_C@=N9N\4B-)J^ M8+Z[[>TUQK1II.<79;'SR_0RO0$DH\4&UBC42RIJO'M:*R0;8BXSD#=J-D^R MA1)5(KHPVE_CGA:OG-
\)D+R.J_V;K:U@8(B97[<#YPH^))4;/MY6#VK)E4W2-5.T29KBI@Z/?[A]G]=&UA\3&018(N^_4 M.!LDY!L,!2K]F8]7C\^4DQ]@_4/+&D*$5 4NC7_!WJ#-P2@ZDS"YD8WAIFTE MKQ@60[=4]%C8^CV+12-D5&5^^V"1_G,
(A(H3[UDCA8(U[U)2==FX@F/6$ UM<$,KHPI1 M:N'7_V! X3Y1^][N.CZ<:Y1[5O#1EYOZ*6->:0L5&QVI&O< MP%H_#@IZTG$9P9]XP)!F:L%>)MR,GW@G]WY.ALA I^*)-!9B&Z- GX7DB%$EM<8T'K'R4P_GTI>]%!AK7.(C
M!"2WEXYWD.L<@K5$"9->A;3QBZ/1IR;\]@5+>LG(,8"&&L)$@,VN3,*;03XQ M:H[1I>]/G=VS]7T+XH*D5Q.LC2*[7 XXYY3=3 *C15\Z'DV'(N7,98-UN8 M8L,: .+&6)#O,[G+1_9F=(G5]!RR?
YWV5'SL+KB_6/:)M/^F!^OL0EEY.-7HYO[7_Z.*"G-72.9]:'.JVPQ5##90 MV;\^BI/L.G7A7\SO*4N\5C M: (5!3B7!A@;+AMOU[#2Z>D-?/I6!#6:C'LI]7< &W]KLJW/Y8WFJK8YEP0W MQ+ 2\K=D/G"<2;@->1\B&M_\
["30D^[H>!%XY];>(@_T+GE%]>/3;2<ST9 M:ZT_@OT%!GQ_3(YGZULZ2/4-QKB=L_L^2J,+L3[[NCV' !; J>RF%YC.':BN3&YQ+SBPU X7!%2CW8"+GLAU(/\B3,[D2H(% M_.M]DCI/UA!"%[9[-G+2+>MTP&4PQ-D)-Y
\S0)9UZP4851*MC]%YH"ARFYF M9"=<2<:1,"[?KR/=%E%B_,=TPGK1K)(B*T50UI,(G\<1PWK4X@FAWG2IHZK.Z :X;(LJARIA9 MEI>@0M+?&K8PY-6F(M[V-E?P!"RID94>4_&QJ4QNRYU86FG0;OC>)]ZQ+G^*
M0)Y4JMGTDG9Q#AA4>SZ3/K!K4^2Q4]M]2Y%_MC8%:B#@F2=G;A2%I&1GBA@4"#*UWG1<;,LU5EGO4OT1V:N^=%+AB4RQ)-C35SLS>;5.7+"#O%>DQ.JO2 M?>5ZUP1Z1P:, *W-
M*PA,0,CSFQ=CHO(VBL<#D,49@&E[CB?&"D.-YM(U/ MXW7 'P_!^""M@IN6Q(Y+W?%*F]?R[UGN%0RU58[=IX.V-N6EL>):@_A4]\Z: M\HU4FYW-K:+2H91#CI(W@@ :1'.8NZH51%;$.59S3[V3:_'.+;*2-EB$]?4M MQUD?
C0N)\WBY0LV!R9<.QT\G82O60&Q%V(Q2B%ONO%<[MAH=\2"[0M6\E!I> M2MV]U8Y7F\P?O5?/[WSF3_>W[LG9,.@?!8?=H\[Y\=DF\4>?M0YJ6JF!"[-) M.X(DXV%5*9UP-Y&$NRWXTN9:U//QW)P+M^K2\+/[DP7S?
&T6C!BW[MHYI5JF MLA7EB[&-O#+@&!CCG).MC<=(,FEM4R=IQ#&IN 5/J&61+GME_;IO2U!7X[)) M!B[IKLY-,3\!]4QM?6]I^.FV<=#M-3:M7VS.&2(Z+]0]5Y!58%AY*1"/[!_3 M07'35PC=JV.LI.9LKM9JAA<[>
[26]\WA\GQ]DH1(UB64N+;\&DO4U47"O7ZY M?@ SANDFAT12O14%8N$$6U\ ? RVWM.=Q\$687C0AR?864**)NB+I\%6L_R1 M'=3F3:1I:5'+U;,S"Y[=)[IH@^A9@C_':NKQ:N O)[H5T9NIUGE?
0CNKB,.K$&9L>-3,Q+!TEXG'&JH26S0A4FV5R:X*:A! M*,:E'>IJO,VE"]3$R6(GQ(B5#0L!2K6\XX7MZUZ $2PK6E2C<8)I9P6CMNM\ M5\G[D]Y187M"EZT0LDBQ.F6,$HC'ET"*#+]2E-$"P5>N+Y78_+9@&C:H%*#7 M"
(R^=.)59S*6YR:?9Y//L\GG^1,15?FX.T$$IY:YS5N_A"OJ'6I?UTTLI:QDDBLWB MEN87,1?A*]YB?6'):=,K&F3HCK.()08".2/6./MQMXVA21B4%]P M0]G SEBW;8:]Y]SKR?;2"_!M8(P]72JAVYX]**YH8(,_Q+(F3_Z)'*7N$D&M
MN\26=*%PND3K0BG"U9@07"\"*VG=M1)=HHMK6U4R:U@053&Z^&9"-@8HX2 M!J=;];;?@YCLK&)EA >M^YTB(Z:<:_'=*$FM%S^/J-M>7N4]HH5UB3)_KR87 M#A$@S^NG'%M"Z)#?]<\A"Z="D$+&A+VL<^@<1FPU%-
C,6I2,B!VVRZ (5H+ZXV5 M!F7S"+E"VPDX$5>VQTB+57H5H<-I0DL%/S&#I#1ATZ=Z&L!!PH;K6_M-HP-^ MH% ^FRKB:\7)-';#W8SEKT*AW3^C8QX7?@[X.D[:"?N0G22B- M6$.;ND[&E<;Z)W$^^L\WO:47%@/(Z?:59M?X-
3>"TI"-#GX*93"C:-9-K>2@ MXO?20<,!*%]2*H5266,Z0^XH+29BE"_Y#,FZB&8E]Z1)=TQ/7GHHN4 ME^LQZF0>9H[T<'1PRP2XR5OZA>/*2LKY-ZG /)@>Z3YQZ;U=EQ:EIEJ;;W[7 M\/[M=PW_[JNS+GI,)2NG4L7!*3$=7-
':S2410X\'N<5I7Q+-@_;D:G1FTQ3W%SZU4W1>M09-V8502>:X4X M_T44VUIB#C>/HU4VL$7(<<&*&:E(T/-US$T[:@(7:3*W6Y[+EOO@P7'I3L:" MQP^%\Y_F&?KV$/#F)&/T/O8*DGKI,6ZGG#)LQ8>D0D!=BBF@0.Q#M\
;,.>B MFG$R45M:FHE"KI@@]76AT$"][&L%4G\3>SM:"):4J1O@GH.$5L$W%5RKFAN@ M8*" D8+;IRXT'WS?4#E;0'1]"()F/V7KLUQC&J#2W;:QK>N5K=S/M7OFO#W(MZRQ/U:+X+R)F9\'H]!;^_E*OC5):'!.FH<8Y)
(@56P3G\RQ&B=_6SX?:-$?7TRHQ+(.KQ,=EJ+D:,92J M1>U !B&M*Z6?'\(:1\LU$I3.+Z6T@_H.?4WX&?M):ZL(+/_QI\(Z)S!#LG#; MR6 X3NJ_.31)B -_*D(SB0]BD9W\CF#@;>UIHY$&?]2)F+;HGJL-_;&YHE^WJ:
(NQJFX2!JD,%%< M1:.6D#0*5S&WTMVR%)8]#8H!VG8QZZ2L+[JOE:NPZ5K M&[1*(!T(W&;C^U6SH(I=9MS$>:)F*<55[:7;CDUE F&TQA4:)##A=8U *"F" MCU6:&1!ZOZ<5IPK4*A.,A;"S?!U-8UE-)S.AC*_)!FJ(#6W/K-
I)1R6>XP.Q M86=6(7Z'SMYT3SE&X8U$4W_J[N"&4. HU.,ND;\LHX/(*#:E8Q%#"K.4=@#(-EA/;;NI;:KML5!0*K MAA35Y5ZAC(:AMYN$E->[PTPGR-TX5 (O--L(C$VR9 M-' ;,5C["I$7U(RB?
L<=:6+HF47F0>/#0TV&6KC$<17EOER#*RF]=R@:];!#OEV]._M"-F, %^?>-K6'L*"&(EU78^95K"5!8Z:0T+$1.6NN%J9N>-:KX5$I*3TA"H M^BEN[RR^985D:G_21"41"1AY=YV_67L?&3YT7BL3H$I5C-%DN4\,=QVVWR$S
M$6:Z-3.2G42FUQ<*2=2VI.>7Q4K65,H,*72J(9Q@-VC+EUF*063[L[;/!/): M/KI7D!:IS49[24"8#)S)AAXO 35'GD?>,F.J\'@TXT*3 IBMZCI*I+!1,.., MJNKBJ15D@\ [HF]QKE&F+SB
M[IT/IYWTSWH'FQ":4VW/VA7V@@MU\PLJ#^!^6R&*4Y"V45)HWN3T@4-F,:O2 M6%IL+VUY<.!>YM7@2]"?K73N6'Q#Q9 ZO8V4$S%S0:BSF6F%958.NB^@D)?5\9[B#Y7!) M*$D)Y,G%I;Z("]MQV[2KQDL1S*W*4_-0V1:
<.RFC#)*M6"(\#YGZXO]<_P. MZ$.A/B&4OX9Z)+4W@74'$Y,RD)1W$>4U/,!GLT,-M9ZMO5IQO/]^@NT$SZZ8 M%U(1'6E*6'H2NQ%$'1HT,Y5Z IJ9V020'U/8-G2*FK1 F/$,T>G3"]/_8BH2 MP>PY,-U<4?&
B%M#5R,JR>.%)3)1%O90[@J=%4D)I8@Q+6D?Y!I*-Z8$7&EE M$'38IF]B@+JBR\F^1!2D,=H=I\24R]$69I3N7T0*._O\J\/T2>KT=8/PL0S=Q MR4U<8 MU8HIU,3 [3TXBO(L_5\1DHZ@%4^9<%C<;"SZV[?
H]^Z\17_PK@\6/2+I'7<^ MA,%OW9/S+J7+_OU\\#$X&_0ZQ\&'3N^W[F!C]#M>3=C9=8FS'XQ7^N]5O@C. ML&!)VG]W#M[ABK_I#P;]#]T!Z)/]X^,.Z"VPV*#)G)S1#AQW3PZ[@V%P?G+0 M/SGLG?
7Z)YWCXX^\'9C3_)$N@^\"2G,&I2'HN/L&C\"+#HX[O?=!?P!:Z_F0 MMKIS@(,%;SK#[F%P?@I_PJ^=06_8.WD;],_/\)]S=SUXQMM!M_L>)A322/0U MC #_&03'_,#[/CQR]4(\A,GIM1ATX6>

<);PK/FEX_N;OW8.SX'WG#.XR|SX;=$Z& M\I;X:O!(NA.FX?Q$DZ;A<2@>&KY]USN%+SIG 0STIHL/ZP[/.F^.>|-WW'D;?-A;WAZ?@9[M3]-[W_F(-QWUCF& W@GO=?]\<+;3>,Q@T/VM?P#OT/5_PR%.^F^H M!R-U>[2]_0$1&
[P)#/UAT,-5YY>1>SO'PWXP?(?SZIR>PJ5(?C %V))A]W^? MTU(:1P*>0RZ)]T/<]H"^=P.5'5$(?G!Q_PVO.^ME!>*|GASO6=W\U/M.EZ MA#K5W)@^=FI3\5>| [_0PL 6PKJ?#/$*.H)|^MY\I-7B'?EAQ"])WR_04:Q8
M;I=LC_:|&38%8$V*HQ"7F:P3V7](>S)L?'^=A&Z9X#>>U5OV *87P7%T3?XV MD"!Q,8G'V@&| .^][8/[/ $.(*<>%"DALRY^:$@D7O#PQZQE&WB MY21N;&52'V3+6^%_(D%/.X.S'C!Z%)KG*$CT??
HC,U[D^BC^N|-3D((HKKS9 MX#W(FL#H91D_],^/L0AK M>'Y|AE/!FU!N".?7HH[G0.L&MYUX"[I]7MLA#*HW$]>$-0*Z3Y: -@!47%] M0)OBU3GM#H[Z@_>X(J&|T3$J+?*TX[Z='3]="_L07K#_6P]D=QB| TW@-]0%
M6&LXJE'!1X|"W)UG'7O=$A+<= M#*9|T#T|1UU%+T^'QB EYP16XH %G3,(*BG>>P_/07O5;T"E8>Q MP:) N:B5!%]E[C]!;-Z]7-QX0#<>T)|?8@],^F$UTM'(,]NI#M5KCKDEZ@(K MV|:F+9;%YI+.|
RL(3&^6CJ:B1B."%"3.J(E5<&-E"5>2[!YIN,UAK"S]%I% M">8 3H/?8GS%.%I32L;WQOFXBDL8HV*4O$Z.0;|2?C[U!GSR&4/"2@E:+2H ME91)<'31S*@,FVGL8VQ%Q+!*<5FH9,JH:UX7,8Q(GI]^DAKY.|732LSEW48.=
<8_UMFHERCSC-R'T M L$BT:T_O1_T,4FBA6#*7BFL*,"Z'*KND+DR.Z5# 3.K9LB3N>5HRNT^N;N4 M05F84;R[4=C(V|F/I(W40+:IH+2U[BFL(?WH;HE3L$$UK>BQ1H(=?X*'8@]+
MQ5.")RTH"=6!7A64C;@=%+V$NALG0&GC>$.Z DU+R)X"Y.77_*(VPZ%$8:4 MYH'4'"ZQ)81F1Y?Q?O- 6'_1U(A&4+S@-%)@'F/FA$VY73#Z9VRZSYCG6APZ MO@L.9JIR^QZ7QN3'E9C//^9%,9UJ'N] 9GV
MU.A1C):*0(MK.\I!8&$EW!O.MC:R M7.Y=DLHNY6R96X&L"^HDEQKUC:5E70R%I!-_1472O%=C$ M3>O5%H7%Q1B[A].!Z-A'AF_O[SS99]O3]\XSW-LZ/@2\HI "-@;3;L!2$3=/ M0%NQJ\=KIE&D$$]&T]5+/!BU
M3O!&A+N73H8">+VTPAFK (@NV%(3 M(OV*.LN=H"=U"[]&D%6]H/8Z+4X7DK:1MC&7^5VH')B0F&P+'6QCSU;!"/Y$ M*$:&*./6LY1V[Y<#TYP:,VK)6K T MY^QTU594IO$8I@NLRYHJL9DOL^0FB!C|V>^$-5-
8;0);"DL")B3^Q>>('"R M*9(ME*X7JY(RHI(Q;)A%_VK -,,4F?XT)+GM_J[KZ0W,-A[#=3#% M6XJZJ'EM7LU:FI;R'K|&"I|Q:".K|%SCQ2XOAP6;|C:&XM%P*-$(YDN^UN7U M;72#+R,*T!2U+6+60#<+J+L17F'];
<0(M*]LRULJC])N"(0,#!UGA(7-KR, MA 8$>Q3)TYOA#X'8&?$:) 0:2*5.=7@_[@V$KOP1=[GP%_F[OXAA,FWE5PT0 M>'QI&P^PSI8VL#_-^@F_TH4^W,9*: RED$IY('A2_#!922-]QM@C;F):CS07 MT&A@%SG<2DU*XPO&
(475+4D06&@&VADW6VJ"$PF:S5)V$9M'%II-%(9/%*S: MMNRK.3 $4TFB78Q?SP%HCT;HGR1>"'AB- .N '_ VD4)7RB[&[H-)] WXYP[M IP,+3FRS"]&V-O>6/'&58A*)I:QHY|J*HL,W][=7HHVJ67#8.TZ**.TFTMV
M:7N9WR].KT#5H]=&!QCR4M1]0P&J0*RL:$(0)65.U^!C M#|V2*;EEKJCITA&)=+FCQ(0XON?&>V@T+Z(2E[$^7G4<3P>X5L2'BFT?6K M4VYSAA %BMJB8/0)B<;RV5&>?:)PGX4P0,2EG|I2I_2-IJ9WM2H4#R/= MLJK"J(-
"*B8(GB#W-5\Z?/ [LH)OQVTWJ3V;U)Y-:L_763_K,,J&I*,0SUA(M5)+1P<27UXU84BV%#(L+T7-0&I&:HC@5AO5LMW>ZMDVU,B#!(N?I'C[9O;)2 MUT$;'7#?(MD#7_OFG6J(44(XD'9'|XA@CA1H$]* 3Q'F52(GHR1*/Q7-CE&K
MH<10B< (J,Z4(,^+=;-JYPNEQ]RKO5S7@[0#"S3A-80E_|"@*:|";&5SD3M. M"#2.3T!]U)>'P2R;&$=%:% 7)4KK@Y=]'FGQ&N[$^9 M(%OA7@N6X94?+8._6D2T^EQ+CUR1L$U=2 T[FK>0C9.L-D0YW&@
M_@^:'>U:'1C/>G,QD2@N-<$ZGT"+1+4)TRM:DB0BFZ MD$^I+=?]DED](_FFF0N@N^QM M93T#W:#0*"%3ZRDB5KW]*M@ZV-8X6_3>:DK.+INFC@-H%WY=)(L77X<>YI;Q M._UM:MACN1Y#^X:SFK M0B9M=I8^-
K_Q8]D71%%#I_(8#G?"A4X50W6R*&] MU>O_8NWN["!X1N\#EO;ZHK^^$ZUQZW@| M!0$VP65U6]$VMD D=;+%W*:FB?'40];J$')=V(?L/J3^!L@ |%|350.><:72 M2'PF-0E$.B=J-=@|
,_<:"$HH]H*R1@7U301OU)N9.V^[/ORTI2S=K]?39]; M%13W+36RM"X_W5;MC|5VK>IZ1<=@X?81*[4*3,>*,ZU;(FV? HER8RNG0:I"E=*5' MJU1>|7X%D)ZM+;[(K^(K#0*(@M!H1PV)1[MAA9[)?ZY)(I/QK#NZ46B6,^[8
MYN469;7;L,6<:?[E&W!H8[*EK>GLZUJ;U>J-W5_DJ+ ^&>*O\M6EO;<9V%T_S,K=CT->!]+PV8#[*$'MIZ$)&[Y1JYN3@88.VG,9)! M'%$@W+%J_0<]9[![?53T"^J=P0Y@$1_VJ0-]L42?XN:2:(U'DFDD3C&GXB"O
M[E<4_OE:X>'M%)^_7DHM$A*=I.9N)VP@-3*K4U#82(A=$OTPE?\F]CE12+_YL.?:-@7OY!C96LN+TB,4 0Z4;W@?AKJI'3S$?!*Z=-ZU5#=EZXMX#"XA V|^H(MS$:8 MZVAR/ELF[O8*,Y.R?1D-M_767B^V$^AG%[,
(XSI7H;NVN9E(5%@WN6YXE:L+ MZ@HGQ6?S# 2*TV&&]&5NGPL/J5=0-5O,V[Z8/&[&G>@]3[.90ZMO&$@ZVNIP1!C#_: G;FV2*N]EQ+$!Y/Q+[4C&2!/"9>!M56^WDJT#X@NH(M[)Y;(,?I$E[2MMJV4),27^F <',;YGFV-
|V::,S,%+C#.6/E!FVS$]:|5B& M>K/1L8P/N^%&DD?LWI(U.B[3+=RK)^:U^M*W(2^L2\[DF[O)C68;$=$GT, [MWLE@;G09CPCE@[QY,C_M9G:V_@:])U$(585:+E%U$%):;*[! N-FWX"##S) MYCK&.L9>RR7&9"-
$66(E.N.TN]9+?B)'.G=Z]4RA=K5,J!AMT8 EWUI]-:VTH) MPE! IVCK8A((GI-C=6 !=4)-YYO=Q:E]JWYDH?"?*0DD%^BL;JPM>ZQKZ3CY M@=IQ@'Q"?8Z+4I*^+.Z85*"%W!O-JVN"1TL_,ZPZ .6 _["/IXI:@XW7@#33 MPL-
P?;BY*LIL A<7T51]4FHN\T$9EF>M7;WKQ8["9Y %E0M'9?B"(9Q0>-2R MG%K)W=:2#K7#V&17"HP;6/M.%VCIGHQV*K=YURV')S:P)X:]#E2W](FWK%*: M,!NT@/;]]#]'UE1D+!2W)+|4Q"3:X_D|6=C+Y,UTR]@W?2 MW6#
(&-,6QQGA@7L,3R\/0XA=\SB"SNV>]8^.&L\B1-W#[FE_V$.(^X,!3(FG MQS,X'?1/NX.SCVX#"0*DYOX*P3].^A_@6<"?])%]:7K$A5 MVTC:@;2H#Z-+%.=SK&LNG$0OK'|DB:!U:OY:JP]:;7;U BL ZPY)F1DE='S9
MY"H')&6DVLNOM51A(PD!^3BMKODHA318ZTP>4* +;K8U* M[MY8X(M:YFX296282?O)FQ*5\';,-+&H4A7"9&=:&OV*]M MWT: ")=1)2-H356;P7@'AAV4,QXY=Q;M%N9#?[*HP5AX52[V-I_MVV=Z4%S(
MRZA8^5)6[2ZEP+]6!F]6%-&7R7Y'N]Q4I-,TT@?F,Z(J;1LMC1.JM+=9/]OX M.XP^U<1[=A9\=7607D6N4Y[8-$"/!%NP2I%T)451.Z9Q@=E556K$/_3$ 27! M FVM,=A)082;P*K,LPO&!W+S:9UB@C85O.Y0:,M?W>:|7/6)E?
EX5&F$9@\7 MQB=8=$'@$W,5STP-M$9IT!=99W\;_DK#<@$S'61$G) B#"24I1/^B#N:*./L M$#VW[U9W&T>()'42(W.S2-O2TUT3K[5XO94L&))50GKUO2:ZUJC2&N--<$9R M+MS72%_*0'.M MFNU]G?XDM*D-S|QEX7
DXA&O;((ZR1@L]KA5G*49B<:VOLGBR$_3\]X]%8%%VFQN;)$*.T,QS3[CWC)!=T!:#EH-^ MB%K$@0K]#+1$D?5.6YV7+7A&WNWF3>"U9W.4)M7@>B819$+A^[1NG8O
M:#.0D&ODP[UR+>WM@83CT@HLAXBN=P)4!7O3,)A4QK[63<[3FHQGD:9C/@P2 MQ2Y::IBM;-\$,N %UL,@\|L(3. 7IL_4*)L0N|>_/8!R3)='+<^&L292TM,(
M&7*E!WEY4PMWO4)D\3T(BF%3GTTJ@H"PZ'(5B\;1"L:A"1;=_5C-%%U/*RP3 MFLUSO(M7#X_0H@4\8C@#LT):$7K"VWPQ8%DQ(_F]!&")<'35:D3Q]*@D:$-
MLC*]PR&*%AB++*4\V(D+VM[S%YBS/8WPX44F=9$(V2(CB_L>B^7(=T3B&7W? M5:),&,"A$.U: P.4&#Y5 S $H8&CT0 B(;R+>!MG&9H0S9 M $X:-&R&SQ%0%-ZF#;#O=P'V?73G@7T/NT>]$VIPND'T-=*B4RMVJO%- PZG
M&8CF7O8'3.S#?.J?O2A>%LP""G;&E*3I0@K"MR1FF=7CRA ^9\4)\FC"LXR8 M(E8Q1N_NW9KI4(:S:%](:[Q"5.KE;[(=LFLN I!XBE,GS*]VP9$%LN3[0G<| M&L/T>!K%>1KR JU,JS2SC*.J 6ZB&YYIZ'&HJ,[M[;8N#
[G:4Q^*EPG=&@"/>.5Y)!6:32^ M0<>]#8VW+K?V6K10N/:,28H"I= X1=N(+UGZ[7]L=2M0/.BPW<_D(HZU,]E MU8O_H0[1@?Y?K;'VW5GG0P=?,NBE19E7;+@?P5@->D<- !8<<_&(Z].R!!DN M)F-)]J^SN&|>
[*]=WI^151SFT?4$M*T6H? >0"V3K4C&!1*S576PC..VL:D7Q(PCYDN0IT;/9#DX4,O=99+\O#3713MA9NY)!5>B%Z<83;TA)]-4"20Q\65]%)" M/[<#X9Q>- :S+L66@,@=';=%VA&?R@MK/@2F14-
"-8JA7/"=.%2,_O.3EM807R8&H M7+@?P3YWUX5A?VI+3.TMKBT0!/*XF]4(OJ1LPV2:(QYU<3/T,) M+5L J1V5E#T=)6*<)MS%O.#@=G?-&BYL;8QM!V%:1%AKE **93;^A/$="RGC MAJW?5A$ZSK-
;Q4+8)&]MDK=^DN0M1^K_JXJILJ!N', *RE5*7Z)_C@H&)W(- MLHD +#$,WT3'1W3Y)L&F19R!:W,(I&0O#&S/ 0"J[5#)ZT#]&-X9@ZV]S3^ M+%7?).;"X$H!O|$XD).Y,LN0EYA?*/B;1W&"0/VVZMNMH7/2%4R?\?NG!NH4
M>$3"'X'\2*GM;|-&>LO*KUAPS)OS M%AP=L,:HF0%C7C@(SMLTJ'X;ZQ@/]9N9]X8CX:$0K0M7[*DI4:DK3G"VKSQ+(ZP&NHV1/ M8*PP7-+I2=*EX#L@#_3^:$:*'@UI9%2WNXU/1?N']"CDO*@XS18_XWGP4#&M
MK^<>L@KDD%G>B"Y:\RK6EZPQKS -7?H3I-9]*/ES7VU[U7(^E2HUX9>]ZE($BY+>D'%GO!KVIMML0#7;C*<8?8 MSZJMR8E!4432C\M$^5U*'563@%WNY7DHRC9_ S;V(2V.:T]N=;Y)W4 7'=,Q M],E7&'I)*A9E7FMPDK4?
*]?X3ZAEL9@-#"[%YH9;6Z$SD_G!]V['_J$6S>:X MN&,'QYV/9_V3X.^=]]UA*[S\:0[O'>K@P#6=4K&N$]Y$6$_^@E6AN&!QZ($ M4,W4%>A1W); -JUOP!XXA@<80-5LE+N9Y=B]U)857&5)E9;,Y$QSR,QVS46=
MQ97';B(\U\8X]IOV%-R_;6QT*#/"&+'6_0;.]:Q42KX;XB9BSTC0>$%=1"ET MDE&@ W]=F1L@944&&IVDK - 0L"=-!87_+'+Y()#(AG8B"8VEI9.45VN"QH;=Z!19UD>#+5#]@(])Q:C9GVV;>TP;QW_:K%:# MKX>-6L[/O0
M8@GS"*@24-J,=[@'4HGMM[F\[B9](>/"375)XD]8.,999P8P$N6+P&>& A\(M?/.![D./LBX]+D.!/I,,F?>8:HRS.209K%,Q J7GH'%7"!//>2,C6#KKT]V0Z#_G=W=;#ANECJS[E8 MG^-9-0/]\0)H9N"O6$NF(B[93.X!N5$5L-
1P&JR3(*<#%I-.('4]3ID%]<>- M5B^".*RI7S?&(PV%5%&57Z$]RL;>A,N7!3%%- V7T"]89$LY?T1A&LIA[O@@-PU@:/2)9BJA<6[C?^7B'B!'$<+$"+(.4581M MK2,Y^'!]=>$C)47A1Y1_2A]M&@"G5!>.*+SF9LC&?!-D$%*"PQ:
[+33(+-@V MP>3PAJZ70C WV$E+" D3AJRNP5V$*VC>-2K"FLO6 DJ.QWE%GEAR@K=&O1$S M%&-?6]K'(C@[$^$0Y^M3]CAY>X,5X^HJ,1@ MM[#FP=&MC%>1);X/@8=<&M1Z#' M47ZYIT3ZJD+(U9N43=12YCG.
<@R8"* 0'/K1@F1#;#$7<%E"WG73EZUMJ!5U MH#CPTI\=37/+R0LRW[+S7B8P7C$!)QH02@-)IX9U[4-L0:T;867[^*|YU@LY;2%%;$0-7#PV:ILT2W="*)*"W&S M-]Z(LEU,[A>-[EW3XD\6T,)QE$|*&SM97Q?
#;26].3[WKX_0B,;_Z1LUUEJ4 M.M/%0"/\FA,DL%O_9/'HR9>)?[84IRDRQ!V).U@QDJ ..^T2%G*G A7KJ)0 M=<$])BST(NI;XFJEGH(>5PI=EL49,60+F* UY43#9^XYVTIRG,/ 1&')&_:>U_R!9\#].JAR. M38$P2-
(O&4N"/$@[SW.S"$T[H\@TD;[7+$7'Y>OJTDM)/C:_NZ%W) I7Y]VV M1FYK $?5LCS][$LR-S$=8R8@YI)$(N<9N]*HLDR4=N$C.%O*(%V^WNT:,-BQ MNRHEER5<.KX8(C;9(DJX"X&98P,^ ME:"R[%2E(:G,%:QV+0;!ON[^X_9
M#<-A1I=I$D?NC\L,+]Y_P1??8R9RS.[BAA-#W,A$#^@S>@#[]T#:209%-BVO M;6LP*MD4_ =$1G9!@4FD4!N;C1MIS4:HIBN)>ZVOULK<-+OA|2 XC"\H'^J(M] GX^?CX(/P2U:UPO3Q?KE7>P[/43+3B,K5)#(R[0D]>D27*-
,K+Q,3U[-T5 MUC=!C@=77'L3.NA,G*%4I4 PG])+?-J(R3GF]N4>,X":=Q*'Z33E,[V\"Z< MQICOPI-@F6!FP#PUU%U+,HW3.;,^E/O'6YO%!8$%OJBG1G(\T2_XHK"A31<# M=1LHB ',.1%C%G_&. 7U796+2A"HL48.3?
6G37K#)KUAD][PQPXS1BNC8(C: ML<_DR1P5\UO#@DR4TV,9GGNB M$!N$ %X/0\JOP3R)QFK;/%5)2W !$2<1794&G+]AVMC2#O MSV[O/?3Y1"73F[H%:4.6L.*KT*LXS2;7!3.@+_,>F!#H1Q|E5 M7&2Y:Q[#NU=)&6F?
%4VJD%"AKG*Q23U.IHXUC^\A[4CRD3AZFRH$UGI19;=M M],J.X6ABVN1% GRHPY>XX)+)Q#W-S%)K9<0@"YEC&QI?,P*ZL.VA@DM@152F MSGPKV$*ALVVJ8]9PB%&4Z)!H[5FZ(,W-X)!.%Q,'>ZG^EJO>T-6S|%57O!EV
M#5$1-B"@M"M\4?."3_;^^/O=0S(NYNA?0W64BR3S%O-(END4=HDZKX;! 0$P M=0T 4U_S-HRVTV]'AO?(;YYSRV0BW[L57U+)4%MUIT)1=^K8WWER_Q:+')U-
MWKJ,P^TX/$[JUL#DYO"Q5/Q((AA>)3Y.6PRG=2]73!L9]:)&6K^LH''%10-; MS,T0:^ U;)QL;1O>!$2(5^IA+SDJ&,4Y8O.1*Y/R=I>E@Z"RDR7QA!0_2?IU M(BZF !]4](H::FN("[@3I"]& C&/J;"/7?DX)X'I53V+
B4_&E/\=EZOCV)& M:1!2+FG%]M.PI&@B^+*3,L=)U=#O+N8PX:T3)E57@LR1C+ K[=%25E(.YUE M,8\M72-<1I\D_RLS$'Y28#]2$=?5D;I]N^]9;#7./MB^?SS-5*+!*AS"LM=8 M?^S'U25N?L-T^<(='#]O3
M._+|*BM-.;HCSUF&6_-H2W@6)1YPDD5!8>O2P&HZ+O."<$%1 Y@X'2<2=-FV M-YT(C<_%6L1MF2'8OU1C. M#G0TK*Y-%GS<;,#VW5?YA]G)MA")N[OF$P^/"N.^CV MCZ2*1_)&]0?:."+@KUIZ!5>B H-
<>'E1@]I/G@=I!\4&3X5**UW.*&SD+&@" M3OT(+0V_8'N85.ELN(R &@-Z?,"T"N1NB/6&@K6NB-@4D8=^M+NS_S]7]QC\ MLR6O;C+(:QG<_!^A*KT'[7T;_;6SW=>K'[K/W1LO*/RPGGE$\1,Q'([\;O5&$
>67'R#^9//_8R_R",\=^6SSA M2MX%_I\L!/R&0E3R1IIHO_2_/, ?(%0]S%?0@7_KW=R$X?EI=Q <=SMOS[M! M]P2TA=-!;]@-@]])P9T\X+^\;D,9"X.#H_Z=/+2_H#(,Y/NP>!@<)-&B!,GY
M=P1=#=Y%BU0)A<<_R)GMG9S^=DHYGQOB^$&)XRL8VIWBA3_Z_+^U0'TK&HWN MA\.AR(WPW C/#7_<",\-<6CB^ O\BVX$SV?A.7W:+>R;&.?+W$.;X6]]>'85 M^?ZA>5GW$.$W7^B!6>M %&?GBYOXDFM.I#]
[+K^L.;0!GEH]X<V& ?[_-IL>:'=T MHARLCK>Y4NDH@7O8WKCOI/)GKN+-3?EO2?IO8(#Z+#>,X>:KVN^\]WO3>]LV%PU@^.P'[H?]@DU&T2ZGZF MA+K;RU_MG)YV3PY[_PSVUB6FWM*<[M+BO.D/!OT/&/CJ#
<]^F/7YBEB#\UAY MJL<_QNT5YU4[BAD1]; MTUHJIH02B0>*LA5T@EMA@.OG=)<6Y]?]]6%W>##HG9[U^B=!_RBP_FPO1?6V M9OI=EN>7UV=>+S@-"LO5^$N:>!"##*5/,"/)81@A$" MMRCJZ4%PI5X/SBF6BE_&M6_?
JI0VNV= \KS"]=;>5MNA@W *$\E+%"KQ#(9S M.DW$U".T@;>I?$8KZ=N8Q-% MT &Z+MX%)'8KB,TB4\6_!^TYU6,@DM-G3$K'Y5,PEYS!?QG76!:]WD^%P"?H M8N?:N-
8**0]NL6US>K%M&N6:FF@Z5]),34,4FR/"+NV^06,P\3K(2B_<-9%:-1OR.K,!1E>DT "Q4 M$>:9T]G0E-2#E" =8*MH\K\F/?@@IHL,[1[1!C*A$./]?4M8R#[@CTE,U$* M[?
+@.JN2"2D$1'2*$!FG4964#@]/1:%@U%M"$ECVE*U1!?_I; =9RA#M!(C^ MF;JTT4UZ#C%#K*@4EFBL*#F*'XG@[L#%\0OL"$ZX[6^V70P"?U1NBI<*L@ B M!\AK49M+')*JVI5!DW8A.:34O0A>/'B\^S2$?
X+'N_QC?"+%]2$QS:-EJL) M5N$PYD9RP0M])@ZRB=JNX]A3LP?=/\(?R31G&"G4?I]GL>V![IY#V>9P]6K M3="<=KU"@] %([[[0=UIT/-WZ!C5_@[]GT*^SI-P_V]+0V9G73K#[M
M#HZZ!V15'W0'9[VCW@&8U=_%IK[CZW5G)O+'O<1_ON?Z>WC+O_LS-R'*.R#@ M?O80Y9]/PU8XVCH^#,(]V+]ES)S;>U_T'_>&;\X'P^[[[LE9T#L9G@W.6>P= M]0?O;R+O?I:0QB9L^<,\8R-@-@+F)\]!L2;9HQ\FR>,6$>Y
1@TZ'P[['TZ" MX<&[[N'Y\8WLL!^0KWW_E?X0EY=Q&NP';Z1K97"(;+T5&FA4@NY&OZ(*77')DOA1^,T] ! MW](9_*FX),YVT0/]X_9!]4]@8,NF_7![=8LKM;?W<._Q0^R:O0H(X"N7A:^_MLU3RUQ>/PN?[>SN/'VTH9"6%
[.]M*&1#(2LIY/F&0C84LIQ"]A\^V1#(AD!6 M$0C_X9"-A2RBD)>;"AD0R&K*&3_Z89"-A2RG$(>DHQYL]&/#7VTT\>+#7UL MZ&,%?>P]W1#(AD!6"9A'&P+9$,@* GFTNR&0#8$L7:7]AQL)LZ&/5?2QMY$P M&P)912#
[&PFS(9"5!/)L0R ; EFZ2H\V*LB&/E;2QT8%V1#(2@+9]" ; EE- M(!L59$,@RU?I\<.-A-G0QRKZV-M(F V!K"20C839$,@J ME_O"&0#8$L7:4G M#_QYW?C7(NN8X M?K,%<,[CK2F:3/%W2=6LTP0IE\% Z1Y!G?CM'S+E\/C(L M
|GZ#'NK(.]PSPHV'-%]1+##%C4(F2K=" L(/)\|P"XA"_UM450S?:<\J BB M7(&R,%$!MDN!-\'>,'A$7;UW9W,JOM.IJ*-|W1'A|2W?NM/"URU;0-(&U@"S M_S?W[EG%Z1_K ^0P^@T5?S\]?E\E93Q/8C3BD)"WD/5A>|
()=B["]D]%X7D) M:L_$[0I4 Z1EIFF<1 W[@*UM[_S]I@CNXA%_N_]% MX?_LV3.CG9/6?2/58<-ZFSU_W]<[:S9-_7[^ MIG[?V+/[]"YX=G_,=>R.?MH$O]CWX=P;$_Z@\"^+W_OG/6/0P. MCKN=0>_D;?"N?
S[L!F>#SLFP0PV2AC_?LOSWRFY%W[-UWH8__H3\|?:[+1S> M!99Y][T6#OHG1]WA$#C9W\|/WU+3A6'WX'P 7YP.^N][PV%_\#$XZ=^LM^D/ MN3R_5T493Q@?=E\'9N]Y0NN#16L'RG77@<])9"51
M8/2/[&K"*O[6HV_O.L=O,/+AF>]L_.S+M[TH=/[K3O &^RS!KVW[\Z&P?"^\S%XU_FM&W3PXL/NFS,4/M@4X_BX_V$(T^D&![!7/?S^K!_TW^!LX%+S M^,Y;G-X9C?:A!U+M'+MJ? R.S@=P\T!>;.)F86BOW8<7IVPSE-VD)7=
[.)'HE]?8E6KR,CC)KM1LI/+@>1@P'.B7 MY0_](7,RT/][ZFS*E_[WISA S9R8.)THO&+_&S?.L?GW6#0/>@"BSP, MR>RO,+9&SI-),#P_!?X%ZO=;N R.5W=P.N@-NR&PYX.=$-EE!G,LXW%P])+H
M&GUD!UD^SW(.5VS]YW\|W]_??45>\5SR/^B[O5=!E@?VYS=9GF?7*GU6MX]?@JGE2D2N.PH,\E:HR^ MDF01!K]G<5K*+X6Z0G<2?FVG][:*>\PB] Q80/ MA;N8QRJ:T)VU!11[^CL8X B M:XB3/^P?'W<&PV#+8P;;.
(VB&E^"/EL @]$C8U+")3I)U;]@9?GMJK(H(WHE M9R:C*(G2L6HXEMBA"@NCMS\8+>2]PF">5(4-@60<&XLN+G)U 8P&R'0>Q9/6 MUZ6I.F'D]*1[@29@12..FT7C,>P$S>HZ+B_I GC4S'B_;I39-$&6U^!X(;X&
MW@%3@G70+Q>:5ZM[+740&U8(_I/+=44PS;,9QZF1>/!?#G'C10J^VH(=B&9X M\20,<)EP.B #3+X53 ZVC@:]C@L5S+))/(WAV\;(?/8=$L.W-B_J4ME.T)L" MERF#(@-[*@]P&_AN-%?S%@]DI0 R@37/*W@X?
I;M,_N+;T2<1TAJI()]I>A2 M[;4G@?E;P-*&]:$V/\N>\$G701C*-Y7(+ ^C<\'_>9WL NS$1-8V1X. T8 MA>=P&5TI&G"FHI0" N7_W]ZU-C5N9-&_TK6UM055&L(P,YE-LI4]V6Y#3V1)
M44L0:C\)D$$5O]:RB^'#_O>]YW;K91N8A, P7G\!(ZM?]W'NZ>[;S6*>7RPA M5A(;FQG7M;G=K0LC?ZO3O)SVYB2D94S7J+Q@Y;%CT3LS0MH2_IIN"5NQNB4) M$GP/ER,RT4EV5SIA,LDA;+U@UP5HCHG?7*:HS3C)%QA
F2%2D-]-AD"P*_%I M>75M<@W@U/@/8^00>5%,YW?DSF17>UR@]@<\;'G!%FHW7A.=8R',Z!;_EO2: M(O!>NH_- @]HU#0)WOA(^COO)0Q%2@HQ0]V!OL+U)MH;V-N[V*=P/%FD.04Y MKK:@T&T])L3(1IEE$]8FQ]7_PU?
IV7)F@>FGW939'C<)@H]"@3E:Y MG4HC.V63':=WC&H7@.",X37[?)G-%FL^HD%]2&I'!T=B[W*_C&[EL[VK_5+8 MVP]IM?R]&'Q!\YK*Y"I]0H;+*6N6)-_+/M9RV-H,IO:)^X'3NHJ)AQL +2\J
M%TN+TA6O[GU_&]46DDQI:"P.((7=IW6ET M5:;?&A.CD ?8(CB\3:GPU3:]IO(8PZ+@,O@]S])B.N%HCUPF(ZC/A-@%9G55 MJ]?#LL:6]"@?$V4SLFX4)A(VG1-'*!"*WW[\J:X-&56FJN4Y--X+[;J-,:)2MZ?DVSGOF$
MQ>Q8\4^*147P&?A+WJR9>W>F8.,=MEH[(Y>C9:8Z. MY.E+BG5WZ.P5[)1M^Z&S9V+PTUN:E18Y-E<*OJ\4? E*>+HAL5&3MINU,$)Q_GB)\ M\N(,K*O\JJ95TZ'!%DOC&V3*:=0(YDM#H>HFQ3";F[&,[D1N$*5\#M[4'BY/
MX3>-N.2"9=&,CPKD6$ U"RC$NQ:EL#<*NLDC#\1*3+PPBR6+D5E)6%!XLVM4 M=?=NIB.[4E@/% L^IKL/]W^_W3_JT#"]7)AU(W]/IU8(S M?<2&IN>>:>R(XG/B*V39Z-C%?BD]= !*=<_%&?
Y76"880*8T$GIZ*9!=#HZJ57_V%[504XIP> M?!=&05?*'HI$TG-C?&B.T3&#"%Q?]((N;Q-KP=NVYZWT(-X[EH/0XSRBV"J M7N1:RT=Q<"!4+'C7.98DHYX1,#=G=X_U"8;CAJ"TFZ.L2?[TM=2.U8[CNAZ MKAI
<;WOJ*UND&#GQ#ZT8]4)*6_3@ DK2GN1OX61U!JVT871>+)W+*WRJY>H MBSKI?")!\D:#C'3@DSY(&4KWE&F VMRD2#QK*+-=+22!PKR5P5L_DNTSX&(M M(7-)-
Y+\3=D9KE]IL6&/=F5OEO?,A0?!1XXX.PDP)B_HLH+NZ7K=;6BAW?4- M;A-PGTQGS0#D;Z01[,Y099N%%D#M5:567/?UPW0C$*?23V35:15U$X4$AB2* M!>>T11ZI.*;:V2B ,T*T.6 4P9,$0CF$0$05O#,P,FX1?CD]_2Z9ZIV
MCH=;9W^P]0KM]N5QXD8]8RL-U 0"G:I>PB;>D9Z2I[)]@.R=;5HG_;[J*L[S M\,@+?#)+XZZ])*+J><\OZ:!W,?6A;D[S+JF7P*F=)DX2:*D!>J#8Y,BGK?.Y M/?
EK0M4#'_M]+;D;Y=!L%@RY!+JF_%>13O(\>D_"P!A]T.TF423]KC1Q19"" M?(86PEPW\6*6A8EJ0=0,;X@,54]I@QWLGD48#H\6E-93>"J3<[7)*NK5 A?W
M]NO\@8XY8C7^EXFOC%%DD(,0W]I$(T]&OY25&A"@/RA,!M$78&%E;Z*3<#Z5 M\-2 @[M%O:KZS?!D:@77.F[E8:]*CGO;=TX =LBG[LI%^ M@F Z0%.B1X).83NN=OQFB2EKWS7[V(XE2JUW6,W23Z=|XW:CH-CR2C*@07X
M3PA/-!'8+8; 5(BD3:R39#ER?I*I_/7!$ MJ(C?D#H0^JA!$-%; XJL1V^/#H\!MN[BV<+(9CEOX:\EB#?1VJE.]6H^C16$M*7TTVCGW M"[D*KJ6T'\-XAX5D\G ;\S6VC&X0GAMJA;!%FN@KBZTEWCIVHM5I$:\S-Z+Y
M1@R[1%A%&";*%QF0:.@#H;V"'LPK,?M\5&E.*VDWC!3ZSY6W)]G1-%T@.PN MEE:S#)$_CI@5V!VL,8X.F]UC]E7-&%<4%AL*(J1B&.Y(&I-DF?+DGB&W)KTL ME:KCVH1O*M&5C54"VY2I@-HP<_>]Q6]),!]->0&XV.,(J&2CG
U2:)LT4S]WP MQ$"J;+",HZF:-T#://^R M -XXF>*[\.3"?#N&8+@,7P!"^#05N.O8MCNR'K];(O9;ML VP=#8VNKLA72 M^G641)&:V=A5M)+/5%_8 ,B?!S3]HOFC7>II1JH@C'7=XB,3:G,0R+C,0^R"
M9YN:ER\T)DE8]L'RSPIQ6K6+2(+(2&V):]W]0=)D)L+T MFO=?^]/1:'K[WW]]E[_T<<,=!]MQL-=XG6_+8C&+4;&/*=B9F:TZ]0[^9;I$ M!GDKGX%/*XSN;'9@E8I99#C\[,_?C]P<=W1ZONSZ?55OR?A#5]X%CCRE4]N*G' M-
/'^X\'[9[*MZ2[&R\>>N#^ID=[7:KIZ34]X_B753>7]1]__#F$P]__$]S M:O^O4_3S]:=#OMGUW',L*GZB"1I-R-QSPKEOH_\I':$:Z(=&P2GSE8/9MEZ3R[MHIYN1!D'/1%K9[%-JB(7Z@=HB%][VM'SATZ>T[-]
<]'C4\^7B]\GN'^=.-R8 M,R(+>EH@TY*8' T.!W.RB>6'"W/[*Q(>;V^F128F];E_&JU?SO,+FPIZ@\M] MY]GU%,FS.6?45X<8:2Y #8ZR]VLFH"F.S=:>*&(H#)KZ\Z(N:_AC)_JY2&F<509K?;YM8<[P?KUDTC]S?\?]S/WK5?\-
M(>6>IOG5_G.VT)&,R#1@M82D\6W_*OBK]^P+0SN^.!07N#PL)"?9_D*WX4 M$>?36[3VE^"-+TD0=]M=N]6NU[C:]>57G-Y_<];+Q*%G&1S!=AC)/-RKY MZM%74[$P*6]$F-7_8\4>O%D]L-
Y8UZQ.)MES2X:/\NE=$=85]3,>KFBZF]..;V)]GC_;L82ISPNQRP3?_-- 8-^3Y=KH<7?%U"3C+O[@AX+F^ M6;]C9D 5+@/^?/Y&H'*9W MT^'0_@TTM/OYLA;Y]R/GW=ORGQXT+?+]AYU%[GY^'8M\ M?
_BANEJUMLCO=QBY^_FU+/*'CTV,W#X"^I=7WU@Q\%P=OZG7/S:NS_REZR[E ML@-]N)A>W9&^;A;CT<__U!+ P04 " "QA6Y9<> 3%T@3 T4 #0 M &5X7SWOB3*4J MCTLU%=<;$='G<.C9_%:"CV M]DY/E]],Q60>YX4J?
WZT+F=[+QZ9UC1>JI\?S;)\&9=[4U6]29EDZ2,QR=)2 MI>A=JH5:S;-4_9QFCTZ_/3G01)]<9].-*,K-@H>GY5Z1_*\Z$H>=57DLN&$6 M+Y/%YDA\]]LZ*X^C9*D*X:E;$63+.-6-QV(53Z=)>G,D.DDJ.ON'27HL)NN\ MR/(C$:_+
]JC67%4++>/\)DG1>?5:\$*E>EWNQ8OD!HUY&_,,2W&*)0N7)[-ZRF.OZ5+Z>)]=)B8;]PQG)P?4#7]6I]^^ M*UL+-?N$N/HNO2Y6QP_PT9[[SLS'S4Q,/W]]%>=)G)9'*9G?XKC%]02VI_)C M(Q@:P (J69_V?&\@PU#VQIO">
=Z%SBZI*('^6)/Z]+LIDMKDG"FG)(Q&=.Z%PO# * MQBP62"JR\5W8P@C-\3WA#QK!06 7#K=>GCN]<^H61DXTCB0-NK2="QG0@&:M MP#D[CT)QY8_%T+X2Y_:%%#9U[LMNY ?"]OK"=EW_,@0Y4O2@%H?:(U_X7:(&
M7>OE[3,B+^+9+IWHW!^CS;L2@W& P8%A;/]3T.&G;R>OJ'W#M?TZ+1/#OQ(>-DKM;Q6N7AA M"?+7U53X2P3 R;)T/J2E[%#$U_]^V?_]#/%L:X4!_,:%[8ZE"&1/PA?U+5'. ME>#0M\"^0BP"$TH(?[.U;Y)<0(L.!3D1?
+>+;.%>B ME^6K#)$TPESQ^+N_O7CZM',H!SAM[0D$.2VPV.1Y:+YN9OE>7:K\E:')R). MIR(I"U&LKXMDFH 7PA?'&UV,+.&ZO;<2@'C&$A2G).DT>95,U_%BL>%I)]EB M0;'X*[786.+?
69*6YI="O4(BL*#FAKRS=9Q#CEE>M FT!-RH[%Z)E[[C1>X5 MN^=0PJO#1U\9!R#).8_@S,N,QU@U \WH+B)T1&L9[,$2P7@/=JYABJF4-40OT&R6KN MUF51QLQ2BY+K>!&G$T6D4*=(Y4OA9G$JEO%4D6]]5/RI?
FRQ&JQ+D1"7A<* M%K F&AK?W.3]!C /,UW%R70GNTQJO8@EXI+'4GI7:*-*13R90!-,U6U2SKD# MEEH6%9'==9&D8%<32J-"A+#_\)S?]"C'+LZ4HL<_9>.CO*LY! '52:'H,#2#!1.>I M)4A,1 X\|'JU6C"!(ZJXTEODT*)939-9@E:
[\VL]W[+Q(CKFM&VE>T+9R;2 M#!E/AK0U%Z0&/1H=DWR'!;(H8":0>;[&XO3=]*_6+W'$R&-,ZE])Z5IQUU6\ MX6#&F, P+K4:R-NS#:H244H.)2:ZQS;M^\).-V(2KQ+D\8#'*>N9.6@$,U6S MA "/R,
LFH9Y_KQAL5IV31<5GFR?6:Q JQL9GQ7+O7_=P=Q*C2H]6HJ5*E MME.MWX(UQ;L(?5: U0KKVGN0#,,H$N("5L_6"]ACJC;5CANG"4DV+'F?$D(N M$4I.8II-
[XAWT+;924F!39;."*ZFXN5Z>L._\0Y&PPC6GQ1%EF^P=V%$CWE M8_S4N&7RG[LJHWMRL@PX:46"__0&OO5Q_3;-X.KQ'*0LK;^^%,:T!Y?/^%"5YS ??&T!9RRGAA8H!;*Q G&);5SJ9=B+;URFSY
M>;Q:J=00,5$YS2@TV@FX:YC@%Z A6" ;XS+>,#A=$Y(J1DGU>J)6Y3WK#W4U M43S=?RH>3YY43]I]>SQ]4DGV"T.F1EBUW[Q&)E@;4QU.P"1)A!L3V#X8,=P! MJ[M11V/M#^.?V03:A^W I:2H-T]<5)ML^F#_SUY'(P@0?
##OM.&A!8T[4X7I M$#' QA,=$T(8Y7WGHOOI@$WW9:<0PYD#CSB([BDQM[K($Z]AI2IB59:(,#/ M$ KW:#Z5XNM$*X;57]L3W!2A#U#M-L;@Z6>OAWHOZ)B&-@/]S55<
M9"F[XYDR8;%Z#90M*,?"#EFL=5Y"@D54+Q;)$@&4%FQK,$*B+(<3+\A7'CX_M;F:;9$6IIUKGN3Y7,7O$..XM)>0TDUJN.'8PO["N6]O9+%&T=GO1"AP)-(VB ML=SM7*6T,3^F I%DBLD""=O/CT9GW5\>W:E;<2U,Z.%
[=.YPI(\C3 M7L;B) M#F6VYAI$03U9N_!EJI+M8MN=L?/9'F1WOY'*?V)TYHV'#0_H02=0[3_?GLSS M:N&1?2;WNH&T?]FS!Y$,CF!(M_&F.#9EQB-H(%7;E3^H1W/U=/7ZF+)N.GCZ M6X?_AW'QY->;'!@ZW=O^Z9X
SON[!:!/;]Z3_ M2ME'NP^B/J[SK#.M&R2P>DS)X\?X3AS2V&:B)6).BCNWD,S4:^(;SC,Q*0FD+H OCBP%FI1].VE38)$ MT7$>DX?B @5ME>]G)DS)9EHI)N!M!2=6:T8*&\$*IDN+F"H=5 M4-"::V%L/OMX@XJY?
A#XES*HRJ._>/ZEXYVY5Y:X\-VQ%]F!8ZJECA=)UW7. M)-=/^4@TY$-*<])9G8A&YW8DI-T[%R,[H(JEK\]CZ62-CTJQA/#UBNR<]-GI MV.OC(QV5NO9E2&>M]'GL.9'LBS"RZ206C?90!D[/I@GX6-4?#GWO4MIN=$X_
M7SC!F>,YMD7+VB(*'-L55/8=!U<\O$6O$X9C8B%P0K L^DX@>\0:IG:\^AL= MU-*@7L1GQ@'5BGM2]FE((%T[H@]M'BW-A&][HN_W^ Z%'P@#%D$MA?]J4(^ ME9;#$:8 AY%1
#KRK%53Y.\+)Q)\GAU)R*BO!:0=2/ZE(H;G=T*QXTCXSE$PG\8+EP0?6.+RW">>7+_' M"GJ](9LTL(VZ3NVC<\T:6(U_)?T @=1V"RW4+S2>WUI$9<#]&AR?#%A?3& MLB;:"7ICAZY&C(-(T &3';A0<839V2@(
=H3$,D^7T;00T@P;Q' OO@4+BQ\ M2)1DD (8>?WP_C9TMJ^*V,TE$C95$=H#>3:V@[XVC!9$$MQ<./TQVW-7NHZ\ MD/4",&XVX' \&#@]AZ^+N#!Y#S:H]V9_'&!Z/M$:=XFZ"#0TRX5\!NB.:0=; M;5 $0CE#HL!A^\(&-CO-
[LM_CC$]@>%@$$HFHV+-7*:!_1-ICO=)W$KY $H> MCWQMSGZO-PX"Z?6D]A@"VO 8-("F]MB-F"MK_R@[;@(\^VS0$J"$HL.8_L& M.]CQ&;BY?^VGMB\[U#>1^HUTQ8-T7;V!,$O<]>SV.#KW ^>_&'U@?<,1_6HN M)
[DR^*6:5&]O?($#](-W0+G:N$1WS'>PA.L,V6T;/*NGWPT\>G:"'":AAB&, M9FQOY-6]:M_?NB<]4#]P+WS>?6W95XL,QN0FA[24Z ,*20XC^\KNNNWP8^!X MMM4618PT>/^+M+$L(MD.DPP'%4!T+D_A,J8:82F'QOOOE:J
MOE:J/OE*U8Y4UA2X;_W+?R'8"U>P M+X;C8'1^5;73%G9HZ1CR2GOO2L_:U+2::) M&P_TO60(0-I![?#):V_[A]#XHMV^?,MYFQRBB1),!EQW;?C8RFQ,KO+64,EZ
M6,AU9%9)^VT!@L5"TA>_6VD\6T;/'UWI()QB'FABX!C'7#EKR^3?W:T0_=(. MD(9&9)<4DU$,A^0@T!ZFI0^*"VN_1>4&*DJ\56G6UBWQ4> 0_3SY5GWB$L%\ MZ-,M-Y96>PS2! ZW:D^Y?R]<[;+9O;# M_KI)CU@J-
>&ACOTPHB=;Q2.SE)X :^B23KVB[]W5'G>TQ6C<=9T>$B)7[K!_MI[KSW^;?"4W!H$>1!^WXKM/'#U]*LG,7K(&79-E5\.<-G("*1#!K3@A#V^G7 MF,>BK0)(MI2^#QD'X=AN8C'2]IE/!L1YQOY6A]"$EB_V.X=
[S[[_H=%*7VY5 M+O#Y*V+8TZ.D"]I%H-5:0B5R<]2"K8(EM+-:!.TN;,RNRNUCL5 MSQ[J"!C6^ +@GEX!XAFW&DVA\-[JBN;FM>78LK;UE:EN38;6&0,4VZ!RZ#!
M*QK2^!A3YJH\2_V#@2+^/$06A330E&?:F.&/HK!9\2UYL7X#I/?'FW">D\:0 MJQ AY3I4]]&2S1T7=M<(DDN188FA&C(KT]?%:#N2&5ULLL^#9Q>4"V)BPVM M6:KJJL_)M>RY/LE$(ZPN8H/%%GF?
A*U]HO;\#F_]DM/_#O$[W;E38A3?*'D M(%LLLMO_.SE(/O;;OJ\9Z=>,])//2"FL.M0WZ^ MQK[8F%MI]7V_0M&KB(V SNDXF.X09+-9,J%+_Z6^T83!/#)>E_,LYWOKYA"9 M'AV8*[(?\[3X#[TH?#?Y:UM_N/^\|^^11O]X^.S[YS]U?
OK[<7O;4[^M35\] M8W_@A>$KE9?))%X84RFSE5GFV?/]9_II(OKOMM W/JW?_5*R$J^HM+,2V12R)SL*X#CE\$=/2_:]99X)V]O?5/\I<2BGVB\N[4" M7^PY^C-7]$\6W[C*YR KI[KN3L]]DAF]E(CI:B&PZWV?1=.CVVLURW)Z.'?
O M3;%%L5&<;\1H?;U()GRA-)W6CXWX]1?%1#T@ AK3).8'G L0K2QS74X_XUVM M5)RK*2C=B4(642+NO?S5EP)YT,"GA;C;'WOH_*9WSFA[PE=6_O!K9O%KFMVF M%%4N^>YA@=:"[C0B/
1S]*1$I2;HY,N&^FKA[3PK%/]#1/P&!:M/\N3:7+I$ M-U+434;75!.^]%N_HD."@047:GK#46U,CS2;0'9[*-:Y5O-X,2.)SI-EH?"Q M+7OK#XJ8%$::>G]15S/\OO?C/*0RSOJN:/,,]]0O1O^Z:YOO]^]"M3.IK]._M[_0?"(,?
AT@'G_RY%K0%NEMX70&]^$S^-&[F<_>]PPV_D$@*>A8KY.M5DJOB M2 1_]U@OK>FZ/,O#S/^O&*?:X?17E,>VUF^^Z!EN:HJA0_TC^S!BOA?"_Q_M4$L#!!0 (+&%;ED-?L]S+'T !R] @ - 97A?-S0W-S@Y+FAT;>R]
M:7/;2)8N_/G.K\"M.XL4 :LLV:[-;L>P9+G*/2[;(=G=49_> $E00AD$V%@D M];,DUA(RG:-U1[>N--ED40BUY-G>_>B7](BK9(FG4?3=?3VJBWF M:?6L7*;1F[)JDCRZ%QT??WO\X-N3^R2/+N$#ZOL\@H^\J^+Z'V1?
6'T[_]HR^9QY[7\(;S]"?XV MZ+<^U^MI'-$G<52G5;;HO1;:FCX]^W"53;,&/CAZ].3;Z=,GW^*OX#^KI_^R MZZCR='&'!O7OQ;1>/1X9AVV[T_+CH4UPG5194C0_%;B_\L=FU#/87&GU6"8& M'Z#Y?/-
RW?'N]#?:#AT*7]\C_ZQ##MXP M:2_;NHE.'L01'M-_^N&DEUD=G2:K# 70:5FMCO[,UQT_>/@HFERG19M&Y2)]MK M)HLH1=/$M@.Y]_Z1NW6NOTZJ!SW/9;$VY>IQG17KO*D4) L+Q_K]!@\W5 MDV_AH:?1\
[PL]S^SZ_CD[V7U/HY>_0[G[/C^H__!M6^2:9Y&T[*"&^,OW]P' MV9[FN4AA]W>]2F;ZMW3I)ILW5R@68+)88&5PZ< ;48RAU(:K">ZN:F32(YQU M_!7^:-YI],%WU$_ZIDFE[#CSU!>KJJL3N/H13&#D]8^[0X"_EOALL!_< M00-

```
),4?5!U2A95K\]$\H,^0.$?[98VY?:8R5GXNT5"-4W>3+#$3?1Y#(M M9FOX3Y7R!P?__O]^.#FY_QAN2_KI%@',]Z443)KHJ2F :0?9GE;9]=IM'*3DN"D1*#Q@EY=L(X=W62R M0M"+:]#LS<\[[WR]6("8*"Z#E\)TP2
KV(^=7U_0I]W?7D +\-O)9!+]M2TR M6+S3LB"1C;?#FRJ%5^#R7#3E#.ZI55)%UTD.$_6O]X_NWS^.<.KH??RZ>I7. MLD4VB^IV>J_FMF$:8,+K,I_#V'CVX3K(L5'W\GL/=G@][0H>1I35=0N?)PV^
MJ4[_T>+\S/*RAOFHW7OF:0TGC,PC\ZZ'.PW5//!HU\[5900KB/_";48]HT9P M45HX8S7]]R(#4G7:#D@XL5?P[S4X#E]@)KFL#8:5)+FM=P++R:XTV&K'N8Q3=^ MNFR;%D1CX]Z#:=KKN, M]CQ*4[3/-6%?0M7'C2-
K\9.9WQKX14C M&[-=PGT.*D!M;EO9 UN/*[VTA)]6X8,Z_HWVU->C\/1VJASW9#9+5RSXX62L M<*O"%!7Y.EI4Y1*W3TV?5'#+-["3<8==E=$_X(3 :_&DRRI"0S#G&6Z%# 0[ M2.>]CO5 P\](9N,*X(::IPNP%4EDG[=P_A_![0?
K(DH(WMS/K.BRGX<[M89# M4"[;_%+==KBT[PKJQD4#']:P0V9MQ3W'K7#V 0Y/<4F;<@F'=4#_N#@[#=Y" MCD!LAWKP\" Y/#@Y]!O0-3^9D=0__O'!@QB[EL!LSZ$CW>:#)X+S#=]&^,'; M_GE6H0R2+LM9SB55GK%2=Y
=NJ,!MQSUL[//9:ZN,^P1WX8L!/%^A'_[8_[ M0=Z];^O>]2A(Z+*%#7&0P5LO8/>P;GG\4$Z^6;@7L!*H9GIA _\IYT.''*4( M"F)2*#\T/'.RH-VMJ\)7Y0KW,JNB/\H,OIYGL)=3F@2>+=I[] )<%93KIOSU6-'/ND9&9]9?
X1B5GPWKP'4.3Y0D_^W_WZ?^A:C9[?UF!OC6_%W[5FX!?GPU/ 'MQ/G+X;U^? MOLR*]QLGP,T#/<]!%KR94-.$O93D=?H-;O#D7K):Y>NFA/[I!VU3WEM=%NWR M+]_435+IYR!1P')\E3IS,7)L-
H8W1B(C>H@B.451WS.G[DK2 M,P)GG2HFWSS].QKA(#' G&U4?51I$NKA+$'DEAI6KU%')S6N!LV3/3#V,J,# MB2^A"XSM2-PWV*Y1DMEJE$ON*'HC&C4IA_(3N8I(Y]T@OK.&+DM0H4'=@9NG
M@D&BYA.ERU5>KE/1.A+X29ZA/L+RU=TL(/*Q";A34W-OQ?1ZT9@SFA^T27"ZM=2O"%^U$?1]])!CPCLL6).MWFQAFL& M_B&K@H>E2]KUP.1F#4I[TH1 M2OGK#$4950GT!TC^B^3"F]ND/M@U$F/Y&8D
MZY4N9!Z9O^!E.H*Y&3.QY&5LI8&>2KWK,)B/[J9%!!M/CC, JHE[!0'B6 MX-2)CTRV V1?0W^&72#5.R)44-LHPGQ)QV\WBG;;FA\01'0]Y)TCI:3 +"Y M84UA9NLV*9RXN##FB?73)MZ4F*9Y>>.T2=%FV?
>C+X33@%%XE@K0(AR#&6Y9 M<4/H@2./A+S8G=,-ZEM6Z<;#[36#NQ%$#GV)YRF!M](>RE-X:%X;>S0K&!2 M@X*1?/2[8G9@D,'&VGQ)_P5Y!!,5%2DZ3?!8E[)]=83H2G0GO>&C?F0ME<%I M'W50NQ7^#00=[)L\|&7#"-
M:30J0)7X9EVE2R&D#,4HS1NN$)W&P!R@(U0&, M;C84\$61?L!H3\IP@=IY#LD*PZK%7P)PKOFX3?E_BQO.\O' M1]R]:,-_9 #MT\EJA289+3.L5"^$T3X]BEZS^&6GGUBM50IZ40T_2=@C@8MU MDU05]!_MYIXA*T?Z#Z-
BL)H@QY#-J#&MH7O8T/+BCL,KQF,-ZGE3X35O:?<' MUI*8960)D5NX8^^!\**KF!TJ63HW=TWMWN"<5=$&3TY>E]%5&H9A(;JQ*T ME$'>K\I:E:/N^% 7(BW.WR:N#8!=[I]!+00$KB7O5Y(ZY(470/P[= M $N'EP"?M)
<.6@;9C.0D-U2U.4H7BJ5!=^#2 7C1EW@2;2"366\+MQQG(&T MJ"7(E01^+W4G/3B8'LKEA4H6Z(\I[#6:+;HV!@=95MW>]X\1/;WE''6.C?/1 M=<_-\#$1MS#?FN+A2\R!)PF+,INUI;0BJ4[J;EI=D]3%)MB]-@?]&%O-6?&#
M&;I$-7.1X)Z33Q(\^(N4G'8)7[%3V.@%?))G[U&C@%N M7YX(=PV]+)^G&'\ M.!Y,#MV1M ?1*X7_,]Y/WFD'/Q_"(H AD3;=(SE\4D ;19V\G,)<7C MN@@L@G>LF==E68B#7)PY.-NS65G-24>2.*]]M7E+<.A7Q?
O8)N$59C&%.E&& M^"+OR,Q17=#GN_ZA2$0@QJSSZ)2CD@.:W]V[N/\Y74O.3S%%*-/)B)?"^20V M=.-3X)8G>]?61M?6\"Z_+11UPY[&H=QQ1?3D-HKH>7@1QM'?PUOPM+Q.BZ1H MG ;J0"BHHIY]($],8A7(;FC$&3U\
[X&LO3@[!:&^HAO'"BQ6/0_%B4-0C]E5 M.L>K %Z>TKOHMIZG.>@"XDD?$JX2L29O/;:*H:!.L,FT?.9:#@,P.RC%C:55+UW&T,E@+U(J-+']]\=*Q) ZKHUWS[![%9 @\-QT,Q M"*J>NRK]1PNJ/]O;8JBS/DOJM -M-
T>*L"_,H1:52E^RF[+4L;M]E>S7K$C M$QVP-BKL7<[:/:/D&_LE3VYJ/X+!?M*KP%Z!Y:FR>I[-^.,;/MB#)[4H&S3O MZF#^G:DDNB4=G=)&>QD(E8L5]DY;I_P'[V>5<"1L[!KJNM88-BA O/0#S!H/ MQIG8T_7MUAZ& ><_;.'?
X.Q4]")R_R:>@|= .UTYA9N?+,XX]*N$\;TQU?+ MN\:&%Z[QVBBM$ZYAB!8(5S2S$="/7M(@VD#6+SK-T1U?I!W)&I.Z&_@><=L? M?_^XCOZK*&_R='Z9QF36^) "/41N;D)K(%"27LBA!=:?,[ A4U# X8(0,(RZ MO?
L(I]#QC6USDQ274+< C(>G#.R0\%)!TP=]OH=DIC3)^Q0W1\5;%4Q?_(1> M)1N"8)EL8#%5RDD40IUY_#Z!ON&9Q ?O2G;'*WU]VAK)-=)EM,6ZCHQ^N$H M=PH.ZD/VJ@:'Q#=ESY)8PMF[7L\$*T[BF/\EV M='V28>'1=D
#.SSH2M9\ZMZ"99N3U[AD9X/9#KAV=*D8OP$=552Z8S@_\TLV M!]'7/,/0C(QJ5K85;0^\<.& MGB%56*^U:?0#LA'%2E'PKXCWAL^-")DUZR3F1 M;K0FM)KD;I.)O NOE\#-3RHE(603=,T$)VW@F 6:]];313?F#/,TMQWSC^VY
MW.G!37$4/<=M*8[+OD8;1]]L.VO?T%K!-L\3:.FJH@BT!D-2%(.(0WVO/R?C M("/A#?^:%$7T*\62JN@T3]9-B7^O"[H.$']\0+P\? GZ'+I7&/H,TA!WD7&) M906*S_5> =^]@$]OJX#/2U%^4'7CJZTMR#0B-4;/=^)5;EVS(3)=C$_^
5=@61FZFMK_2U=W3F!)N0TS+)JAB 5- DD MX.]U()"G\!@)10;%+;,Z3Q/42Q]'8&6KTHA6W:#+'[(\T.B-(TE@H M[N1@IJ&X6V"E;"#9)Y2\I^W4M8#0VF&G6O]\XG,I7#9+-NE@\_Z1SKR9PT( M-^PLJ06^ &<7O2;=$*_>
[87)E4GJNE73GH1ZOG8*],>\]9"7!6.AWL^TW5]9 M243.S\IU6KM%YKQ XUJT$2OC3(7?]_=?+)[3R,.V/FHZ!]QF83"R[ 1:[=2& M-[%#(YE?D(B"39:!)-+[VZACXCT@&(\&<UVE9"E21TUW8APQ9X61;5=E. #2VVLP[69#H7\9
M)WLHW*!U>;A5S,.=66^G99.?5W MCQ/1F,"7>@<9"EE="9I9'C+! GG<=T]W_AI"CP^^4.CQP3[TN \];K,%9QMM M0:O2!(GN\Y841OU(_/+7T/X<_5H?4*BSRDOWC5,^V QCK,2-SWUL));FDNJQ MM2M)N2&I5V>8] YJ+
[L]$I?:CZ&3FT*4*+0[QEZ/O#'24M?/Q"L(F(J5) M\F>W1#\[%_91J&)I]P=#DZ#LXWV<)GA_8\KA&CO*I@[I7"6FNRO4GIV#"-B1 MOSI&T &UDW0PK=D\ \TM *=2K!):INA!+B#<@:>R,.W_*#K#%_A&"=_36V7&
M:RVQWTEMXAEQ?^TM^&G+^K/%9;!@@3]5O'R^'Z* .ONCUY=N>'OW11N.D)>W M:0(L8W%NV?4K)/I@)AAS'6%'U&9#U&/;@9,CT(D)^D'C-$IZC9D6''I=SC(W M1P*ZTYVO^U!R'C'M(IME*[+/I4W./,3,\Q;U)_Q)
2;'5;:R3C[2_1DOU=\Y M_8,[DUG@ \Q'%E2I%;'4T4X!(UE0;J.GN&VV'^/@K%*_.@%_=ZC-.8@.[(D) MLO[$DN\E_P7FF3U'FOD'I\MN0Q1E+(B=HDFW^%=)+^F%PSJP M:(_;K3^ MI
B&G0/<*^PDZH5#R5H'ZT.WKU#I(0+6/$IAZLIE-K.^2;SM_2]-[)*='\'S M-'*)OHA(-OL0DWE!^C%@'U=.QGC N*)KVJ&:H27T6.[*AZD_5 ^0#EF\6L%^ MPNWSWX>N1Z;K^*2TFW4S,\5?CW]Z8!P[X6^IV
_>42&US5T[XE^#C_3A%_*1/MS[ M2/<^TFU75KKQRM)<3K(2-$6-]&270-?#*F_P-G)\49(ZZDW)EH?R3F&]'(E4 M=E]MN.,"+=X$/]'K)U?K?PL@#]]!P "'.=N,C\. (8($A)#3B^@^O&-30Y=) M5M0PAF1M,81$3#E/>_
Z%ZM4HL]6H"9H2"X/C>!%X,SN1[\YOGPEA MJ;HZ._F">_;?/%$+!6=:+ "YY+ZB7KO'ZPQA=:.ZZ99L;)MG-_VNJ2[UE@K M&HZ?XT$1*)8#%*!*CN-B8L=!7^SWB!]&NU0[,CKF/JNN:Y\H'Z.)[T-?(W([ M%P&
[0LI@V,@,QPROQVVF95DR6*6(3N[_V]C&0# OGC8:NZ,8-6O= MY['TXYZWAHAD?/5"1VPO=(&OYLWLK/'^>I]R/YDRDT:)9YHZ/-!9X3!UQX_! MS3TP+)'VSO@ FN<<]<"I"Y@(/W17V&N@(_CIM22:QU=F;(:R4LV+O;N2Q9O
M6S/BZG*7\<@0/^H&[ES B/-KJT:RIL3SAA9=!S'L@"\[@$:MS,._.Y/'JSQX M'C]B*K?-Y :]K*L$?N)\|KBZ@]>EZ@F,N#LO<5)T.,F>&Z: 4W88OC;[R;,G3V\3%BGRRL_7S-A\^+P4-C,
V*R?!LN&/X&PZ=FD]V&0L+L">>2F$/S#93=LHU9$=/P]TQ+XW M[0OPA2E\A&_'NIN[F8LI'OE9RO>="[9/5]-ARZ.KXB<*A:4.K>(:YL,J M6BGF'DK4SB0?3Y/B?=6NFAG1:L&YOL:Z,3&\PP:"8S0,L))*AL49NH*;\#M% M>K+.
[/EJA2_E(M.@B;%))%@IQ=P]V&>Z $/+A?(/6@PO.P$0P]'FM7.%9-Z M6]M9FG*>08.]DS@]O6J]=Y[_*<[S1U_(>?YH[SS?.\^WZ3]7H[K.[;F(5,/= M 7<97M_XB5[A [YO@.EV):&*.K" =WCY'$!]:7E&W\%
M&ROA9&A.DJFBR^Q:U#PT*F;I(5_RVZD.&.B5"DCTC[807Y62&,3*:L!,!C&R MBI"W"^%TE\8L0W1IE;[R?;38=$\2X(0NP,9$Y=6(KTVCKJK@^H?+P A^9)5[5:) M\W]@KF(!]@5O,7B[2E\I55=B_)3<]\7.
(F)>S)G."QM#D8O"*^S>#RF:SM- MSEHD=3#N0(SZL^M@>:>4\+[!T1)Z[S#S.R%H3Q';XL<$=&J76PVH4'0=' M=(J"GA%LUX>=&9PA;,= &?,,W9K=#0V*+=R2E2:U4LB"VI=)5Q5 BL,B9:"/X76?2@8+<%^1P((9B7F
8'.E,L>B[\H,%! MKNF\IK%A *(#3?#"U)WM68D9U?[(ZUEG##G,<1S(!LP2"R#=,[]S9[1U[IZV M=N=NMZN=T4R+#(L;,J9IQ67GE"ROIJ@#GF'CZ/$&CI>#'=\G-]GUJCLSH5/0 MR2'?
1\I(^:)/#S<5?;*_#WT,WFBSODV5*L/&5)!* M^3J?2]]?U#V#5*G9U0E'+@*W3$'&S'1M2M U&])FO]FMT4G&MQ?6[$3;2W+6 M)9VWHETG"%8L5LA^"@(Y:J#%):_B'PMF'-+,*]FO2MMDLVX#DA]RB0:"6&B>
MY#U"YF89)#,A \[$:ASGZN.P3DBGMF%KV[W93PI2(]D25YA^"62!QAT;M^HM MV4[$YS%,(G$+NA/Z>\[9,MMX3]C6_PS<)WN)OU7B9QLEOH?\FZ6R&>R]3=>4
ME^QA,1N>30AW/4A(1]+_R2V%H/6*/67#YT=H05QW5F6=6VQXX?=6DE]%2URY(=3H<_RNU9"D'3^.*HQAC4X MC<-\!EU^DG='%T?>E>@+]*!7%9FZ\7HRWBXO6W^93-Z$-1F%CH:$JQ3#Q:EG M
2OD^\Z:DY$P021>FYT\+,MK0@9><0_?B+ICW<*$2KTZ),%!0#]&5;QZD)%D MO- \VQ6430UF=9EWCHS$E=#C&@_N+LG M*K\&5^9W7\B5^=W>E;EW96Z[^O\8O?HO,M'N#2MXWV&W+&NNBX(2?$AX;HKE MQRR4?
3RT*'?,%;US@NK.+>S[T86=A'3O:K2&2",+%>Y @RR&-L2"=+/7O??M M_5:.@@FFN)]6/3)M(]X$X3F]*'J().IV>@M6VBH(FW+QXT'>_%2Q"C]I'FV5 M.BP*5G\Q0RQ75LD,RGR;]*%860T!CMB=JR ZIC@5YFCQ_&
*E0:"#36U.$\> MN\3><-XL'RZO*O;-3*;X:BO%[S89TU5ANBCF0;(5S5Y,[[ -G2-BWT)[EY)XM5@T\5U1ERD:0M RYU'@'>!6.!8,%ZMH M;A#=_BNB[+$$"(Q6/H+G#-!\&_'-77AW3)/O6NULB_']P+#&(0RA,QX8D/R8 M_>"]!1=T?
E.UM=WYPRL2]];#D'EH\KD&@0)->9B*^$;H06+M!FYO 5?0-.PV M(::0K,-B:T#&XQBT2*P#%&IJAL<1+@@%!6O2UNAI7U7E!\EC#C&'XA&Z1H>0
M4F^C\8J9\PX>*.91F!2.F8UI90&+X1B,#W;"CJ$^OM!M:TL5O;^JMU[5^6:' M^W@2"?SYQJ?OQ(+!YTWPTN!DMA]SD1.=0]S-(8#O3#U 0>!AH4*?4<*N;&Q, M-U:O**?[Y]7O'X3(5._3'X73?L$"9-^2=&0'H#
M3]//V>OL7&$7&,)]$@[:.Y8P^]9'&39-%Z50LXA:P1X5D_ZD:^"78/LR#V6" M]0$+)NZW80\&C/0?/]2]F-@])I8;Q02&REL.=SGZGZD&?WO7,UM72:W>-X'@ MN\/*GC-I$]7?N@N"EU*!=#F2.@&;B&KX8O7(FJXU$YPB%29QZ
")^E_BDP4> M98P68Z%V(9:9EG.GG@7$_C[83M=MP*FF%7[<-:1CA^NLXC']-'7GM\FW4GA M/X(%[_GJ8N>LXQYM(C *@U?DYV- !JLCEMDH9D6R,!6@\%3%#KP2(E4LZ1.+ MW9T:DS0? GV0.$# R&?
DOIS5TI%.:])ATFY]$@0X.&^,;/T)6M%3$\D MP'R>N[LG-KX&C^7W7\AC^?W>8[GW6&Z[!HMQ\.4VRCYEX%D@=NHJ(QV6?2BH M-(L>J)$_8;L3=9HN%445.8H>']K6Z)^YAF]#[&CO(,>NMYT=+OY,@CKP>?4" M7$&X:C-
'7W#%*6>WO^;0)4;&;LI.&P^M#P7^+K2"'%:^+F=B1,_PWL@52E:W M],9TKY<^3ZBYGM M%'S'F0":-*=5W8<\W(Z5APX>3Q M;YR4-;F$A4LJYGPW%M=L1@1 <8\3G_5QXH."KC.FCQ14IMQ,2&;Z23<>&LV] MB=U\_9%7>
[RXA92_0!9+=]63[L!/8=0IHF2SR-.T[IX<&7=3T+SV34(OB&%M"OS\% M7_@?NB'E?H+S-$^1_Y4-D6M4 >7/6;E:AT$.J_E8Q8@:P8A$E7+(IUA@8)'I M?CSD*V9-DCJ-0\(O7%WA6RGIF/WKW5X;>4I>P(547&*$KL-
,M(E6&U?!S[&$ M2WAJ;R43/Z>;9K?*>%OU?E@/5$3@_9Z^Q@D9B4$/1=O,/#+-6OHGV"+&W>9+ M4,G35&RH\N6R_$#XQI&_J=;#QXZ,KUE\DWUST+V^N:3UE;U''6$*%2[Q;=^_MRQH3+0?
V+EB1*@T3_)G(1M[:F:^!Z?']TXCPVMKQ@6K)_*@'(>F^MAVGKBFY M"1Y\R4[#F';)3*KVP/ O@Q]RL)9V'I9*YDP.HM@.,1\V[Y*!+.)Q=K*(MBA< MB92:C_F4Y3I-69ZA.>L8:/"B0-M8,OU))2E-G&?S=N<:[C.4=I*.#[?ZC6;
M6DH,2*;#7@ C;U)7:$7*M U.!]N!?;E!,7#<*3 D3C+1TPDG$&YNQA707B!N M_L7(SAS8"&;-X]$%I\O;[Y.P9)H2=,L541O^(++O1)[,2E@>?DU(_$6+5 M$@C(MN#$1L=XTA:*VDB-*N/1&2;\25D@637O4")9><
W2*A86U:*>O/%/2^Q M'H:O?/$_YYI[5;IM5%:ZBW1SQ"I8-">RK*Q8D8H[ WMLA^Q0!SH7E5%4M!A] MV-F2FQ;5\0;NU+K$\@:C]QSAKV 8JC=M8 <8])V+(VW2P7RKDJR*]R>D2]*A3Q>FL$3';$91)A+":
M@B2S<'+@M<1R>%>YJN5ANFJ_MTZT012RR$>)K%.I@G9Z+E]?H>3TUZ"9_ZAE M,#1&9U!TZ ^FI=^Y:XY_B'F(=MJRVCZF[QF., M0&\$0:1-UOTJ<'+K.^G3+J.*0Y*2_L JE@7/GX.LM ML+*1=/.^ABM5]X#-\!P\N),1N-
7.X'7L8$DXK*KL$,($P>0/HOI2#43V0Q*] MZ*7SSZ@^!OW,DRGJ+V;JO"),?ZYP63(E/YNF!=QIE$="$08A&G.4(8MN2S>) M%LFZ*MNJ]_&%U<\Z@_3.&0$!?8H"^''%T6AV]$)2VWA7L;<3!C#YAI>DMO6" M)%"
D[W3R44+&)U\E$G8P?0PD2A!>^@!=XBU:B9.SA)$$]Y". ;1_X(1F"Z+ MLQG3$5I*7,4E@[NI1>@0K!3^&=BIQH2Z>\KDG;M]VUA20K7;[M_.=1=*SNC M2[[E0!!S!EA(>17]G+?0QGLBL:B5Y6BT!0&2&FX$-BTKET9NA8D_
LNLIO#_ M*'E(!SW<^?;<-QIZ=T-"AJT]P;GR70B823:PD(R_WK\07O JJ>?)/\8:"A^D M-(O!U1P),".,X;K'@NK(JUU9T:POZ6">3DDT"(>KT^U=D#/(C]2<%G.%-895 M&L3U>?
0\F4GXNPJ(HB1M$C.I"UH9.,1%+:*0_5\4@%3*:'7AU9(5-T^6!(D! M>5]S"Q7Q*4IV%]8=2&S ,BBS-<<>N=XC1R'7A[B!G5EUDS M:'/8M[T]U(DK4M>A,"IL@Y M0.$*^.]5FE0$-6;1YY#'BD:6;+O==,==#.?
:A9B_&UR5HB",+Q&]7@Q,NS( M/8UMK/%DNA;TVL",35$'9LD*+B6DJ6+(P:$RPV9PS:3L(\0XFRLUK*DU6Z"@ M@6O2O%M!@9\QZK4[ZK+#$=\GBG6.,^$51:=K2!VJ'*-"%HH!?WEV9 M(Y9;: M%VZI0?NK%\( 2&B_'G,4,;G.[]
[=>.=D2?OY9(ES6/7%R0[1 U9MNYYK0DAT M.9W%%S+DY7;DMU7+A XF-S),Y3-GL)_)]Z=G[#V6Y(61872)>&F#5W,?(QB6 MFY3.*?B4(&43?[15ZFB>8L!$[?ZH T>LI5DSGMC/*IKVAW?;X;V^5;[#T'T. MQ])?+.:V@2&
0=3;)V6/+V^W"]K2IA*GATFL-X]RVJW!R=+?XC;R? :1QI;P MY>JQ)K>T^*AW<2L=M$7ND*%"X<&773L%,8$7-6)BY_0R>(P\>X>(IZ@5 J+Q M"/V+ MC3EH(!^'?J;::!JQE(5S@'@UYSYRUOTO\D24O+8*?[)AU
UD(Q"3MD.O"TF]X M)@41$VP%QHAV8LQ]8OH5UVEU7$U:\FQKF8$CF$17W77\9&@,I;=U-3\]6:"# M5$"+SJTA.ZPPSMN-(&!S2GIOR@R=P-A>C(1C-+K*ZF^)H%*ZY9;>Y!])7Q89 M[QN*^'9F.2]A+1B$MV4.]S)
[F\R^V9Q6VYE51[QN@X].8CONDW>+;W-[B+A) M/L#I:-J*""3P.A"4]//U2XU:PB$.L'X_H9[$P38E.:>@+:L_,B8C8@+252->[R[/L5=H/92V_2L$HB=X7R9.@[ MM&W7*9>/(8*89(V&RF&
(FPXR+:#/AMQ]O7*W'=N_T'&9\>Y3,CCX4\K+"V%G @W'M[U M6]=3Q:-)C$@Y,]14LH(;J\#+NW(YD%RN@O,XJ=!K"$T;JB(X M.7]67&=5]2+Q)4(M^R7N;-D?S1@KV)F0KSU\!II+@^9Z#"5&7IMB]J@ZA\0E
M_>Q;5UYC*/_6ZT]NNF(M<7.[;$^DA\529/PJ9R4FU31KJ 1PS-[*N.^KC.UM MPA\D\R48[XQ+0E_A99A@:]A8F+NNTI^,NCU[_B69C>"N+RV50@CR\(7>8A,A M\K5+F%DB))+XQ8[TC(SJL.;2@)H%>R&]Y,PZV,Z@BPE,CU+
(>IAN,KX0G9RG M6B006^SM35>[R)$]9[53=S4B1XU]7)AMP#NX,9D05H?R>QU[1:_'1]%S1G<0 M^:FC33>PN^X36\OI/1^TACG)R^&EXT!%PX)C39#B*!54JFOG&T=#M*P")DY MS &K:Y)A, R%2G2=K-AO62T2!#SCAW
VZ(Z3/^:@_KXG(4%/D&=M[1_)235$ MG''P 6)>6)],BFQ)X/5%&FXU4HE9JL&1G*6T$P^FAV)+KQCD+U54\#/B(*!1 M7A+0>K:> ;MGS@_G"0A)^A=\/U><#4Q_ M*E0RB%LN:R*KC*-?D_].JGG9\I%EVD(2U'0US/ 14W*.QF\4?
84;&@Y^6XUQ MH/'A[53KUS"M-4E+$?@>+,E@3=(@]"!11'PJTCZZR3]D,QAF,L_*1(HJXE@1 M0EK1+X(PIHA&?,'&TS(P JT:U>WYHE0&&K?6A*Z4%ZGQ/""]=!OUWF\IMZ=M M0X:L%HY71S -'(48GKU5F>=M0[D<5+
("4VCP#S=1OK\R9?8#_RMICDA0H"O: M>MI499YRT7E\-TQ<=LUW">97K^_)CF-AB-L+UH-VGU\6=_NCP)_B(1<^5/E# M:VW8.G^P2' B*<R>?IU7J.TYTL"2.F9&E8*8U9*?+U[_JT62+I=OUQ_>LQK-
]\$1GHD$0GU,@G@'$6WEB6+)&1D29G:AQEAT-^1 MYS[PXS""+,!(SP #+^?8:6(R>3-'RS=8",;6@@QJ@UP=1LFTO&8G@B_CX!/# MREXXJ'.[FW0N-: M<%4%B:BU=2J8_:I+]%7\X#G/E'$;]74.^'IX#OD5A MHZ2[[E3^E&+>
[VQPO-SS]>.,U16_0DZBOX^ MX 4?.G0TSOE')^A11W6N_FG2WN[.J.OY2G[GCOJ=M[ZK9I4O_]\03/ MRM0L=I3#1$BB,)FB:D)9WYA)T--'SM-&8B31BX)"MA>],;BJXM\'5<5]4-6F M =*UB-"=^BJ5./$*BV)H)!LD,+^]PS5G_
KG+RXFUDUS&(&ZDFB3A(K*M,A> MR*@2]^]4-J"S2E] K4<3!8?40]/#KD/EL337P^;@$S5]U!V)?U?/H.VGJW3= M.(&6%SIU"*K+()X%_/8R*9P/Y-D+R);PE]<@M?YG]#TLLQ2YX.,09V.06[[Z2M
MOLGN3A*'82T$%DYUDI1.=^S4$GAX_QB]6^Y@S\D+4)?F 2D:?<7>:^C"C-SH MIMXMN@IF+B/4:S;$(&'1L[.DK9E*@Y.K1)4+\DWOGOIQYX1UDHQ*Z\%]*:$Q M2^BT78":Y#+IPMYB\K$WL<&^=5)Z$Z:5P(HSA!(P_)L*:
326QBQZCM\PTI M^4*DQ8)>7 5MQ3WYU >^-,G[E(W]1/R)8R!-1C4)4MDKRMZ[/@TP>\X0?B[. MXM.R0@[@Z(WCR/ 7U?^%>0$-,M""_[-1KS 2F1J MU=^O-9#L)+VF@CJQ(+@F,DP>7'N-I*XEW41V98+Y$\ MT L3=? -
\$&+!:';5(D0/KJM!^]WFVG\I] PP X\(XW+U0A#78F_4P3\HI%4 M_FF8[]RU?(.."F&I\):K#XPO/1KX3"%]%"*88QE[<:0+3RCFUJ9QQUEE;%YK M\"H;D'W0,P29CM*Z8&_W5\[6*VN1#>=[E">(<+-7W:;K2X#K#6/&O
'FEO2,@P(R[I[+\K>5_.'?/>X%^/Q3H M)%E1;D5Y0I*;2B@SEI(!]"$0S(:CZTTL)N8N4.-*<;&EJ3[:$H-G0']219=M MAN2N!87%J&BOCZ.GPLHKGKR-,9Z-+-R_T:A?^E$C\,'>48\52:GW+V:%ABF@ M J4T^9]#W?!)F0.W_E#P?
LB8&>PN 4JTXCWW9,77X6'[.1+ M>Z!H24#L:7UECW$:6!$?3SIU%5HM)9EG.24)Z!8X] MM#OL&T'^)7D;C;*DD#MOTSV!#P5508VXWFJ1T,-'%T?1LQ358U7\|>.WJ,6U ME9^#US0J_%KOY0G'8BBKJ\RC
W\/O7X^.>TS=4DW7\FEZ%R(IW#:9EG./SIK MT<( ^^5=05W\%=;OM^2/M#9,UMHW8Y<@+N4:H35FUES21YA4O%4+&G4^7FC; MX=@*SGK;\2)$7)/P[I-;CI<4=A+1>;*9.T.,-B5NHK%3982]4P]29YNX3CWN
M&A^>2Y.=3H3U&#.XU0$DBH#3R *J+D?[P\BV%$T9SW0>0F/ VG7E=W^7/ZF&?+&)I> M=CG$D>0H<8DGK4[7"@)OP^R;YK6H%D'_?4GH43^&R9_M)([*I[ZT/+%@2*]! MUX]]QP_48%*F,"&*?$+SZZQ&P:8UP*I@D0Z#
(=P]]>G.73;S^:V0+2)MWN3) MC*,GDTLYXY*QM@MCQR]?!HFV\'WN2>0)L,]H43H<15D%UJ M#>I%FHYE'CNB")L:-3(PEQ8WO;=R7_$EZ$NS^4PIN,^FDC!4,Q*&DH@6Z\'& M'6K99]TQ\D".4) GBU-
CF<4&&B2C<8E&#M*3K$,&#?7#_^#@B+NO;^@)=0N% M\YA2;J<(U0JK4\&Y)OL1O^5*)5]MCR0NDR,*1 $?+=++LLGD"G6+U.D!8U6Z M$PB:K>HQ$H\@S*4GCA;YM6A) -M:;V6WM OF?X%,PX&Y>AJPR[2FXD*,8UMI
M@T'25&=CC9&,O*0$OFXWW19E>FLN%5BE2UI)V@.T_K[;>[FU76ZEZ2YRRT8& M>X@\NZ?524CY_PSA11VX7H..2KSEHC.9O35C+;'K3AR*L,+;SY$9YOA!2-C%+BTS]%?AMJAUG C$/D2EITT1>]!2^>]O$,0?5D) MRI74'
P*A;E3Y3U;.+;:IL",+-'H]$CIG8#J$^L^+@6I++DTDGCBQ677NF(> M$[XKA ]R51$Y ^,ORQO-GI_#P&K)@=8:1VYA_&;;"X2M F&Q^),$@I<&F6(& M9%]QIH_U#:LGMX\^,>>?
MM'QHSG^<^@X&W+H0W;+&CGD^H!E1=NB";8Y.;!F MF>I)7(/"1R\HL9ZI0^4L'TP.0S)BKILFR?P#Q4O]SG:;7:N(HCC0VJ!!P QD MX<\#KU')0'4971J9IQV%FW:5^#R70=0Q:WAX7EVQA%\FDS>1%#AUH1^9+*VJ
M0&P'9.M#WTX/354U06.2QQ8;)4VFX(CDYY@+SHMZ=BB"76=@K'O8$6("JD0Z M2LJ,4._+CRC3W*TQ[1"?KV>$CT G,@U;#Y$&S#/2ZG"+!!KBQH-39Q+EBM H M#]5^+Q3+NJ$,,S?F\'9S0F^5(?O+KW-
5L0>!2(#H6@B$38='GYZ=1/A/)#/92, [RV+LG/&WLI@^Z&DGV8 MI-"WC5Q&C,7PQKU#8;@2E,+?H90D8@VGE*&I98.9_YS"WEQ3N7[OTC]653O7 M%!6FA^,B46%>4>:X_,@N20M,!9I;:\'S[%
(*D,0\1,SZFDQW3XK>N3UW=;41 MP]&]P+"<"^@E%TTY>R^IH1H;LG3[ZL$Z/L'<8;@WX1^7@Z8T1T%]R9G57%S] MQ>.>-XO5(01[ J*8,1W-*WU A,LYU4A58$5X#W>C'CT9'KYA@[T7$&2P[]Y39:BVT M2E]FZ?QZ
R#B398VZ=J_.]FF7HR#-&X2R1.L?* M#>\#;,5Z9/"$SS=CC(9[PSVPOG5)5,>,A:82:CDZR/!RL217]H1(_<)QC^2F MO)'N$>\NH+U!.M&!KLAR:Y/VUJ9;I-L'X(^B28VQ9JW=% ?9'H-]&J9Z /-A M3FZ0LL^]2@-5E,4\_-
P#YWNU)V,)(9E2GW:J!J.P&AWCQM6A(;%K1]),) 1# M43Y^C'-1R/JD>M[XHY/[_T:/8WQJQ$4 MPY2+I V=EU2KZ3&3FT"];,DGXE# M5FYVYK!$]#4_M"IOF)HFR!=#9'?9<,APS$/_\/XCF].-7GD)(5H'C'&-,\Z: MBS%TV/U<%!!?
3+!VNFF&8X&&\Q/&0:7YH(WA$]?C%QXYO\+!PTVEUXZRE+(0 M8C^<%9A8B> 005;'RF(Z=N)W?/_^EMIZ2_WQQSC4J]P4;>S$:$3B!BEPT >)A@.@5:\']AWNU$I+/W/T9>A\F:65;-V*60^WB*$K]9"2C$G5M@F6F8U MTJ;
<2:?9G=O%[]^/[N)WH-KG?'$F%1/FLW0C1)YJSWC#TKJKP,)OGV?HTW3% M)NTN);.!8&"(.]?;LZZ5S F)K9B52H@?KK/TID-T9.)X7A*2']C3,Q/>Z09$
M9EVF8Y3&#DVB<,0!Z>XN.*ZCZ8IF\O:3/_VHVB(D65!65>1\RI.U$#YI)>1T M_CAZDCW5BN-/OLV>QOC!%5R"T&G^V\X> QTR,GAOF,]$*-U@2#WD1S!IJ)7Y MZD*.4L*#)$*AX$ZA7CZ^$QQ"%DP%TH#3S83T*JL2-
2QV*0V]+^EP_[G *?6U MLT1Q1Z?)'*<'O33K*9W,SCQ=>Q:[0&/2LNX]) J(YQ4VV1)E,"4'+5G@%<$; M89"X1<%ZR#Y$!]\=_(=[ M;_[_:F]^YVR%]^^#[^!WWSP]F1QQ_Z(-_WG2/CT/-$>8C+^SXJC9CZ?E-?K+ MV.SMR+
(GW[9/A^%V3A\59SVW27J;"DCG/EN4"'-A.$O0%_NH9N@9+T&%QJR4 MWB59*"5-PHOEIR^_/G==*1O/W)^@DU)+&E4KY1(%+7_M(?PQ\W%1QJMQM<)] M3N1RSDSWQC*RF3I.X0OE]Z *[?.*/6;WY^RR1X9AF&^14FP
MH@[7LS<$XC&#G;0F=[4PE"$8A'-:&$=,>\[W$I6) ?3GW;M,[]R&VI27&ZR, M1R'BCE+X"Y&;^3(AJI2Y\"=SH$Z3F19@?X\1(^H%21]P2;A,0S)G@.(HP\42FA@2N6 M?,&A@503HLAPR92Q9I^LQNEN6-62HNQ!0HM)W
N;'6TU2 3E5\2,_F9KVE%5 M%3W7)"WR/#T,HND52U_8 PUESCF2' 6Z%PM8PL8@W9U/0YZ/WLCR@0G7(H2 M22)@6#5QHC#0-<:J0_D:PJS.,F%<.=9VF+6FS#&*14!G(69/V/AI('?8_RT_ MIW\&DJASZDJMM4MU)C1JI?
WFH7CVIL@)]L&.!T6[871Z![@:YZ(13='AX*0; MD1])7O$,2UXLV"E+8'=KH#"3.A=-D&>E7$DL:&U?YUM+&.,OJ4S%[B6:1U( ME3",1N(NDFX]@,]^9>Q/_-9,L*UL"=T55=KU[N<[8C\ZN(\Q5$2W]8_$9FSN
MY*TP&OT*Z1HX^].0>_>=]W?I<0&UOZ-HS<\ B,#EPB[H(EAC$:51^FT>W' M1JA&?Z]MQAX8^,+'8PZV[,O_,>S!YG[W(?121HEB1X*"!RY^3(G=/#Q@,.+S;S< Q@.Y#/%2X+ M
7]TD7K>Z(9K7Q4S5,&OB/:CPVHK"XK?/D]#\NT1TH\4[QW\\A@AB\+V6B&/ M-+W#.BD]NRY])I@ M,O>GXA.B)A.D07.+-C,"ASB;!,N"JAXEP]X_]+E,<[C/3(1U%[04(Z5&-OR! M. DE[R4]J
\/F9NE7&:264H;1[L7+4"#O8=INSX*/'CL).Y<=X^=XX1AMVNK M2.*:=_<(/GC&61$U944D%,/T9_7AT2-W6GTS86Y1D0FP"*>#]UAB? F&A\:Y M.6URRNHRGRN!E@HCIOX/3Y_\G&E0;W$UD^&+Z%(Z,;>0?O%N,7P>5BA4:
(+#W<-F-Y@% MS-5K:XTY'YD(^[+6WR,#NS-R(J;R.3K5^YZ:[/ MP*AU+?_9U0.=P[UZ\ F!WDFSX39'_9AA/ F:L_<<@4C.)=D*]$;C5J3=XZ3^ MB;L@74$W+\!7 W> WG]6?1T^RV?RUHF^-9"R\+,(/QB*\3K8\Q0EI7CG
J2T0.FS[RM5*-RW[YAA=IQAMQ(/JA-U33 L&X=Q#'@#EOO&1*/KK&QKKBE+9;W[.NG Y<,9 M'@8Y5&MDE6&1YY@0QS/Y)YW9ITU2GF%VIZ=1>BH M'&^33/78L@I]"PEG?3%]I$VJ,?EG#E?N",AOTAQZ>G!\=WO$URPD-
0(EE6!_%(//1L94'OPL%YX]"=$Q.V&SE6G=U( M/@Y=,#750E-EIT'&:@02VD' ')N6)GH)MN0X6T% WTO0;PE;:A)!OS%BYB-" MN[21?-!!Z+";-5/R$(]. THN0\^0C-<#?$(V@;).M0S;MZD6D=-$+J3I,&3! M;#>%8L[KZKNF!.KJ2"
[@8[?:<21Y?+&!*6)!\TK*^YBNX)9:,Y07)!Q.CQ2[ M(\?,%>CR:14FS]7='A/,K+8/!-HN3TUGAU*_R$-CGNH(M2/X/1]#EPG8\[J+ MJZJF'E2:M[O(*N(-7+0UD@#V* N=Z.G9O#2%M8)!-6CPP 4-V*YR/(W6 RMI M J/WK Q8J:N-
L\3UAI?EDDI7./=#V"6Z2GV_YH?6%M)*5]=]7&/PHKMG/]PY M;6L<(72>"MFE(E@MS]2#@X4#=(9;8+:V&M"<-L#K65.B$_OX)(Y.[I__TY9 MG$Q3N%[28E3_"4[)A S M.+!_/;X?@Y&_V?T"MFA/HT#CT3M"K32,";1,\&\|=&-
S[&G4R8'YH\DEXG-J M8NH<%YNYE.DHQ)95G5JV;UZF:<.C#&!!7HUUTS--)9(A[P&;XCI5"-[/)2B$ M.!W/'/_;@$(& BAG%A#136"B/JP-L8$Z?6'M'T:3HD"7RV_00T'77&R0C?L3 MO"6B__C(OI(8.C@:Y3S*)K:&\<#O@_L?
V)@OV^L2MWE88]]5_K-RE7F@WU] MRR]6=.^>5]L3-HMLH(:"!^1KSAO*@)+6QF]8U*H('[&!* M<)3Z'QIHZ96"B+0\$Y<085>A*Z4%@]2B10-F\$@U$Z=PA)[;]E;$&VKD]E1^ M3%GIV_99'6EV!T:M?
%Q)BN8*\8;GT2?:*,D!Z>8#!P9[6:=]#I]!R6"[#F>+ M'<;R@Z7_P<>T.C+%?7C'7FI\ O#AV:@_9XBGI%-U:T24Z+FRF^LZK?L5'7Q> MIN%8$9N8]X9DJR4AISH:.Y).W%4/N*[16&GC)!-"61Z.DO)[RGG. W)"0+Q=
M//L^O,@T(8GQ!PSV?]@AL-^NGQ"((Y9D6#:WJ+[RF ^:>SB\@\]S&(@2GLE, MY>)4>800FT0*PEVF[FH+]!6?5-1QK]A?H6,E0I)(R2ZJ![Q-KHMP FX2PA8( MU^C&FSG9[+-@H'JM/TOFFLA*1HT1%.1-
%Z^CIQ2U4#/)1(+D+$-/E,!>=I#+*]\<$SZ$AYTQGH0 8( M.R;0]3#C1.]H=I42MBB":[9E@K-@$'?O]'T5$;[OOU2$[_M]A&\?X?OX"-\$ MYA/K;[+I4AN!7GM>ZA''O@,3^,@(5>)K-&7X1@I'24G4 =EVZ*X$ YS2NV%#
MF&Z>@GF5-9]\RK@3(M<#S>,>8C>(KI7?)!B-[NVE_>!O@[@-- *]3%9?:4%! MQ89A""*5/BF6N695AE/M[H&[0]'QV5M#T>:_&P^EQ@*I4D M2FE\3!? L>M86G4E= ^'[=(%UQKC="76G$HD6\J.8]!GDJDI=RJEY_Y!!6\6
MFGY;,>U 4FN9YT!AFX>\K-G>%LH_N!P@_1 MV%VP^7]?+#]2B Z#$DCB3OA-W/L35HTIYYQ\]GR0$(MN8^!=OT\LRC7*/7*6 MXPM\(P*]'C[$CCF_N0](.[P1D.9U>D,UO4AHANQ=7*1V 3LV%;/_.07ZU$OK MS%R2NFY3=T-
A!J=(9P8$! 7NJ7-UW2ZS4-1*B!E9DE"\X;?2Q$ IBD@KW)+Y MCE!([U4;Y*ZU^1P\CGJ U%^&&%Q_Z)/H(8"TAU5T\!B#\^F M&J6A:J9-)]UU,2HI>*R"CG2(H^B9 6 K4ED-17="^D=,&]?UX,.QX>I7[8"B MA[!&M-
P.=BZL85TDN+PA#+Y+(06S'1&\SUD8[L9?5663U>1'2KJ![1&7:2V1SR)W2.*TPS]UNT ](0+A24UNGPX5&M MR>I+AJB:MY86KT$!7)3=C<>28"C9R5 HFBO!!4)Z%P5'8R#=<%EEJK"8IINVU'3WL,C;Q
84:DH2$476SCRIV1TT*3B32+BL5H$KW)Z6?0-JY[XK\[\ M"K;=NX%UUDPFCH<.,@3R?[PZ]ET78T>#A+.' 5O M!_FVY[;]A(BT5*PEQ&.(K-,:9R. P7[@"1Z(Q^&D'6 D AGA'^ARZ7#=B1N>
M>*%$7XK"V%_J:^7R5SOM)H$,%+F2N2;&5\Y<$@*6_5!P4 M0&'O12T80%4FL;W#NR?9O@I_^P]?RM_^P][?OO>W?SSS95/X#B"Z79!G;4XTTDQT58?%C4#H%A2B MK=L5R/2E2L)1C!0B)!U>?
IM(YEQY=GWT2??';@RN45XPZC]KO&OF$WNNP7+Q M2W2I50V7YCAP*R!RK(HO>;0&;11"/]>(B]?25H_3"IZJRBQ'\P%TM"W MX=F@QY2D0(X,G!CG/_XVF"&OE/\#+2RA5![.M$<741_SP=[D#AOZ0#Z(S[KI
MN9E[597L:3%69ICPHO,"KU>EQHVTLPVZE9(,C&NQ@4_4]<>D7!D/Y_R:B!3- MNF@.&=8U6*VY'!!3D'+5UY!*>E1!W[4(B%*Q+1A?9'8@P9^EFXT 0 MW1GG7VQ$-:&GJ4[S6&&(B.\6Y,5UQD.1C*!8R8;IWJ.92UV&=-W""
(NYND0% M3#F&O133F1]2;A02D(ZSV 7J0J(^/I2>5EG&3C\OC<,*&_L#)K*>9V+:^]*7 MIG X]P2V/NQ@"C^:;R3YD!F9R-_J D:+((98]XLYT>RW)--J"_::XK%*D8JC M$0I%G[3B>#ODS9R*07--
!/Z@'+/'CN@GRRF3:_K=80XP]*K."-)VA44"%EK[ M%Z?]J[JFP=^["WTR1WT$EFVM&#K;XJ;I%P^D6'>23IY6AU,>X2T#/M/=#F.)= MFE-7+K425B7L1_IR+*;X?JT2@4NJ>!$SG*ID/& HL>6P,A3,\+TLA)F?@+YT
MQM6AMNV$4YX&UZY@]+4&A3"88N/' \3_IA XUEZCTG8&1,[UV-S*79R=QB&: MDF_WQH=^!,W0:\B!',9< )KJP80V7,H8QOH<"\H\(^W-,]#NW6>? H'IGU 5
MPUW9R]MN;;>PVZ:#]2BT"A%M6GNYN)#)NX)0+!=\W#P>>#RLUBTU/5BH)KA5 M"+3(= M+,7ZP*4LTH!AK([@6&M62C*5,,?0/5P/J)5Q/[C9T:SQZ+,/WE=U99G)!U&. M'R42K+OC-P!=XF=:#XVI-
4%#X]_G5AW[K93M0YLE3V M6W3;%AV/ />WJ"3<(^P<"31VX87MI:NA.=XD6O!V-S;(4,!Z H!.="'H5-?2 M:ZB(3X)Y6O-T"C=B(?DHPD)?!]0AR6Q6(0X!1@3S3&HJ[+W*=[)+.0"OT]R5 MP]@QY#.WR'@J;,"8,,B,,%
(]Z>YM[*_"Y__CE_+Y_[CW^>]]_MM$]>5G2C%D MVE4.2PXG>OET(I)U8:7OI'X?D7:HJ<&LMQ(F!?Y=WQ 2!>\$9BO1&A^V(S/D M2:@*[?1XTK$9D&HYG>Z(TXD]4^RY]#_:V$$[OMKW"!K1<:U53+;XKHWH5H[
M$/1JI74]E'I)]A!>):2X8R1!I;TI>._X*XDQ1GO>+>;"#"SXNH$E0I](5N!+ M\*(R,VNN1I=7B1['E1!;NTIM4DMQ*,]S:/_@M;O!?PBC:2LAFW*7J^IP_"HV M;AA":%-=T=(H"P]0_?=G9,.5SN!1/BTZ+D;53F(LT1S*O7S@ 3*[&%6
M8Q S>GM<20<6&\9KOIQ MER\5CBKR V_3]V+F$B _>,S>%.*5(NI"XI;#GF)#1*[JF;#7UJ(Y0*V4G ]4 M/_900X)2B)8@/_TX>M(^5=\(0K!B_$"8M/AO9PR&]S--#8&$ZS4S MSIVQ']YY3>D>^B(%PNS1%>8][LM!71!XT9+
M%^^E/"D&+04L=GK.#A-=!%338[=R\LJ-BT<"4(-BUCB@)]'->5935I8*2U?A M3DKC'637AY[N@5:I)BD^@O11!BXR@"IE9-I@_M!>.("7B/.>'(># GTO)K>* MR>PV+AG)'^O?UJ%!.$2BP=Z^Q&%E/77S@MKTVH@+$)H2Z.
(NYS,K6X@:P-FXQH+<)G+AB[5AP]$+Y&!5 M7@Q;!B/*:C\DP_]([M(N&MP4Q] @\3#26L8BV1T&]\"1%^I%!R"]+69R% G> ME9@AW6/T;[PSV/WD Z-T>$PS!K$A//#?*2]++*9]\(@5R,6=6<6 M
:2IMT7B>AN$EMHEX"$V41S'W ;=@0DQ[.T2E-^+F*TBYH]/MM,TH!%3[4[> M*Z"M..:A:)""."QM+46S8759^6DH]"I5!*5,!=6<;03!0L0/&?.X.-2M ]OS M:5^YS9%HL5A'CZM$%S;A"L7>M3
N=:ASQVCO0SW(*#FQHVW]#&:PXX;XF"R< MZA*/+:A]4U4EYQF1W" U21SJ44)S$>(>Z$^-"]O;W+=-,6L8U36'7Y<#N*+W M:;KJ5[5T$D-"V'UZS[4CV>S2-Q?,,?U9I]3-Z)\|/WN9L4UFO!_'%I(P4 #0!AV)PC^NX:+[B#0 MT9-
I>9TJTYR:<:"9I&ES: M*S.D_!+^G&#!7W.6;^;I$'0'W5B,>_@]X(1'9 MY-*330[M>=-#;4VS&I6ZE*@K[4QZ5,7=V[%?@W_]Y/X7\J^?W-_[U_?^]6TR M.!^5P5@PSH+H3>;^L%K/G!F<@\7([[0BX1G$ =&K(/Z=@5)ZRBCVG?
^QME(' M9*]Z[W:]YF5/-U7!>O)M9LC3L.@%\SHK??,$[IH\.OZ1V)T?D!S_#2S%D^_D M@\ZK>(*&2=TZ[W(L&YL8/GWTOYL,O*!+["(E;_=D(F7]&H*6OG&E\I@QYX#N MF5K*,B0YH\'Y48&>'G9'XEM&\ZV84<*_[;\
```

DN'SGQS#*+EV;$%%5P%/,=E< MYK>^PIN4?+.R\P_I-B 68I'/T6^^/B2_| MQG[(+C>TCKW*B<_SLD^%3<;CIFW@ZZ]$6\T-|<%]L]N>@>K! S_9M.4FL%!? M8-O]B?ONCFR\O[9%]G/_B.71]@E6Y-
'=TY+N7$[UY.@69#@#A;DW)%@/EZ;L MA5O&RPGMTWCO5!HO+T_M1% '.#Z6[!00L@R2>H=,1,6\DQAD7-:V6H?-3XOM M7Q=DPW5#]3,U'C-;W\6KR$D"^-)L=YKA*/;;82
MW,7T^^)T0&P',C7]@%_5^2;I&OL\HYDKP[ZAS0VC\EIT^ *7_[3;Y6CG%^_$ MCYOCT>ORZYS||>$.K\K^"OH$(H%^/)Q2!<# 0)^^I"*S'B'%$L?3BPEVZ RS MN,,&9$!_-LUE.OHR:K.;K62OF[M-
_=5^'*/OY0O]WCOR]W[&M51<-)SD0BG MBH 4.:4I@)_13WQ\CF"-HJH3&(VL89] M@PBDH17'P#CWHW+B.A&V=W)8TQ$*:D)?M]\HEYE\.^75HF3YEKDX.E^,)P MNHW6;.U?
7B0HG&^&VUN[TM<]IXZ[,X;XSSDNB:#7RRI976$U(8PL3O%_9O@_ M&-.$B=']2)]+?"IQ]GLXI+ MHN,N;F0[8X@N)'-84 4(S_A0,B)-:%R2NN?'IC@JB-HR;P/?:(^:1LOHFG0' MNII9DO=\[KWKU='@LG[63V0)ZVWZE5&
[]RI+%]$9134QT/AZ\.COS]@G)$Y- MF]VGBU($.#^&4V=&N/(\#/\T]:^BYRD[MOBC,R'8G]!/G&(R:5+9 M.N.NF; M8=#? -!|^ 919$H(#B3A;9BSAU@_NBD& SD%@T 8[]ZD%279?.A!D4X+Y,;31=5I]Y070PU
M$!])#;W0(3>$UD)$/]H$[)X M.!YETKA+)U1(GZ5<_--8F ;E\M>VP)=WL3.>^ZQQS>3)#48;T6OLP QB$0EP M#NR<0%+N-|7'(\XGO-[.DD1L2"'^=1]*MKR[JL MXAH>K='-5;)_2R3!7.7$*+W],)&H5%%G|=2U>
[N4JEHD+\S)"]B8$%0R2IQ% MR=8&4,_S)]3\(S.V][[\B1#>770YD7$92*/K))G*KEIOHFS#K-Y0 M0E*#B]Y6:Z;]$;I'C'16UVPE+5HJADSJ?]N4:(K,_.F@?<-A9"UN8F"@;ET-<@]Y^W,@;]UYWD/?]M"WNPE]VQ""
MNTL0N*P)KS*SP?=;X+-65;AU]+7'F]Z-PH:"Z/-'7UV^W3[<^JF G:|>O,&U MM[W+*2A"L]\ZVVRD'S["1GH![2X+1]U/]3G[B?YX8\"*;'0G,Z@ADUEF3 (Z MR^#$5,N0Q?>CPE05]"'CM0P9A]@+1F_3&723N5#\CH3AU>*
M04Z0")4D03/W+A$X<38=ALANKKBT0U7FPT4:%"OM]];,PF38-2]U+=7:ID)VLF^,^64R)5I&;| MDRC"PAHS.5'EQNB.R98XL\D2Y@EYY3*F_!="(D="AQQ"=4DL0@?$->3L;BL] MJ5@?,16IGX!]_DGP6I*ME<"
(Z#BOJ:3'@:2X)\1 @DBXHNL^9EZ:G;F8L\4X#>ZU(U[7(:*'>,WPY MJU6*G) DTZ70(DRRF7@N&(+%%IU_HE?*P=5]C'=,A^_4,()]4"[@)D]$]_C6 M:PO" &^UEI0:VD>Y5@:/II7RT?6S:6-O*Y%3A77HP:P]!3PSAQ:==Z]_EQ+|
M^^.ZS3>N%+44CNLU/Z[N>+,2])7SA["7]CD)D/5C"S/:<'B$IPTI%W7!?#], MQ(DVT4Q]^6QBI31[CU44VIB\]?AD>[,7)T:F)9:#%YM3USMTCZ,GV=,.!RVZ M\&+YW%#1\L<].EI;PP=G/W>4O.Q+2^]T8Z,[4FS^ ?>55Q#
[ITM(90D7")#) ML=+//)LQO&">-L0KS(:6*/>XKBF1=<+ME,GL\A6 H!M<\(,)BO ! #])D/22 M*]=L!_=[=]1H.4*T*):@)(]30%MWG[F\ ,'V]][1L23IQW/W:XQ'6GJO;5D# M^-5GR1R(I394F:
<,|X##G_GHE\M0)RYU7$#:OLI2;2G6?=0V5'#'O$T!]2Z> M,>)$&U^$@Y\/:8==9Z46LAMIV=^Z\4A]/.5SIO)X95#'%9]^_N+5^409M^=E MRB4\ TGCNZ'W6H^EQ-6"1"4F62 Z SU33)UX>CC4=6<,X D$:Q,7"BW,EF^*
MRPI$ 9(2PM(C\"/@]7=&:@FC*5F2]&,5PZ*!ZN6DW0 WW28EK2L;K;"ZV[]% MY W]\RD7M]$MNJH =2UV,QV/K8V5T=F 1H !G&F"=#0^4DWWK!9![=*?TGUP M1;(?F4=]_CP7\5>5[YDOE_8ZQN$=@RY]0K3&
[D8W0Q[1CU1 M]XP&ND^I38,YUUM,MEZZ-6[NQ/(=#B2+]V&WDU%CC9E=&N\2_?>8IHT3Y87<|7_*FHQO:4XZLO7;6I1D60S:E!]G+;[N%/%5MAK MKAT#_>S;D/!]5ED>4&M0?@Y+4%^5!#@F)[[YLW]53]]E4V."\NUS.P
M\NDD%F647GM@Q*;]D(6!+CM$#^)#' Z+&1C6)3IMD?%BB25HPIPS3:"K?3!^ MY BYQO<&T9]B$#W\4@;1P[U!M#>(/A[;X[)HN503B9%5PW]M%U:I*+=.[\Y] M9YG\@"))LGD<*F>YQ&O-:H]Z#\A=L>DZ"-B@IT\G,X8$3
W_L[TH?/?8_!)E MO6]QH".,]3@NMRF7&;[-&8/8H?&AQBXVHQ53!QXC0^*X>&PZR;!NG)#'TS+(5WG04[)H/%GZ5T<'M?"6^9BFY&?G"3/TWQERK MMVZ7K$6IIUCW10>[;LA_1=%GO=_53^.|N;'T/%^QM3/MX83XU:#YX
6[DBH(MA.,G9 4()"]>E[KWVE@@GPU&'_>>7>:: [S' S-)/Q6.@5/]8TBDT1V$[/_?(X(++/0YN. M'M6=5H&L&]8PSK%&/$@;9QX118);^EY:%>1E,AD_@9>[NC<IXXCIQK6A' MZK#6<*819'ABGBVH#&?
C70@^Y8,F'N%VP>-C&NXG^7P5EI[>? MY0$SSUN/;K^*F\1URA>@1+:*T4V/)A+";YL\N/%5-CF;<4STZ86L-<%Y$5P! MYI'MY0I^]]7 [6LUS],\63/4TT&*>9LX?PT5RTR8W@9UB25R)6KFM9O(M<.P
M#G39S:>@.CIQX777D._/J<=WR $1^#M.6W#I^+>:*]$T'W?/ +QK -8?=P>P MB%Q?UX_W%,:C[ZEB^7XC%%M9 DP Q+=^.9,;K10@IP<&C<"'=V M9
]V#B\@.7II0<4HX+7H+,&+I+WLU63PF40RAA(L:MQ/NR9E=^)XCT(#S#.O]6>QZVCYIRMR-,,?]KV$&T1]) M RI'/\1M4'$Q.;X@V\+-&O(,HP1B0[4<&!-^_Z M2I/@: ,FQ'2<#>R*:C1DHAM$R&D5B.2FC\L1QS8S)9G-
R$0/WTWYG"O<)2UI MO%AC3U(E"<0EONE/&WA8V'=L[!&&1W('+-%O9A54VY+B/ MO7+!.IL7YA0U"W8$FH5P5M#8PW_" 4_HWS#&4OWPBXZ[7<60D3K]B&VH<[MP M,.^|)6RX^A]3%1*I;
<9%:,R*'(D4+1LH=>FQ])]Q:U\;+-YF2H9'4GS?9@"PCA_L'BT-CEAX,>FV#.G3=*NH+PAXS'Z'M%.W!3QXZB MYV75QP:ZP<:?/5D$0XJA^X6$;N7*_P6C3$;29'9/8[%$@Y^Q1RXLZ)&(W"&+
M%0]K6G6WT:18DZCL;S%]GEZ,IFX1!L1BRM@+S#FQ;_I'W# ZQAGKMU$3 M RW1NTCNGL'U543<'GVIB-NC?<1M'W';XD(XOK^##\&Y$-Z2]K+/?/UVA# F;2?"GVY=.@1:ZZU.'#V1:1_B6\&$>1]:M=6DZT%@]?"8=.FS
M6=H5$[LR<+H%9Y]AYSNUR*7I^Y EI1^@M/8B%+KD$X! MP4E)2'X#6C]QX\7*V+ZWOD.R?Y =8Q-K=L<(0.)YV43B*X)!7-(#-,Q)&TK(:6 %76.,YG''N^G&O$8DLPF,[F\5TP:NE\)CSRA$#4 =2+%C M@;;]Z\FC&+073-
VN8,)SDPV-6:8MQB$%&^GZ3C^!E6R10.0 U*"L M1XR\F3@>^7,[G6$*O[I? K-(#(@Z>G PA]X].)!]^0!-8CX"=5M=LW\&&6GR MJ%MB>7]]?Q+=%$C/[?>W]73XL?=VZ0[C"$F1SX=#ET5\FZ30[?(X%+S&9U7=.+6GK
9O[RX2\)T;0Q283!89> O595C3V*YH] ZSN?[_]7NZV*)5 MWHJS<.0NNGM'[]OP"GWWI;Q"W^V]0GNOT,>3ZKWH"'F$*OM;@\/=616FU*/5 MC?SYZ*;.2X&%_985V1)DT43218H.(69/QB:UV!X<@X?_KZK(0]1YV"]<
M8H2T)3:#9:0$A6=RW2 /(\,3X2!GMQ;%W_I[\^X)V#NW'<<+=&Y3P\G*7;9D MD]TBMO$G:#T!Y4KLZ3"V/AB''TJBEM-A-+)D->ED9MO3$K)\'J ?&P_L M)O5^?B@((L3+)&CS.F+DPGN"KI(Y^^T:?B,=8%>H-
IW_LYS(_3'\A/]G/[/< MIL.RW9G';E2STY QH.J:'+U?30_=&E../7LQ,O4#NA=W$&Z7N 74K27Y/[+= M2N,F%6\0@UET2P[:#G&PX;PGE+1K!;"SNJ.LL */0F8<.S|=L|%>>:^HH]9D M<$=9W@%M!2_Q#|=BIW F<)LW7! AP*N+/-
I6OR@FK/VLK;C:9]/8 ME -U%DM_8'H^)<,5K9PE1@+H5.JP6-ZFZ,2C12!/NN8XCP#QZUU']K@#E!R5 MN?^[!4.G)P/28N/]O/E_WW&V?R@T-EQ)<7##Z?<>E$M!"%_4NI 16?U#(P# MK>H)2FB"2?
_$^UX6F84+#N(^VBD\GZUX)^%1$VYH='"1/]MT5\S]K]^'R["M M"D5U4-(X-33%=!"'$$&++D56%+C8DIRS400+N;^3=HA?']\F?GU!'O$DWP>O M/T/P>@ ":4XF%]E="^M=$'?Q(55-!]0B;AWPO!19"%!DFC+G,AZ#4$=7EI3L
M9\[3(8V[HZ/O%&.).<""/3N^#X]4E!MP_+VF,7!W"+RN?0IT$V&_ZU@!QH;9 M;\M/K %B0+]:6\>06$4OQ!MQ#H11)N7&I@,LMJ)[@ZH."%[1+'>5=:YJD#I M2=B5,1B@Z_(@<]](S4!7#F6,^A::A8?
9LQPQ[CX\#,N>K@,;+:3Z%/5UF+3(M4,XHZQC=7ZZ\NOQ*H*54=E: MXWF^5+AHJ8MEZP4+P M7T4!-/C931D=G!Q&ZS2IC%ZJOGZ,MQ-"PSG]36UNG8(-;[Y[A_:K\)%__Z5\ MY-_O?
>1['_DVS?/DZ+;F#FB@;/W6G'\Y$8].67#O(!]'6X@.5)/[8N!&$527 MX32CARX6 \E1N3C6@D.7""#] MI) Z!,4=,?E2<^H$I<73)]_I%< IV"9%W'M/IHQYBQ@8SY>D/-SQ*#I/D]:(MIAX?,GTT%R1<)#,J]2..!TE&?
F84/4U6&2;,G9;5ZBB.CA||?!1-8".T MGM]B"8=UEL"I!3%8M^[87>-RSI)<3D)3KA[#?9[>$Z%V? (2[INGS=63;^&A MI]'SO$0&3SR3OY?5>_C7[W (C^|_BJ-)(RZVGZ+)/%E&_W447<"N016_C=8?3@Q_OW?CP^.7'S%<$YP@?
_$_=:D>"XCN#0X)F*9,(3&/MJ'7!Z ML[D.)ZK)&LQVY>G$O?93]#)K&I ;T7]59?F^CEZ^?(-3//OO4W#_^ MTSW=UGA"V[:S^QU%_@DZ.0:EY"!-T\N./]]T$_80S5+?\Z'_F/+CW M-#:=*$K]T3UGLG(^?9]=8)+]#)-+F'BSO
R7B%+.!I;,QC!"2PEO! NN&1> MXOS"XK<9K,?_.[G_((XN0+8ET6\ERK\X.IU$/]Y_>/]AN&>*(O]5>'=.SU[' M9L1)41QA1NM_4@Y-3CWPX_V8??$L]]'!@['+E\D-@V]CE"I5N4CI@!-RL%]5 ME3A>OWOT*/K[4?1S529ST
=B&=P/W]^GL4&+Z67) SN!XQ ,[%E29&F.CY^W MRSI=TZ+; 7*#.L-*AWGW%-$[=VT_V.@P@EG^!0S%BC+=7F*6 MU5];V+[S;&9H$T)+;N-5RY[N]]7L, YADQ MAO%12K6F#FU9*7,?(\TGE7TM7$E+S1Z7>I:.%(5D9B[U+
<3":]0>HO;K*,)H MQ*]GT9O)^=L79Q?1Y)?SLS,*1O#:XK>3M]$$)->S%Q=OWKT]@SW]73Z^M7;\]=_.SN_P&_/ST[?OOP=/W_QROUU?O9R\O;%]U] [<1O)N1]^?1V]_?
2&O_.WLU5O0(J$GH&/_]N(5//3Z%3[QM\G+%\]>O/T]^O7L M_.SU\YBZ,GGY\NR7LV<1ZN6GO_9;P@>QK;-7OX#Z3I]@7\]^>P.]@>>PK9]_MCPZP+7KX+'K^^OSLE]?0-WA#Y*(Q%*VA|9H #7QT&%W\"IV(?CZ++M[]_-N+
MM]@]#!%;^NN[9R].7TQ>PF!_?O'VG$?4L^NWLV0O^Z^+L_&\O3L\N8IB] MTZ/H('S?7R>_771>%].TOKV MYW""OS_'1Z-79WZ/?7Y__5XS=QRHE^%9X MT\^X C#-M@?P\^?
GKU_1O$]@O5^=O>2QPYRY'[X^OXC^_N+MKQ'V(7R#_BMZ M]^K9&4\O_>CT]6]OSL]^/7MU\>)O9\$;S]^]Q!T%_7ES_OKT[-F[<_CS@)KW MRP9;[^7DE-<(U@K_%Q[S[%A7*#37U^_YDWSRG8T]C_\]?7%V:M@#.X9VE&_
MOCA_9KX^/ HV./W&/DQ+2_,+W[R 3?OWR?FS&#?=ZU/8/O@/[?OIZPM8%/G# MC)T6]N6[9]]%YV=GO9_A]W0(L(\O7K^:_/P2OGX+W[PZ^]UM :S&#KVT3<"$ M_VWRXB6VC@?W=^C<+Y,7KR[>1GJ6?
X_^_NMK.)3/HE>OW^KOA\:-8Y.A!HOG M]G=O5VV8O>#!7U RO,)3^KO, >R;[K$XA5/_8_3NZ.((SL'%&?S/\;WC[_S: MPF'ZA?;&NS>O7YD>GY_A+O2-VTG];?([OA^>TE_0-GK][OQM].OD;SAK?WT'
M@@B.*77B+8N6@7'I%M3>]+;J+W1XX%L0+Q?X""N9Q">DX M7/#]_^WLU;LS7 !\CTX1'.:+M[C5N--X9&2)^&-^X[M7;TE\N9,)OX%^O#KC M8=%!H][SWS^?OW[WRZ_4Q;-7(''].L1V_T_7-I7YX6UBK+^!<0+3#*9GV8]?
ZU7I VO]0E]*VF,WC)B7#]"&>5C"\^L< M7#5TT*TA)6(>#-BR M2,YR9W?GX\V;E+H"?K&E+BUN,,B\#%N,95=>6DO2"]*=(D MSM@D)ZY--(VG6_,X]:T=A^S49B5T4Q.3N"RUIB]7:NYM^W@,]Z@M$2(AB]KP MH\<$"M(,?
&@04D#_"EGI-CQ'8^9GK+N]2.5(#2DOT(&9: MA1YU/GWC!G5U:(-2RARIMU]D;I9>!S%U_=-\U+5>_7HQRTH+3H>7[3T: \$HTLN(..AB=R9"%-_M6%RW\"\4MB[7*@%@S]. MN/Y>9[=34TM5_U3#
(:7>HWXRI;_=@P/;>9>!BRY20@D,2^O+7+?S?.I1'YN! M'QQ=M\0:E]BO1]@ :J4-47!M<^31?);,[+XH8 5FR0D,_L32QS%!01W*PI*[M<]%W]GDD?>3PV?[K9>3'U-KR$E\^@6]Q /_I8D
MD$(PWC$'(%^EF:)6@%&@>QRR"8OM7#-:8(N9NVK'8KA08EOKN!UB>8$ M%0;)0ZUMQ7\L6KFV=5T5/+)])(:SW>EBUWVITJBNKDO=Z1G3V6<,.<% 5E[# M4+W=-"#5A(WC(8,LI.PE77-
M]VFV31TME[-2Z71(I8FUK_U4X2'D_,>I?Y]G MD:T+_L_2],SL@[EUHPR50FTF7(*]Q. :%F\;]_3$YT^UI>>U^FW9IP^+(14;
M[/[,;L]KKF+%==MXTS;^XKAM_,TBMH65-.".>GG<@N]CR#4KH+&K6G^#%T[V31U8:]/OSEW#C*)JADK0%,] 0!M) M=? #OG\W5.S,VP7!/-;#/'H41& M 6C6"8"]] PW$8*?]@(Y=#-,EPU]S!.'G5&C!%=.@?0_HX8?4N
$#\+MMMM+UU, M-K@C$N]GKC6AQ/08OES3V5",%OZ1&UHS!@NW((^$]"[,=?A4727<(0L_*K>E MWYN,]@OD-$\:';5%\%47:(I)<2V3]&;LYZO'.ZM[-?6E3W]'\"/QSQ Z^QB[M%4(=,@QF;:E,R=XG"K"U[97]$"F4Z_\KA7+=I5
.IE#H^@7%9[)4,X4F_:X_T& NC'">R[5\IB?]YZ;]&F M.@OV_22S/Y38-(O)D8'R^TU&]-DQM>Y3L*4MB?ZX]Y^[Y MU0&%GR!\Q/X)!T4Y5]^&]WCY#..B'H\'[F_0SHTD[W.DF:HTQC +0^QOW[Z
^+I8_^NA_@BA$]ZA;10N41T81C&[\]=K*0VFO2OHT3'A"C4+^-%NE,OY_/ZZ]\W M_P!02P,$% @ L85N6>(YU%LW%P F!D! !$!S;&=G+3(P,C0P.3,P
M+GAS9.U=67/C.))^WXC]#QR_;.T#RY(LV^6*]IZ0KQYON,I>6]73\S1!DY"$ M:8K0 *"/_O63 ^1%'@*L]&R'KI:)A) ?LB/B<3)+W]]GOO6(Z(,D^#K7O]C M;\]"@4L\'$R_[OVXMT?W9U=7>Q;C3N Y/@G0U[V
[/WUE__^KR]_L>U?48"H MPY%G/;Q8XUD8>(B>DSFR?C^]N[9L]S?\W!_>?K-^C,^L06\PM/M]NS^T[5^^ M/#/O,W-G:.Y8H$' /L.#KWLSSA>?]_>?GIX^/AU\)'2Z/^CU^ON_?[N^E[)[ML;!+PH#3ES3#\P/U/S+D?
IR2Q_TX<5]4F&8(*05<93GBU%P6#V&U-"3D!3FU M^N8H M8/C!1[80$_8 6S)[(&P99W]V9R4504]N)A\'?ZAQ@"4.]D7R@\-0(AXXV&7] MHF52KFR&7;4H).0%_>DTIP0+%XCZR)F&Z*-+YE*X=W*0 F24I_(3ASU(A>%A
MOE3*"W;*BD9)^0Q\04L4AI2<:,CL]>,L5DN.$XK")7HD*3EQ4;/'5=;O'>Y' MB5E17&$*`(@7V4W-][QB[OBUZY^2SQ2.[/[/^A^AZKW]!E]4LEZE BO/$/VTQ<]N=><= M7Z/:LUF2/];0(.-.&E6?RLM?:U2\],F-
ZDW$Q8]VM2]\2V6-*_+[R.=,.IPU M#)WOKYI9.ILG_:N#$BNNI^&;EF00K]AA-]P9M]L(LBCD8:U173D1YI&-&,';&X^+&.STMCM68N+Q87/SHR MLA E-"-D-A")2)D4TUV+3&2SAA+BR1KO!;B3DWU*?+0?
H*D8BS3S2#ZEN5S" M+9V(GK]_5-3#"0+"95'R6?)TL<#!A,2/X*&(ECXG ?(=FE@R?OKL4%?44QUE M[2\H@3B(8[!])L:6!&XCM\6#F1Q0U]:Q5!0'I]T!059<(-QK2@]"TFR,)@ M;-#)4]* ,0A8& ;*$*%S.*&\H<3>-
!W<,Q?;/$NTKFL9<\2^7[<734: M:$1:-B\|53%1-:%K-:Z6E;[9;]0UXH: M(4/>3?"+_%UX.>+,L415QCP!F^! G@(>&7XSXV)/N M^L'QY8"-S1#BS(X"6FZ#C3'Q[#!P0@_+SF =+]Q9MRZ]]($?]XE2\/LL44O\
M2M6R3B.UK'NIEO7A+-++NI5Z63\2O?YW1Z9N!K47CG@^0QQ#H["WY%91%5U4 M&VBFFO7A-J?HCGM%@Z<"S"836_3&\3AHLSZL0;6Z.'70C%.I"+/(Q+I)-;(^ M[#Q70S,R3MP_9L3W$&4V^GBP"X_.0"/K4FBT8X\P8T
XLONVAYA+\4)4(.SV$#(< M(,;L]3A25[@N)AR) 1AFKD]82!'\1T]MD38?;ZL6EC_-*[ZG=M[8+-P/G?H MBW3Z>!K@"41W8LSLRD4D'$SM!;Q +D9K1LGMJ]/%B6,E)V1\'"DC>Y6E,M8H
M5<:ZC95YYS0YL#&4'DSE'+_#F!C0:*"#LEA=9O^D-+L(8:_22]V1K/2=6W<(MKQ^$44RJIN,U+Q2HRZ(G2HN*('*4]>Z=&_,0.MD'KL&(<4&:C-?O*8UW*'OF M!_[.C7:D''#)>6OY4Q0
(;78W$+EY+*.M[1#I;K(T%>2X4B&\8K1G2-FTB/U M(]7 A:=*O7/]',.H:S['/!II">O!*S+BC0%+35U:"+% ,E*8[E>"ZM7W+A M+%O_.[?_)PBI'QB\L>()>M3D&U2EZK+S@=+.GV0\GM1I73R^[W>[9G"D:5#6
MN!8]MC\Y.1P>KD1Q-4,OZT/RZ[U/SK09/=O<@?'-:X_9DUKUT>5('3>V&[U; M'\92K_=.(-5X6QM/*@K72 =UY*@^LKAJ-ZS.XNER-ME8'A,7Q_L[,78=S M^]C0O6Z-=%''E=T&E3M2U2W9>(@[V
<[HF<>.OY&EX>*=6DDS;#M@I'UX3S2 MQAI'VKQWBK2*#_6S9]WJ-1+I4$N-D"PID1,6D*75<#M&&\X!]S#,.Z;69 MV50MC?S4L0]?%SZ+-;>NEYKO6-]%#@$)Y/XL&<0+FXDI_OD"!2SR7.A9_'XS M/]I6/8VL56\B:,W:
[Q&":"!B2PAB42.%8%U$$';T[>3-W!GR0A_%[LQ%PB](M9E#,_G@[)]M0+8UT5>^0:.]D8\UC+[O4W+H3FN]8NBX=D$,#2&3B-(C-9@Y] M,]_:4"M]'#W6,J&?Y^A%K+@XM6+="\5W%*V8E=<_"&]2BT8*M5H$V VI:TV5 M?
1)X-N$S< !Y,VZ()$UJUD@<]8]"FCBY9V*R^$8H5Z35CDZK1LWV*:NIDY!# MV]O.G%"._|Q%|)MFFP;%-))1O5Y11L9L?[>:?BEUMT89W9,QQ8ZK)0N6^KO! MF@HT];+&Z-+KK_,H-9"]"ZLZ@3>T%Q2Z\^+X?
7S2CT0VUK5$C1]0K$@6. MP%^WL5+6K5#*&]5*[1R'^KW.=B-QWR'3*?)D%).=287T< [/-|2H]9312#;U M\L.*0\KW8W'G-8KUE5%6=C)W%.F[XV$#TR).X*5&CC=\R\/?#/LQ;.4\5W%&KWK@+
M2FQY/U;V>][7X55UU1I)U>SL8H%4MY18XBIF)WN!V(Y1N0.*&QC&E12LCPV? MJ]@]#[H9MZV\OU<*#4IH9)#.$Y0[O]UOZGRG@B:(4GD'CECOU]>3;4@QC;Q4 MS[!WY&6Q-XRUCXK:]8-
Z2/'D4!]M#G/*'(:0]=2S33R5>NA@3Q?_QZI#P%> MI/Z.L.F!\M:T2*D@9H06N>EU+2??[CKO1,*;G4>L?*AL[*KO%6 M'KSD'@H\G<34KY-&;]K7%Q]X3NNZSG6>)WKOV-GL$HX-C'?:UJB16>K%A-J; M0';CF/I;/#9
E":U:"2'>NY?>7W(NR+$E_WBQTSB)_F/GLA/GL2?>8LXXT^G M_QQY_PI9]%Z-R] OBTV]@4(YY*.1_I21U;TQ8GHR9P$8&KZ M<@4IHE'VK.AY? O[UST7!HZ8)X^C6]C'L@ OC*;]LU^*21K(07$&9-$HTR# M/8]O;3!P/]/
NU^(>V8IF^$%^X;F#X@NFZ16K@OH]%.5GSTR=W!0A+T^OBGV MT35Q@M&4(BE;P%6>_I9XEOK[?GQPK6@018(9&F?V;MU,H&.3Q &UA']CPN.) M7= IC*;2&WRE//2@\XT*\!R=.IS[: J*0?
#W>|%R%0)&OD.GX'H1G;QD5GCR MB*H$C.!DR3GK=2N+]+(-^,X[)#HLP*?L M$.*O%%6T3M/\VS/"B,=+^$_DW9,)?W(H.H? U2<+Z><)XX7(MDT&(^.E,PAA MH=PSW\%S-J)RT'1)R7P47 4<41@<\R3>C22C<>/-
Y/YV5&@*'249$8$!! 9Z MQ1/W-U0]>@&*S,4G37X5#_A5]H9I2W0/I]QKT9U(UPQ!A'.>4C!MM'7RI*- M['(?>V5#U.==VT_*8ZB:S<]&@1:3?/?&]M,&]9;]_3]S0R_O43[0X1B_HM0WO:9_8+LO;3UOE]4WFB>-
^60U]5.X$T3L4;0%0 MK.[6R!@9CYQC"F'VF(B),] ;+2]2S4BTH"N:$&8X\L:KP+7#T6T*SLH,3D* M8_KT:].Y.>< [Y"+\F U&M)3T%EQN]*K&KY^|+NM%['TY];/O:&GR>D;F24GZ M.4MA?H9!KPMA-
<(VFCK]0A[M:]X=;DV0K^X4FHD1@#]?1OU8F:B(QS]+3K+7<"C2# 6P9A$Z[X81MG)|=7X<.@X M.0F[A-5(VK@997GT2Z4ZRV(KE=@B/*,X2SVNC.1;X5OBB?=)]@/?TM2-!L!- M O5$L]]0X)%5A9>/S0O5;|3)]?_Z*
<72N1=6'FRD8XL5G=0C4:1;":: $74 M*:!8>6RF]A1/L3C*Y26DQ' M+W>!RZ-6(WD6*WNXLU/.S1_7:A(H-U7]TB>DVKP5F4R$FD:;3FZ]'+'+:L$C-V)';U&++]U25X6$?,M8ZX*"5.(2%R$/":.]R8. M(261,
(:\221)D:>@E^BZ9#4WQE7"R3.S;6,TR&U:>Y1WON&#C]DLNHDK.3_& M0P\7=O9C$DX M#AO@*),QU -$ES@,,E,]#3 VD3<:[T%+O WDC<8[;(FW@;S1>];XFT@;Y(? M:O_";OT;.QK\7QA@N?#;#G?
3;&:C/X#_AA$4\64!EV(Y)DK#L)6XM'4^T_&+ M6X<2*'D3]G"NH,)3!KI0U&Z?25B4X]V7-\MIMG=>V>ZT69C36BO4H MRVX!+$%:*VXTVI84WG(&ISHWO5BR2\;M:($*(QMHV2*.5,5DB4EMMPHQ,]"(
M5>I3AXGE[[DXT%R\NO[T92D23T*.GASJR7]^_X!IM7K;R].K\;GHTM"OZ-G M+NYF2)OE]>HS8F]%9[S1QP0S'Q&4I\S',R>(;CYE\BX3< =3B+RG#D=7@=C' MS[";V[KQAO6;MG2^ODW2]Z#E]IWECN$Q.471I=MK-
WNC*M[Z]M'.Z,I1Q=%-*E@=Q*WB6:.-]'9?XL7 N6TF,\/7!B!(2-LCSV8R M)R0L43K].D+\U?>2W1?KE&#*]4GI9QORG]*(W%T4'24WY:6X6V5Y>P]9I6[T M'"+JDLN]NF8V&W7,SE:&7E]M1;J9 4A1WT$-
'L,WV%:MM!FWDK;4NLE:Z3:NBX90 MQ"G^4]PU442C2#$7PS5RIJ$*0B'!$#9!E@?\9^DE1U4"YMH %%;#,%OW\0S> MU?1NDCR"DC0C6!1]:RXZ$A\%:Z.0SP@5W\I,]:^6>>L9Q>1S>>DLBCQ_=8=< M,@V$BJ/__S#\27C_+
(VF8U;7*ZG)1/I(R2JA0S7ZPG$E^CLX*@^-Q(_>.I MNF\DX#._<"ED29H1CB$.H5;N=U8\-_88;Q(&1F,4<1M$_IZ(D@,&[;,9R3R6 M7/5E+W\%$(C9 YN%\SDTNTTF-L/@U\0G#2#5B;X/!92T%^)]+877?N6M-KK56?<=6QZH
7]NGHT]_^/[OH'?=./PW.#P_?Q#(-%7O?UCLZ.CRZ/#KHV^P>CWJ5]..@-[>'!Z,0^[9V.[,'AI^/ST&M;KV& 4Y9K>W ?13//L^BK.3:2&UZEGX]_^CCX0_:JZ:&B M' .\Y,+N=JWTW+/T6+D_#"1WO@7ZOI*^K]
MJ=N^H0=>I^3M:;_C]BA3WBROSFQ,6>W5;45+U\TX)C^]F]]%&:_6)E_V19,(MGS)WX,__%!+ P04 " "QA6Y9+F:%CE,, #:L %0 '-L9V83.+OK?'YW1XW@RZ?>X0-1# :/XHD]9_]=?_O]7SW]S MG"^8XA)[/6F+[VG>40]'%ZQ!>
[]?OEPVW-Z)^>?AN?W7WO?G\:]TY/3-&?"['\-!BLU^L/S],P^,#"V>#TY.1L MD+7NI\WE4T^|=MAL_-,@>?C:=&_H]5G<=OCQX\=!_/2U*2=Y#6'0X>#WK[>/
M[APOD$.HY(@K:>'D$X^_O&4NC;2R'TE"WD)R=KYLBOG.&I8"H< ME\%\48X]^1MG ?'D5#I3%$AH#I]C++CC1F$H6\.8A'E.1%'D$6@'T&-*YB'V
M+_H\F,V<[$62V+^W_1[QL@3AXV2Q#'!_L,$*%P5N%,2LOX7/:7.)M4.N)-3B M9X%AM'3F,H(#YI;Q#K[YXS<4AHB*6X*F)"#B)1LZ0%,<)+V4;9+7!U(B69AR M2_5ZR2.>+2 ?\6DLC1%W9@@M8S8-<"!X]DU,:4QE^L4?
(]=E$17\'KV@.8!' MU(-OP@A[&5D$\W'"KQT,#4;H!.$#=C%921*_8:$']:B+60P>""BL$13<(^)- MZ!@MB4"!BOSBUF8IYQR6G(K0K8<=T%4B!GEMC%)Y&7%",>=CMI@2&]O),;,"
M##Q0!+]QXDD;'FO/5(L40VH^H.WXOS']MLV"_3&-0&Z_X6""O05NIK%A5;+!A]%,S]40A TRL@65M@&,XLE MI4)/PX@8A-[BY1ZB<@%D236QE/$[Z&HEE/(N1C$\8(' C?2N44C!LG (&:.% MS&1@[PK[Q"4])/H=C>)YQ+
])0G3DMA8W= LO;K6]9X]VLA+C4*WQT+H?M$_MZ??6F,SF(LVV)N.@T-U+6&TG!M,6 QXM%O&8#A%XD?7W0[8H"SI9(X|>W]^% M;V@#/OWDBRZL4QM@55;&NNC,"67N;#4'8$[J\N=%U[+8)VYY>*K'/[JXSCK%
MU8SV\TYIUW!_;5KM!2%1CIZNG/>W22_H06TK:VJ3!M%#7AILVJ0\]"!53\C9 MI&3T,)8YZ99JFY;67E,=:UCQ;*+6V!BV5(GDS5U;EL"$&!;$B1N(JD;O-HF< M'L+2M)=-\J<'J7@+R28+IH=':W_?IK6EO4/ M%AAW-
;M;G@GG8L[_P&O,"W8\L]I8Y3***7C*/@2\BB)<1 \-F-N0GA[5TV_U_M$[AEG-_1K+D"3\/1C"*_022,C>3(^P\$1U*6[OS4(57M6VOU,5O;L,/,V%S> M^;NY,57I0[7>QI%Q21P&\JZ?Y3].")\G/)?Q7@$FK7YFT<0UZ(','7D+0@D7
M!,G!_/-DRNQU1[)<(U/;$-A"KZB\ ?>6,$* M8.4=[*RAR7.U6(OS52/WY'0%MB"8MBE%]+8IK&EFPZK9*L39* "U*2^OA5)7 MN]B4H-<"5L'6V;2UK">:56)O*Q5,CA/(-*)T.[5(,9@21]VFZ2GW<'?K]31]
M8IOVB2]!;"5K7,,H'$Y]*\&OD%2VR4!4PE@Q*5O#6%@RF=K9))M4DHGT):O" M4.OTF6$.E>9Q;)*>_&0D,|L|^SP73;:4I,UMK)%P$9\[?L#6AZN1*'J%5342 MY80VJI$8+5@HR)])T._#TEEA^"Q/"LERY=A1BO8.L-
7H624[IR#US4&[Q3,4 M/&(A@IA/>=25-FZ!(%A?(48<7^'DYZ2TG#:/TO]C' 1"_N&JM.8T=Z^_^4 M M ($XT\78BPW A/-(7E(EI?*U7!&TY9V?/9&9O%P8#88Y&(CM,M(F.'1'LO1B
MFI&,6&:):AS/Y.\3"EHHDBY^V9H9*O+RAM]N_+*;G;.M#^#2A,0%&Y*>?=W^ M8J/E?7RCV_ZR3A/ZU\]NS(,'L%77OH]=Y:4MG1!AML0-+T/LDGC*X?< Q^)"
MO4T+J:IG]]#UO6SOO6SOO6SO_ZQL;U^WZ1P&5==)-1C,$MQOEQ541KG?M6-,_MA0%IC=(QTJO4L]Q(L6CC*^C,;:HL"Y0N'_6E.E6ZFB[VDSX5Q_,K<$N] MRY?O7#+Z!GQ=ZLHM8U>059%.]3Z #?@F= 6\;X"O8
;\+WF;^OB*QC@O1AU M_Y]MI&!&72_S]H[U%U8K8W;!!?[$1B[$:"'.@F?,XUQ"';TE3[QBT)6&Z!:C MIL>LW:];-,HK>G1AE0[0$;ZT.NB1^6*-0N5%A&7M35_>EY.DV[AP0H5"MY_A M(N!ERMVMW8 "'!H].D-0/@LEK:ZE3(]"=
[&'85&Y;CWVU=[%UH?]D] JDB68T M61GYL_W\..AQ@7_8B[]*S80NW'_:"_? 5:,?[4=>/8FN[1*=V(N^K5(5;5[8 M[Q^VL6>DS0XSM?%MBD:U6BQM1MCO5#;:AM+F@YGZ^I894;I?I0W_)^O%H"#W
MKHWR9^M15M^^]U$?;US B_:P-J^IK)V3MZT]ZZ M,]U>A4&-E*=E3&GM6(1-5]"CXGK6R.^V;H/-6BZVMBQ-6"5KN5A:RF?X""QE M CNG3LS3\$6>|>1D1HE/7(@T')1DWX!<9\D"X@*U#G?GV(L"+-OB],\E./ R MA\O-7<>3?
TDA> 55?D+VT!28.D!K!D>C\[57&$CUKHB42.K=T6U;LU.A4:'' M>Y%F,96C%4RDS-P\L8W()OU3 I>($U<'A_XHA@O'-D4B$Q6>T/V8+8_)8HF4
MQ_+]#&%M:5"M"6LYR6G\QH=Z4.O/NVV9KK]@Z3>Y39LWHN0,.WSK="J9\J;'R$E%$3WE]RD^[F=4=SX*U<:QX/K#V3V MR*R:S/@2P.KHMKK9@D5]_$NODYWV4Y-V5G?>K+*@K8+56H*V6(_-R&?_]1^) M".(?M '#P>E-
ERT:E_:(Z-SVM VE4929"&F0(Z2RILG=$="1+W#X;PA_;U@4 MYH6@+0QGB\]>)#2[,A%8_;3&P0I_953,:UBG"H-:S(<'O$ $1"Z||V|(AW4C MY[59A2.;#%'%&NBG<LQ_T;U8=FVLXFNW(UZP]W&]CV8+ZW6L]D JS:0OK
MT.PH-F\V;4,=FA.Y][Q&D<1Q,V!?O=>HFSAJ%NR;=IMJ)/0YT*[#WT6T>^X@ M6;V7G-7:#LS2: REU:MQEC!X.|4@GT<+^+Y>A-O^BXU&M8?4ZP-V MV8R2/T&*/8!)?
((VDC4)EA'=/,I6R$YH.%HNEU__=^"W'2WGU!'0@=YR#)S*UH49CNF^S>Q-HL7]J8KF MZ"X0/I0(%]\O<0C+9]5&T9&QM?'17!.A^9'QM*)+85-=^*&U]($X7ON4I8D4 MFT>E@F8,K9.'|C_IHAC^.9_4$L#!!0 (
+&%;EEMI4G@[W<.^F"0 5 M &UL[;UM<^,XLB[X?2/V/_3V?E975U7W MS/3$S+TAO_7QN2[+QW9UG[-?)F@2DCA%$6]^V%;_^@5 2](E DB0()B4&3'3 M564#9#X@D$@D,I_|Q_]^747?/9,D#6G|S^|__O#C]]^1V*=!&"_^^?
W7A\GT MX?SZ^OOOTLR+ R^B,?GG]S']_G__K__[__K'_S.9_$IBDG@9";Y[VGSWN,SC M@"07=$6^^^^S^YOO)M_]^-/?/_YT]^6[KX_GWWWZ\=-DX\?)Q]_FDS^US^B M,/[V=_Z?)R\EWS$AXE3\|Y_?+[-L_?7GYX?
4JB'VBR^/#IQO_?]BV M_KYLSG\;9+L.U<8_?RA^N6MZ].B7SZ+MQU]^^>6#^.VN:1K6-60/_?CAO[_< M//A+LO(F8RI.'?4_'#&^I[F1A&+83OI"WXOR;;9A/^H\G'3Y//"W]X M38/OV:A_]UTQ=%[B)S0B]V3^7?G7K_?
7QV,1QMF'(%Q]*-M\|**(B2R>L$S(M7"K]=@"Y!#_S=_^_E9[99LVF01]NUA'Y_D-[H0*Z\L)XLB*K)Y(T%*_V&=8% M#5E_CY$YGLWMA08L63.AQC,O?R*&L_R&^?(Q5X M*^VAJ/Q=:
(B<_^'3U@2NS'W_Y_.,'(3/3!1EAK\O8!_5S\1>F+B?L MSS#;,%TQI\E*](:W6-)HL9ALGR2$-GZ0% P#'<8A;WK#_EFVYL)V":N0AKQF MA&T$I;K:"A11_^A#IMN)D!+_AP5]_A"04,C_R)&IOB4)/S7E+T^X")<1=YB
M^[[(>R+1/[^7_KZ0)^)ZF2;E\%B2YYP-P30AWCD-2(TX=;_N4IH\23CV,/6] MZ'^(EUS&P07[>'62:9IV*.5%.8N*=]^1)*3!%?M96B.FMJTS.?D8P:0\.NE MQNO]*F0+G5RS!:L25-
7&SWY5]/*Z2LJ0LIV2M4DE5^W:$TEV)#G09!0M*T_(.O MSH\UHFG;NI*3[W"SY)&^Q#HICUNZDO&.,A,F^O_"M627UC=V)>D#-[5FR5U" MG\/B6*F45=*\O_X=LI&)*VG4O'UVM:/R04?_;P])C(S7+ M,^&Z".,ZHQ'>]7O)"
[.LT(#LQ?P+UYH,%3>3?M[95Y[)=QSY-F(H09K38-,YISE3S1KDA@GHYD)U9 MKIZ?A<^$V==>]?$40]N:=R[M/5F$*=OSXNS66\F'MKY9Y](]+$D4Z5107:/N M)5MY4726I\R$3>7;76VKSF5[]%ZO_^[MFH>%9U^C?
#3M.Y3WABR\]+007\.Z M<92TZ%(FRATW2QK+=;:L28=2/1_3]@@?/ST]!AFM1X(61,'4EV^^DLO7A") M#E$UZU ZMN%S6_AALWJB48U8M;]7R;-W3D\3_SN:!"3YY_<_LI["A_]W/Z(I M"?[Y?9;D.WCE]4#S.YIY0E?
]I4!U)BQ[A4,@BCN7/1:MMXP"EC\0UT?K'^BM M1=[H"]6;]6V_5/E#RFR*U^PR$I<@__P^)8M5Q:8 (ZY@^HT6G<(_#L?V$%IO:*PV$]S,Z>.IC,A#6 M7Y#"4IVN@-#^BA2:P9D:4'Q831;Y[0X4&3Y#1>VI
MA^+"9YXH'.I04/CL$_WE!10;6AL%'$@$18K54E'&=T'!X3-18+'Q4'SX[!10 MN#H4'CY;!9@S '6[X[-4%$DN>U#_^'" B3WNF^4T)Y^RE1^S,>%_2VD4!CP) M=/+D13PI$]\$CYS M$6])!H.DZN(60Q (W<:V0B\,KN-S;QUFWF$
#["U6\G3E*E*F:!O?MF#7)H M4-?&]91;%Q0[CCR%L; HSFG,G:9,(O:W- Q(4AH:I1910VK_0.SX;VGLVQZ" MXVH,DZY. M,?U*:? 21K)M\/#73F6[CC,O7H3<(!*["#,@+E_]*.<.)(W<)EV=8JH8=!+1
M:UKT)2'3$&+)+6G$]'G*E=^1&6[:K2\LZO6)Q,Z^I1G9'@+4 BM:.I5XEBU) M4]XQG=6@;.M4ZCOV&,)>'V@W'D5+UQ*OV4'D\G7-?2ILA54&4SU3#'HZ1D37
M),DV=Q$[P#.QN)I8<\.$Z6HI%'T7IQCN2>8Q0SBX])*8[2PI._3F]SSBCJX+ M,@_]4(8WMI'G$IQ45XTISNY0W=RKOU-A[YB_EE3;L1]XZNA=U(\=R G?] M9OO\F/!D(^%),U_&5">$]4X ?41AFL#QIY/?VIE!:N!+@=[
(D,*=X!#;V"1 M 30V+($XNX_5,?R0K1%U'Z%C^N6@=C008/>!.68 S=T_0*#=!^F8 6T%ION(M'#,P /\ $%GWP3A-5$BS#;S[N)MF^YKQ7344,#:3Q=9]'Q0_-D-&ZV]$ L-F MP)A?RD"18C-A=.X:*"YLAHPME8/-?K%XOPX=
BR6#2"L"PH)FWTCO=F# L)F MUH"#":!'>&RVCO;V!PH,FTVCC]> HL)F]8""]]#@L%DKIE=&4)SH;!7-E0(4 M%V);!1 @,:0$ALG:XS]?DBSTO6@'ONM\!LEK!Y'>H)1]S'8XY6P'FR&3=UXR M2X3Z"<0V?
D<2D6IY('F#GGTA*C)%IWFVI$GX)SDDWC;HT2^"ZS3-X=*_;=VO MY/(: 29=>@SG,EP49IU[Q 5<&K!.O>-0+A!]A][EUR\38*\Q8,I]P-08@#0& M((T!2.\R *G)=C_0""032V"X,4@@0V&@H4=&)L1 @Y&,#Z4#C4D"'UD'&HH$
M.M0.-#*I"955CW[;78-T0N<3'NLG[HI3BYPS\%?TZX\UE7/TO9ZR[U7"-'/G M;<04N:*)),QB5DRZ6W-G^I2*N#0)-%WS M7F4_\]+0!PK^I]U3J:^\,!$6YC3X=YZ*");9O PZDGG$0'W<&TPC)MI"\-"35(;8P1M[&$$F
M9SG1SM@\E']O36O7?#%BV$I1V)A2B=EFT,,M_P?)]M-)(G-M&\QS2:\PN<#^W_"M;D4IA9+-&V]Y?:35CKFW?C_3:-:IHZ9Z=QW2YPCHY MYEE)B9?X/'/\@AU1(R]R5=4P0'T.YQNPD MT.GEIN:V'CKM8H32X!B"3IT8
37R5Z/3,R"H[6Y[T>DBL_;Y+H(74B:$62- MSPQ='%HS<#(7%;IO!V6K,7+3HMM"X?)70%N)=D"WSS8:"H-K>G3[;2/ AG?> MZ';>1]#!%W?H-MU&<$U<|NCT=B/$=L&ZVX,;SF9'(03H0LM;#)3\+#^UB+3[205W#FQ3%)
MYINISX:O\)A\>;,&]U)K&UL0Z N)F'Z!2*-N:2/G(O)\,=FFW'^V/.#Q^Y<' MDG".K+>YCW))6SW(I#R+3]#Y86TMR?6]!,S)YF>SKB+SE!$<%^+XGYN(2ZT MKT5Q?VHA+K2O17%_;B$NM*]%<:>?_C./0^%G;R]UX2-
L"O^97X6PSUP(\/:M M6S4% &#^&*L@ZEX+D5K?SZ:8M:,#$!/0SZ:8;29R#S.XX: Z'=,60^I^1'>O MD9N?>K&-'](% . 0=SVN_*G%B?,B3]CY]4[P;%9/HE?I"F/OWO+YRW%:_7IZ$:F MLFSX?SEY,H]/;#,B&X-
2/2@I,1L_QRG;>&2BGX1?TT(J24<,>YW&FBL M\:K80G7,N)L[9;()/*X;A/K6_D!Y V'(F^O,Z04IU0GLT0<*A1S1-N^?^DA MPZ_J,5P$_+P$Q;&B.US"XZ*W\Q62N(_R ME*G[0)IO"8BO1K2W'Q# 5O=H^'':-
(WQH[6EANWN.$]C,9Y.>4$UL>'H['SHAS(/MD2W M44*K"ADE8*&[0C/XH(J8(73W9:WF]2K2$-U]F1H:Y(<=%=G%C20/$88W;T9 M5 G!TH?179A9^)B&\<_X;M,LC $DR!;?+5M;S06CQ\)W_6:\INT8B0[]I,V_M+(0W#
(H7I1%E)XL#.@1#,K@4(?10N%BLKG:)2E"T6&PN2SR&4-A8C"_KI/O0 M))1%4#C8##%0A2TT%8M\+UU.YA%]23LK5*1Z!:;Z1'HY866)WN2;IL3_M84&?/P0D+%)-V5_V&:;L'_^ZC+,PV]223LE^W3C[U:HTUEBO]%

()Z[9X=PTK MC:*%!3KLZ8]R$^.?12'NZ@GREF8D%85Q\WH"IU@>:E\A&,#7KFUL02"F MF1/"K(4+4OS)C*GZDNLWH?<41L>IWBV?T@F$NX2LF6&XK?X8!\(X.,^3A,?7 MO*FBKD9A\" +0##5#DNH3T@@JJ5N3Q-|Q>
[\A&Q3G\U5=.)M'],9B+=Q5&UP M0)_T;@K&#+E.0N5X>4^84>2';%NJ6JZ/])S90VPF<.,\.-M\9=;3=3S;%IR= M^ADSV[G[]+"PIXIFWO*K>F)#;%E+O[%L6Q MY7S)_WH=,TN369+"QE2:
(3*N8\=O=\O_S'0+_S\/KGGV(B[X/6%Z)/39^8[_M@MDY;W]0:T%FK:]IZD6_)C1?LQ[">A=EU4FPKZHN&=X^1!C.&!=> MK6-KM(1]^>]+>7;/SN]7\SF1[C3]"#&4^@]#D[?7?>2"K!/BAV)%L;]'1*B^
M.*B>Z"5(3+HZ9HZOJ(];FM6JC_T9?-MF!27\3O[M?Q=4+]LF07VK7>E86_GR%(N'&'B7;YRNXW9P,MB MS"_(DVR3!?=SBN9XWY[ZPKF:WGD;GM' %;#O)TPY;:U1.25LNX=,,= 5263^V99/Z1GI1>FP*GPCC]ZKP215].T9
M%5-X)&&&=[E\;HE,N9AT=8KIABWQA3!I^!UPKBJ-H&K:J\Q* T+=>&AR]UV/ MI\Z=>17&7NR_<6=*,)D_.^(@"O!3[% Y#BTWB^FS\( ]X:][L93L4#D.)K M]CVQW5,,HQ[8+8UYO,U^,
<3!3L&)T"K=QS#M[QA=MDVBD;GX,ZP=4V04?,'](3O@CR3B*X?Z#Q[\1+905[;WJWT M ZSS6!_N(A+$2*#PA8'[.45S3];EC'@3C1&P+]5]"T=ELI1L0L!OM3 MJ:;JIK*U6\F-JA)AJCPTUMX<:V^>?.U-V2FBKDE?
M:;49%RJ('VJ2W5HR[5E M$PAR?#3]!=9[U/O&-M>P JZR+6G;VR1K'6G:& M$U9_JXANGFH4"#4\!Z&P&J66KHQFDU&T?]=.O+ M#DQATRK2!=WFT0*0*;,/$OW:@&:LD^1L=%.A4\A55BOC/#!TRL+54-GD<#NY MP3%(BG)
[)D$T1KVDK[LU-!&,=F-.*^!(N2/R<[8'V$B2!8Z>.X)F5Z/7*'T2 M.%KN")Z=K$H@=1IP<-S10+N<2@99J^B,5KC\%=#F&9[H+% CW+9(]="9FI:_M/CR+&9U!:6,^F%$UHK/R+$T&@VQH=.:;I2'0)DRCL[PL
=A,X8Z&A!@]A,ZJ\CV<"BSI]!90AU-!BN' M:W>JT&VW:1N]/LC:!:I!] I]L;#4A3*B%T)]&Z/LD!$9WAG8_@JV(J]'-0. I MO!DM#3H;RQQ'?=VZ9G?F#L_4;7#**7SV.%T4>HN9')./DX"D?A*N^4MX.;.G
MTM$QV8JF+^<&?)"CHFU&THREV?1AMR=7FNTZ%O.-+2 O*E(MR<9>2$>:!_[MXCV29/6P)"0#"R?I8:/V%EM#RUPA26T#"R^^)[P8>U&1_&'-0,I%T#1M3\60 M)EF%AH']:S^SV3_^]<5[#5?YJEY V>|
[E^J>6YTU*ZWV=VZDD8Y0S6_Q2&2? M)%8CV8-/8H\=*K[&Z9KXX3QD=G>=,@>U'8:T[L=X:SUL19*L%&4[MZ78*A&I MS/ID!JFW_\DC^UO*K$]^/E)2235\RNDC[94*6F>0:-NY+A##CUMY0AZ9-7T6
M\;1#-0DKH$=_)6[>^!]J_VWWDI=ZJ[ET]X?\E[76L$"L@UM*4[ELT1XNIXB M"=S]%;+W.S2+";&=SG'D1][Z*DQV/P@P"X3/Q MHKT^3<\V1HM0,;/=OMPMS;:7,7%G9CF-C8&1T]O4= M!N)(BQ,98#:CF[]-=V7:
($H!Y:SNRG[!P+UH86XK0@G0S&79R8%J8S-0S4CH MR:C5S,)'0MOLM@7-Y&M\HJN&5JOO?%'-4I>GWU8S'0^K*S#(!,V4AATZ*-QU MC&H"MS]W83!;.])(#<)BW69'6=QX^K@,1;/&;;E5]#Y&&-7]'ZPCJY72L90: M-3*
<=\AP+D7T=&(,YTZ5F_:FK^JNTD2&])#)]6F2YJN5EVQXNE,:+F)FAO@> M^ZU7$+@QQ3%9TRCT*VF[P-RN)H]VF>W57+XQ_^L=YG]- T'>D!:)FP]KMGH MDB[#=7T(N5$?
&^(MPHC<4"^>+A(B9KE"+$U;&^)$$;^(8,:&:GADC2P(4#E4 MW+'5SF8$VY@VV\.)X"2,B?"GY0?65]+8DV_/U15)%&_'(F\F+W*?AECU"X]J\E041[O*G*&0;G=CWMHLF8^=0*A<(VL=*8O B3+G;*BA6TFP^)PE[L2H_ M&-
+#@FC;NG*J@G)5P2#M;8C%RZ8\|;(I)>_1].W=I+\D5VQI*>1L\@!'@M-< ML4X;/<"&X/P[ZG=513,+0CRRWY(M9;-""E4[&V*\4(@0TE9V1"C4M5J VC8. MV /^39,==DD:LKS1.V4W^!+&:JGJ?M^Y5-PC.YN_^5C27'AMVV%
(ZSQS_RZA M0 TCX9D.TV]GA)W[5UZB00'L=@I8D'V?S4X\Q0*& M=NL;BT8/ 7KTBT!+< #H,5P$?:^,:LV!_3ZKX0@#]7*+I'09'(VT&@FLEU,D M?$BOXS1+<@U-
@KQAC_+J";TTS8Z]K>/A<>=NKXON)1H[0]/:K>2%5]K,O(!U+:6L,LBG"$17&?1T MC>@H%.S^X:L.B[Z/6QXO+R*E1Z.X"*ND="L7.[SC]>#IE\^.Q_:58:FWDOH) MH+9NI2915$1.??&2;R035:/T2Q[:S2T6X;'G$3?X]L'/!
<4:V]W^6KQC&#OZK?%5\/2 A;!'C-8LTR,G\",H0B@*LEQHG M8$/Y4A]_VN()/2'\E=*@9(DAV\-R&4M1V4[90LS7ZR@DB>)89^>AJ,=A*S!0 MK[5YZ'L?AWXU^3Z+;[I+XKLK<_AVKC 9;J/.;G%M3_K5>U'5DM:U[T?ZFY%Q
MV:J<^5-*_LCY&?U9EN\':MNGU)][34WKOB57*U)=^V%*WZ^&9U*%0>@EFXH; M03-_E.T=2U]LE69.1F OIT@>PQ7;'4O?S9PDLSDW%E0!U0UZ8D*D7"M&?4\+ M5:_:8"M90H)I=D?
#.+N.F=3J@RRL4U\X9L\D,8%0W]ZI]+^5Y:SE:[ZF11\2 M*F=[;1O<4IJLO;%RQE@YX^0K9VB3MJA1OA0V:(H,3FJ4$(@)&-QG426TU<2S M8P3H(H6%ZEXWA,(56P20>",YW:8JM !5B93($1
M=7V^$*WSO'=U&XUQ6!11SE36:DCX="Y,:NPQQ(C2Q*U#6WE.,**W=(=:JPO: MWT9B'+$ZEP %G<8QHM&[F:N?UC"@SRU@BP3H0.<[.EI?@P]$&_"#H6*@[F@& M8RAA8'DF:Z\A\W&X,U6!#6:" T/+7/
M&H>5H%$RS5PA5>@& 0VHM(X+WQ%RQ63SXZM"08" \111.X6ZL'+^6%3+T$E= M6#=[?*=5>O$4.5/?*.%:)$XNMZJU7V'<(:A68*\WA,B7M>OY8\ < !RCOZ+3 M&])X3'1:H_X>2+\B]"F;*!6 R:T8!]2E')T$\#&$I9E
MEKMU@+8!V[:6C%O'C!.DDG(_Z+ZI*\L#Q(:%;AXXT>_:*D=N_1M8AL6PI)W; MUP/D(!W%S&KY E-JJBWR-=EH+7[KN H#_IFL M#A0THM0?RG1NF&K5;A+CB7.%U =%,V]AB:Y;\U]7%1;5#&V9Y3L02]!0X9B0 M;*-
Q'IF%9IG5/D?C S*,CXRBTO;!L!"[L?!@91K10#54I=HJW^A.8(:JQHAJ M"S]8@PFK*(@*G:WX$B%L4MNB,7\L9XCNKE!C4A2O1Z"P@)D_R))N!V)]69XW MS+XNYDVK31U/BHI+NA:4GP1#+XHVUVF: M+9;L5
MAB_Q!\AUCD[+*BC,=E$/).$*87J7D"+#0S0>C()LR>C63J'AR611\4/B^WB& M;);=[#KE#[D?[#6[C,2XLC5!%OPOQHB9]M1\LQL5*:F*Z1^=5H$PJ%:Q-:AY ML?DASMK BXBUR\H-/5X(? M]\=?/O_X02!-
MV,^B=D../D\84/AQ0MN 4R8GB!9.MD*59#OS#:?$_V%!GS^PU5D0#;._M[/F%90RT);6PFJ"V ?>Q56FL\8OKI9*HO8I@2C4.DZEFH@K?>,S4\IF791%9 M)&P=!NE_US* PQI;$.C,8T9F,M],_3_R, V/TZBJ FD;6Q#HW%N'F1>%?
S(S MB,ZS%W:$JD0%G=/TT+"M"FC">%_8 MGK?,ZZO&R!LT7GX[0O0TR2IDZ.Q?^T4H3=/8U)$E'PDK:N96V M#%NX)U&1_'',RW4HM[Z'4P2EP4J"1^(O8QK1Q:;.GWN MC++1*]D^(0!;0P MC#L$:YIZT:_L^+5.KV-
^Y\.3(9F8E/M0\U]WE MBKNRWX3(+KG2MG*CPY9YLBC(K[LA4[3H,G8$&XET[[;1L^Y?21]CI[#U*2 MJE:VR#K:7AKN-2Z;DT;+5#'QW;Z\SW$%'"_!"9O](E#.?(..T-%T?-]?:M. M:NP@*29P3]>(2!*3K!A X&9/X
I_C&8O/=R/F8> '1+U=9,Y6L?<=1CZ5)Q]*D MG2, 7RI0PY=#ND%D-_M&_O1T(7M-5T2-;0,VNL*5.&F_:B4@>1*M)@5;:*>T&50M!T'8+P<$+<[XDD+ M6L'H^@\X .ZX)=M^>+-P.B!\=QR2%KZ_^CP.1.R.$-("8J##$ C=$G>
[(Q- M&1;B=GL;F2W!I]HW7U 9*X/2=$-#98F/?Z*/^TYTBZ#M&97JX]&'L"[P>P5: M+3Y+A,@.C,+V\P@?604L5!V=:@ XN-_PP#6[>42I'>S< PS$D6'VG<%7YF[/ MJV-10SME]$ZHJ"$>D@'H112NN69^)T;-
,DY13D&"H)1CJ,=TB'L;VV J3K@=M; M$.LJ3-*,$_G1/+LC24@#N4BZMC8H'(C'U1!?1]?Q.L^F69:()73/5I>"V '> MK0,A1:6O3+SO+J%/WE,8L?D#EQ;2OP.Q^=C,YODJ#6V0!J.PQIW<^%K4=K*Y)D12O;.
<1I&)3!7L=U3H^XVH#],*#A,BE7#;C?::#I50>< K_>4W8=IUF2\^U9L4CD M#7N45T^UIFD^1-E[G?$C'R,>/L:1DV_DY!LN)]_A=9<(U,_C3'I)9MZQ5SS" M0?X;Y=N\]*ZW4=]>4?$"NU?L
"82#DEJ_K7T#^@5G^:HH&O>N^Q*]:#O,%3Y M>]5D/&I?Q&>0Z8+-;/E-([R#4_GK:I/>/WQ50@#U<UWAZMO[^^+@+O)B[3;;Y:O&,8._JM=5+P$DA"VNQ1]?]'(- M-
7C"R"IY"JR2NT.P^/A'EKJ2:M*DKWNNS)67?.,YBB;$F;H^/:$ "MZCK&6P M@\)=UY'E]-SRO]3?GU*7EC'%81J+4]TR4"K]> MIMI.,H\-1MR*&T,J:S6D[ZKU!5)SSQM&G'5&) 79;YC0Z,/0]%$LH%ML(UF"
M,5D")'$)58)]%]8"!JHS#,Z$Z^-#_M#HC4'4^U%:2Z-$4@:G5NL='62EUR*-;%?7'.@K.LT0YA4V.L@,Q-*3?J?4M,SI+0STE ?00Z*P(M$T2U2?9 1.Z*5Z@1P8@,@*#]%$82P.JKQN%G'98S& F>]6VQMJ?SAM'_H+#B$%?\&5=C,
(%X."!\/&])9B@4Z?0^X MX56 A&;%H-3R=B["6VEO2Q7+QFH'&D8H5///2;6#[NV"P=2>Z%H) K(>T5DT M[1#K4E?1V3 PN,T(E]'YLJP:;(- W.+S:MB*T?GT+'Q<:!HG.NPM/C.>+\Z_ZL).\E861. FTG_0B*DA174;:2,+ CS\=]EON
&3*&<2M-LI8.EU==PE[&2G)5>5M!I9 MXDZ)>XW=A[G+^>?5T7Q)6G6FZQJ&BUIPZ'(.W)_.<+W/KB_[#B/\>.3JBD* M5PX8<6F-.MK4>'*+=KR6@EQ+:9P8]'S_"*ZE\!'(J*TE=#-3H1$I\!2 5 CS$*]C<+LQ@%T"56#T$)?
YFDG-EA66B_"?DC9S-NXL5!^5?^-A), MPMVVN/MRP "&YB]P&>S05LHQ,.(=!D:[B+/%_-^RFG]?OK%8UUXAOW[E)D* W>8 %P7D^3Y(2\?"'-;/YY2)]FE])7C*;J8[F M8_F:SX9B*=O;$^LG0[&4[>V)];.A6,KV]L2:?
BK7%D_?,A01W->BN)];B OM M:U'V;?4,N^+SH\+V[6\'36_3MWB,51!UKX5(K>]G4\S:T0&(M">AG4\PVZ["'!=AP4-V.:1 (+Y,77;/Q23.^J 4W(4!06%>+PN[&1/I]@$8P M?D@7
(!SP$CV@=6IDE6":ID_]K[&:4$55O!U01674I51V)6E4I.E'2G7>:WTK_)+V.H>/*?^V:TT0M"H3$HWZ]HKJ\G5->"VV['"QE5EU85(E5S"18 M)R0XE%\%VNT4L/0ZSQZ\B%1.0K-Y140E*GC'4\'3[W17^@8].B'/J/J
M*U0H,VW[D:SD!,A*'BHI IG8E*%05+\./46&&WN]QDL&YF),Q4=DP)X\6WI6D#9BJBX/KK3 M3!CHHBQ.9* C#=T<5MA[5710-R?*R=O2 &XU4_%Q8S6+EL,W<0&&^U;OMDAD
M1SFA.SKP8%#)KKZ\AGAATI8/\4%:PTN@PI-%P MNQ%;10=@XW"KB*RB Y!Z -&Y*[$.1P?@!@&B[9Q@&,^K M,&(F=&Z^)KH8]]ZUZ\&V06?MUO]B0?TJ6)30*%M9N"K5TE*A4J?0<%SD]P6Z MKR&G+L-Z*0#2#D:E"_A-
;B>;5A+ NNE".CKMB:Q=>N.MFAWPW+PT>P%!E&G M"I =@M46X?=N%SD&XR=3PQE^4"GJMO!AE+LH-/6=F#+&'C]([LOH94Y6Z]K5W9O";L\NB^ M=KM]0\V:A>[SM@,+8!8$(K84@3%6Z1VK])YPE=Z&#"U[V,
[J]OYUPIJL0J'Z M4U&HED^/,%Z0V&=[Q%8^8)%>X-,*M&XJ\AJ)-);?U2NA3J3JM?PN23*&EAE0 MX2J=)F'*)L<56_W36'@0U@EA,TKX1,N6A54XFS_KR6GNJ!8AW[6).?> M.LR\:!JS-1(IBJ< FEL0:C@5AQI5YSBGN?
C07L*TO[>2%3)1->MZ5(W[G@::7MGTIB]>$AQ>L.C-6G>D/WUAU9JPZ\YZKSMRS)X))M02O&R+#P#AD6IHLP(C?4 MBR6E(*L)_;JV%L2Y?/67W ,RBR7YJLI&%@5X?*%Z 8X:61#@.A8KGRDOCYO2 MTNJK57F@?
>R+Q\|W#TM"%+,&UL.":/=D$:;\E!EQEX3T:YRR4V,X#YD\LC1A;=MA2.L\T7QG46U%DM %*-NY3;6N^(*9H71+ M8V__DTI]B'H&EI9/.7VDO:>[JK2ZMIW;I%7RE%W'S*+/Q26$/+- WK!'>;4)
M(;KF0Y2]U]D]_"3G@AAPZ[,NJ]?/$OXG/X^?;33)C*;=$6'3I@]:=C]%;/VF M>X%K11TF)<&+3)T(GGZ_4VE \CMZY28O;S@FXKE/Q+,OIZK X*&X^F*$_4BM MV?! =2+[DURM1K35(@N?3*FK UT@,J #N2GD^!V;QR
M&E9(KFP[IBN/Z9Y(R]_!F0S=7&UJU-$&,2(HYW%7YF^KN8TO8[?9Q1BZ MZ6Y\+#T(?U52S N,(4(SI6$GF>HVK+FM0C6!VQ_F,)C"'6FD M!J&CZ' W..QIHH?=VHW=0I3$)P,AXLL(U\67H=&J8'\N-0JM1Z5;[7BV6^E7
M/,FB8*=,:(QX3-8U"G@FX M^\M61GVNG>D3'>7>-1-KS,5[A[EX%^%S&+#/?L>GQ$86,P-I:D&87RF;IN;4[);:G?E M.$H.L[N)4_>"9))J@9SFF:I>I/8-C+*9(S+PW3 MV?Q@?#+*V3"3-
&5'YJ4KH/S3#.8X(J6CB4N*%#/EUZR@(XZK)-C'$GXS.;Q,QR# MKH/;+"LOB9FJ3^](4M 5@D >SE%E),*H9F)>6+Y@MS]E'8:HO@<)M\A"W.6G%O<@]6=/$U(EB MU'?,.3Z%G&,>+;"D44"2M @-
C/JZ1A6G[&S*G6WL6AW]1@?;XL.=CLO7 ME,SFEVD6KM@RDNF#^D:#SU@%V4Z8LJ4&E*TZ1GF,41Y#BO+0Z8)J4@'P[A(= M1H#@%9A-+@/11:R:08;?>J"+6S4#VNZ([38AQCIXE37C-
@/"&C2SH!"W$LPC0)K@%C_AA2K!>06//H#BQ6E*&EX50N-BL*WL7U] 1P&IZ-8Q1 M@,+&:W8U"$^$@L9JA)F$(T/A8C/#X*E84(18S2Q8)"$4)6*KJE%&"Q0W
M5L.J713B'KVSHIR?)FF^6GG)9D+GV@S;C/ML3(MVMGB#H\1B.V*.B<:GG&AL M(U'KZ#I#V-],/JZ$WI,H]RYNTP'Y6TV?Y#8Y)TR]Q2(AB[($>GFW \)HU-9EY*@ZD6H$A.>;?9M[KR-N %X\9(@+^+M[@-G?27),@YY=*A
MQ<[##_RSDB+KG%]1:\,IVSRK%]3LG/WF1,;F,#N)G6WX?Z_8ZJ4)%'.#)XVA MQR<0>@Q2E.8:<1#AFRI8CF.OQJC--W#&J,TQ:M.)HI"H -K*2'0\06V@;&WN M0WTJB#!W:OX"Q\.=1U@_'JU-
02!F=VYA..86)G\/_K3/DW!W>3[QQ/U:,[>9 M_D$NO6-0:48GV.@$ [D$*N%$A]$FH'-/BR?U@IB]Y+S*,[;535?\KOI/H=@O M7_E.!_.5=?&*T8$P.A!&!\+H0!@="*,#X70="*V-B &Z$[JS%GHX;?TT\?P_ M\C 5+VEXT%(^P^49"R#
(>+P:CU< (N7I?A[=)?2*)BOO.I[S/_B/M$S1S9[2 MTT%22)F00*'-SC9?O'_3Q/"BN>V#>QJ/F]_'Y*S\:Q>,E_&4^)!M4*!9T<$; ML(Z0Q:' @OF>^'01AW^R.1RP[R+*LA5S>#O-*[<)/,8Q3?,5"0Q=,5;?,KH@ M1A?
$Z((871"C"V)T0;P"%T136V+ /HA.+(8!ACO8/G0,.,+!^O%B@)$/K0[@ M/7CA_C))*UF*$R+2%"=>')1_Y6\CP23<%2UMZ*EK_1Z7WCQ+PHX>OU/V^$DJ M!NZ5X>|>CW/+4DXH5,2]\0U0\/:IXR1:/\<&#!ZL]52-
RML'[6T%FOI9^*S+ M?++T-,=Y0D4R]^#E 6R& W+H6#7,!N2XL61=#]!/8V2@]N"+^,B4XX[:G%-Y/)7.%/;S MS LC=LIFLN;>3CL!?0_&SW7I:V@HW.A;>(>^A>M83#^VVCR>.%@D48E=ZD/[V!?
OD22KAR4A&5@X20\+HGUA2VJ9*R2I;6#AQ3RO-4F)&/"'-0,I M%T'3U(93AS_ZFNUO)+C($\YR)4I-"".@9*B[?/67W "H]>*8=V]_E$V3K'*, M9?_:+T?VCW]]\5[#5;ZJ'U79[SN7ZIZ/08UZJ/V=&VFD(U3S6SP265/L4,D> M?!)
[;%9_C=,U\<6=9NT.!&H[#&G=C_'6 MJ*)%DIRG9.G635C/5I'-S2V-O_ M1+#S>KXX,=3.Z99/.7VD]F>@ 6*=%:5MYYK"3/#;_YK0?'T=^U$>L(V8>BM2]PLM/>W](>]UE1;FY76<$69K M9H41.DOXG]R'<;9Y9,+4;"--NR/"QD53?
D[3[]>(K=>Y6=!"[ZR5,R_R8I^(M@RS;_*9!(#Q&7K1GQDG/-D:+4#&SW;[L#/Y;%Y0X5]YOB!+*L]S9S1) MZ NO0^:MV6\R607H)H]PBI&91LRJ()F7;"IVD4:;P3HAP:%*&O+,P$1=,<4GM)PES=T*Z]PDQ5;
MV%T2^F1+B2436]=^#+\Y@?";XQHAMS2K^(#9J8M[A9DBN>>[\4ZH5O]@'5FME(ZE:N!C_FV'^;?2-7]J^;?N=D HI#;7F^B24V&@C0,OT*6D MJG&VRRER>\2P]E%O&@>DN37B["U=6!B+VUW2&CH[\?-[\,YRK3]-
TGRU\I(- M3SE.PT7,#D^^QW[K^3[-!4G?9$VCT])V_1K&Z]RF9%M3]XQ2?L=)FE/%V%$ M;J@73Q<)$=-*GO*K:VM!G*IKH-AG"HW\P*RI.I$@[>V*=<<6'?L0S.K=;#T? MUUQ;QD18ZD41\;XKT2 M/_8^<%(/F@G"P+.DG
1LH5T]_!5(9&\E166AD68%PF0' EX5VUOP MS7=R<=BT.CCFK[4U2$]Z:9]4D_WM9[TG!5$]_Z5B_KAX*98!*J43 MJXW",E1.GD[?9G5(CEG]>!B4OR17;&]7;")-'N!(<)HG[00_>H M9B6]C:UH M9D&(1YIY475:GM,T2_=E.D1('-
O9LOV/ZH1L\9AW2O?T)8S54M7]?B2A>K\D M5":$/,$S2;(P9=M&6&"YD_9 M/(^FA4.8ZT82/G/K[SQG1Z[]E6\-/.-GN$7);-L@C,31_X'X>2(J-UV^\HL- M$O";2/X]\DQ\#G9D\I*8S;=T>Z+$1_=UXR2\0-?
R"^NX:*PZ"G8T1QEGA^QB^J MSO,THRN2B$*#MT2V"4.Z](YA6S12QNH$ZN,:A;"^F?EV09ZRO7[74$]">KFE M&F2"7.*VRFV WG#'N6]\GRU$:IKWJ/L>MY&3?,ARM[KCO!6]"+R,/1+SR$(MB*1/CRAX>B]
(]&I#Q_(6%Y/"K:@^,*N:NJ6Q+._K'TCR'/(DA#KWQ"T5H2"D M\/6GM7[40\]I,8&N:%+^B+>3D3SU(\1IC//^246G6;8DR>/2BXMP%BEO;-_R MG,CH[P.'W(]TS;O[&=6](%]K4-O>J?3R:N9?4S+/HYMP+CLVF71UBFF;<%GZ
MDQ^6-!';X2X"7TZV"^WHEK"49-RO<9=0'NP6G&W8^+(A+T//XT59P2V4E/E:? M9C6M>Z.[%:&]3*C9O.+'D6&]G.*IB[8]O[A]_)K@/HX1I&Q Q\)MI<54]_/ M5WG$76G,S@_]4'8*@'=T2]W][8]"\O/L;%YA&%*>A>$=3P5/KZ?
|BG@@WF5- M<_>DT6U#78OCG90ZN(-7#&.,MNP;6X_(T2&,G8CGA)FPS!0J -H>PN82G-8(M<^Z&WPF/R&9'NV=F="Z*Q(,+IN.OO#!17>SA$FX8WX6=HPN,1V,@D!W%!;I[MX3#&[WB"=*4A]&\:U(B)K[V#\&M"4VD=@>
[>A&O$4N7^*N(MXH#3=FGO6+I\ MU3AF\%?U:^TV!B17-0>[WS8AMBY)HF\QAC76;Y54'\-L+@&&$19+KTCGF,7U M,=PMGH ,X2-[4UN,-<_AO*%ML5X^ 3W"%LGAATDI:K&H]MWN1VU+?5*-590
M$72D;=^/]#=C42RK'I+]EK]0)-Y@A&@BQ0ZJGO=$*]<[1#4YG<=4GEVZE_$."R*/ :%2/#4/U>=^7(O$B0NB6OX2EH.':@7V MZL=!OJQ=SQ^#[!NW=7TLZ@WIC0XZK5'OW=&O"'UP"4H%8.+KPG 40;!N024& MT&DS"_-
:$OR&;@+86,*R&#BWQYHV8-MR7+NU49T@E="0H_NFKBP/4!8VNGG@ M1+]KV=?=FF)8AL6PU@]PD!Q6:G0R2$8%F]R.D4U?@"O>871G!'#\QG9&=%XO M#>79 EE4S4#<#B:3:Q=S94(.BLY>;
[.$R)>Z%XL1FY1A4)X!"Q&;AP"O80!&B,VK@Y6V@$+%8,SOWD*98)107 M-CNF185'*&1L)HTYRSL4*3;[!L+,#<6&Q:K9W[,WHG5\4^*=ZRTV*MQPH&>$ M6X"'O([0T<%B%K4;'?
FHE+YKK@MJN+6@K@.^!S4YS1:0*'1\L1MY!V$\+>JNWJNF>L.%*B/AETS'"8B;:&Z-R M5/CO]BZ)9H.#SL!L4$D3ZXM=09-A,:FAY3B@^;#9ORR#Y%O$$/V$Q9866N^"<.<%% MR$/1XF 6OXWIE0'\QX<#?.P%WXK?B%]P
>_)_#O^Y]?[ZQV8EY>7']\)39*(M>(N<_.#3E:#<_?&7SS]^$*C2K%(/^ZU7 MW-BQ;S)9TRCTV<>;!&']+18)68B/QGLDY)G$.9D$/+(PV]$OF(Y_LGV[8+B MU\G+B[%,0Z9ER78X:T:S;/UF+B
9O@(!>HD%5)U]]_]7.9D37<)#7(_FR6EL5DSH77-7,G(MU*@'4=AC2]EIFH9R#A0UV'&9U'7,;C2N3-"7L?\&C]WJ S<*3W!:6 M&(O4="+G8[AB7[?DHIWSX\ROE 8J9=.@)R9$RJ(41GU/"U6O^FPK&3M43;,[
MRLYQUS&36ETO#M:I+QPS9M&90*AO/Q9"Z;P0BM)PHD8V"R9H3=0T;:4)W:*W MQ*NK-YL=?U0UJ:M^(M)&1TIH2*OUF2LCX6VU*I'S:9A]2-U1'!I2@0P6Y&CO
M]HM99+8PMHW1*)EF^I\VL\I0:1T7&R9RQ63SXZOL6;*ISC6+8#IUZSAXRW*>YO4T8/ZF@^C^;SNS2?VRAI[$9F3&/?2Y>3E,#Z34B;E!;E17Z>HKF.V\,E^LZ%%(05%P R@!P8$RE 2 M4)]AH^@YL"\ES+S@;+ 7S
B)Z)H+"%DI!CW='MU(%!5WT%^\Y!O)]EQI2CC0 M;N.Q>3PVHSPVPZ)S('L";:1^!^]/+[_Z1PMB5A M^LW-E;F9"&B]EXUPC%[+4_9:#C.)F>FY\HY&)8^LD04!OGC_ILGVWN@H'5?>
MPL*KM[0C>A'4+2V*\AM3$%0MPT$3"R^?Q:1XJ'P&2)K8R!O/GZ*0S6TQU;<1 M^ED>A%0N#;2/!?%$D?C=%Y>+I&IG0XP7"A%"VLJ.".744PI0VZ;S1/2W"U.2 MV"]OU+E\O-#I@?
J0)LIKVPY#6OO>_Y'>8:1W,+T)+FNMW'D;?C157I0HV_8B MJ;Y"#$AP67/7@9_[T]].PR=D=A?LG/5-^5%(K3;*6#I=44<"[?9B:>X>;UYOFHJZ(=C\I:K-Q4YJH[/ M!_EL\Y"OUU%($H7RM?-0U..P%5BI/.P\]+V/0Z]Z=HQ?
ZDC.\A.;J7U@KS$2 M:Z2 :@Y-X3VD1HX[3,!,SD6T@0$_$*SU1UD58*5[B-J2\97;86/]F;,8&,L MS?PBZ (MP?.:&IU24,5K=;GN,01:=CN;Z]UC^"=RS8Y$&WH\AC*;&^[8K>8P M'F:ID8,2YX0]=0[*AAK(Q%6)'RO ;
(#=4@*A6BH#:$GMZ)+4"D=_2F5@F.: MT"F:%H=TY&K&\--I(L%0P8)O@V.:!?^B2?PRW""'.W)GZP!GN$(@0'B--2.52+ M9RN;MU]H-A3+OJ#M.E>&&Z/:=+"ZUY#O9AW-&W7\,1H5:7CV4V=? %%9*G<\
M9GN.V9ZGD^VIS2]"HS+,/A$\1M#M>=O.!X-D8[DU$^WBJLWPV@/"GUQ,R@+6 M$_:R2->YQ7H)!I%:#(4Q9A:_P\QB6#7U-T6 #>]O.PKXNB5908ER0U-9 M#%UMF_ZDG#ZS!DL:L1TE96>9T(?@@#_%<=AU=4ILITIZ
M0%MSO5JS\Y@$9I-'C,&;(_F<]$S5I^]K/.^.Y]W3.>\"=M2!GGB;;SI#/ &; M&'(#.PE;,99Z."Q_GK"A\.)%R*2<>&E*LAT+U(1KL=S;*2'@X=?@B2X/L\9B MC8?3=W@X/?/BF"3SS=3_(P]3,0/EM#':QC9.RV&ZIJD7_9K0?
+VKZ<=^RJV, M,,Y),&.+0#A,>2%=IEA+[^DN7*GV1&WMJ3:HM)@^7>;U*:;R!@ZX>5[#5;ZJ M%TOV^\ZENF[).')2&0 ABZYKW+KLS[U7<8JOR]KH6S/&7ZG1G+^UU4_#4A M:BX+<+_30(/N&RF6N;JU8XZ4-)O-
1>Z7FDM$ULZIM"4[/ D>B;^,:407F_MP ML\USWBBGMLR$WX3()#VW3J^_DJCS@O?=6(E8!O_B L>,\V18Q/ MY*5UI*XMGH %(9N8TGMO:#2"U+\ M:8Y9_1RG:/EE4)APQ_:Q$Z!
$'$$$HR&O=TB>WOK53VOBCI"@3A*>!'?!B.: MY@EA>M)HJX07Y^SXY7V.*\!1,U8J'02*7K7NH?:X)=GE:[D >%;,2QC)CC0F M79UBFF5+DMS2V,^3A(UVN=^ISMZ 'JX#X9B"#\I"3SQ-1TAX#@9D_@"G^.[I
MQHNR3;$LV+C30KW&"PD<;?LQA&\,X2L$1A;"IZ?V.[[OHY]+-TP(P)="U/P* M!B/.4ZGT"_RJFCL VO@B!R/:)IX<:LFM@'$\'!^FJ&6?\>!BM8W/;>B8&(P+ M#&LN[% %IW>Q!6!@2NANYCIQOZ!;!&V5%]4'S UA7>#?+DZ$>
[+U112Z%=34 MDAKJRG%K>+::]GBX#\$G3YQS'' (?IMAU,B?AW*ZV_$58#"=K']GL"/:;6*5 M):I226@[FK4I\[I1;:X JG4&]2H.9 6UL 8:Q58"!P /IQG46X=KL9D[#]E9 MQA:J-
=F%1[75^OT+FND[4A08+*1HJ#;_&^3)"VW_@)K$.W$XKL]-5H#;QZZ MXM;>M@;4+(K7K>7C B0HU-SMCMG-"FZ:4@+$_EP>.P=^0C(%A4!00 MW2_(T#4*
<8::&PZYZ=MJ,$C,^AYVKXPSU9_$P81R7]8!2^LP\Z+P3Q(\T'GV MXB6D=*#QZ '13P99LS$C;,Q%P9HX,4; T@:G+537ZP,,B1U$)%0;WPRZ&^ZVXP!T MHJ&[W$8:">?NTKOMAS=S^J&[#K?P_=5F';J;< N(@:<:=!?A-DP
I9_8[?8V M!@J.@8*G%RC827P5ME!!\RL"=)83JD"R 04)'KDND82:5.O4'O]VGF=YPOY5 M^5 34J;.68Q$L2=$WX$JMI&,<2SO,(ZE$I5WH$9XVJI_H#FG.7YJS#U MO8A_0RN#H7PRXA&1K
D[#T..^Y&]N0&O,^1IV)&_4'NX]_"@GI0]^;CS7,# M3T-CW\FP;W-'M];HUGI7;JUFEM;)>;[,S>\3](D!S8_3/[@QLW4OOV!&,_PHCI@SATD+Z=R V'YO9_)YD>1+#
MA97WZD)$\DSBG'!V##\SD%'>K0LA"V82LQD][61%P*@DSZNC"WPKE:JE!5'* M+\&5J[\D'^62*!M:%^035)!/U@5Y(#Z-@SAL\-10]_4<=N!#42 MSH5 #QGUOS4:.D5/&Z(NO80\>>R(*W1[G!8'Z"3A=+2B7,!FWZ248OKB)8'X
MSV\DY=;8/1'TE_QWA;1)6&_C=/\V&T.R>ZA>&>C:=B&.0B7HVMH0AQ^M332$9)60L0@D7VJ HUD M#SZ)/;9C7]&$^%XJ.05H&SJ3\VN^A"E 2>U*QS<6GYD M;U20$M6V<2HEN,# @>3PP@0G@:97RAU-600
%D2SJRAJN=5*Q460<*9[_O;7 M!LA,GM8W\DOV-\Y(G)&$G0/2ZS3E9,P)_Y/'1MWFW "9S<79N_PM?"!:/+SO M<1$RU7DKC/KT@D)_)U9QJZ3"+I[-9WG&2:G3W[PH)__!MEX-;+LO03I.-V%Y MC]%Z,
(Z>A!VQYDJM@R<[IFVM%?)LH[&-P/TPH.$R*2T,<+_30-.KO70*Y+M/ M;,6F69(+Y[M\D<@;]BCOE><3=B#+8YDJTS7O4?:M!<5O6H5?(-A'M8#00![0 M(SXM%ZFN^1!E[U4;G0Z1]B5[_E*>U-7\0
MEI2]TR>='HF:VR/M5>_PXE8IKVY%TEE\^T5U7V8?KM* M"*F:<4;0]_H%9_FT*UKWKOL2O6L[S!4^7O=26XIKZ*W)AF9+MC,ED?/P3NX ME;]T?M^3-4TR[@Y_*)*A9:M W\&I_&4,WA6S+S0./V:?>+'/6DQ]9CB'64AD
M$*T\LX]12!]I>=VS=8@298$4:#>G6.[9QL"VP(P4@:5?F569WCJ\52XJ4!^W MU!K\$N9,'TAZ=AA(RO3#;%V]M=H>V=DG\=B^*;OWZOZ%N,8OE>'9QPW$P5WD MQ=J#2Y>O&L<,_]I>]W$)
("%L$:G\^$*5.JC!$]PC5%TE]WQO;"?T7O@!M6[I M3M\UC%$K='[*L7"'39'*L7,U?K0]<,#7C71=)U H2MA@11S-19ZPE5+F"8GX MFDJ@BGRX#?OC07=+7L2O&D$[ZHP!EUB?S3^:M+M3;/N+(K%!'_FGE?7,3/JZ
M1<5+REGNFPKU6TZ(/"95F;VT;W%*:6-4C<6-K(/594%23 MCH0)P786U"L,[(HR+[!A$:?F$B-LD,'Q_P,W8SZ^')Z1DGXOKAE MUX20ZZ BN^["6L!0:];BW#7,84 WB^&[^IXC%L)(AW(>=V/W8)C1G7QI((<3
M.G)S*TAU5%KH^,RMH-:R8+G]V!85M2(1'YU2[M0G41D3@X 3E/J\%^=.*W5O M21U87!=2AS6Z55%_K*-@YBV44]CD*#L00T/ZG5K'F*"S--13$D!ABLZ*,$%4 MRWJ(KMJ)&A&,61)=&1-#4 B^E,4M"Y;"@&[
GA<%2"A62YKR'E=T4"PHP0!687H;,1VB'6I MH4"XEJJ,6=S$&R?.H]&1;<,#JCYF*#L-*NW:3W@%!O^+M67?K%@-.JUN80FH MXSO1G2I;?%Y-I1=T&YB%CPM-%T9WSF[QF>%%G-SNX1U/;EVE)72*VH;N,@^N
M!PZ#NP*I;;ZYI@(8.N5MX9,;L7>AVZ_-8Y>]5W0;5[-D?:_:BV>MG0LDN@. M5=H@W#>?2U$"">6)J5T@7)T)R[@TG7"RX'.R60P.#7$ M-NB\1S X]6K-H-P'.@^*P6=TP'#F]CC0OPJ 46%"TV\|^DC"T4(Q8;3E@J!Y#L*&
(LMMCN*UHK MN0QUQ& SN.![LGGI2NB88#'2%&ZZN@'9GTON29 +8^UZ?D7SF#6XI3>4]4@N M5^N(;DC#R8+5@+-9S18Z%MAL.%AE/"@Z;"9;TTIY4+S8[#=M*2(HL(%894]* M5RA6;#:983TL*$PL9MFV5=N:?'O<__AP
)N]]UOQ&_$++O<]F7_'__QZ?[W# M^/+R\D/*XS4BXBUR\@,S @1;Z(^_?/[Q@P";;I%,8IJ1R4\3;[]E3-9YXB^] ME$S6_X\2+!_UE&.U0%RRE?%N>;!\OZ$?M/+T8C31D6S39#DC->)2M MWWQD5P-0B$A>,*,BN![.)EK2OP?
%O3Y0T#"@L>5_65/WRHC,"V96]7\I@VH M9:U*8ZTP@UXJR85\13!E@ %,HKIK2<9*T4 TY&U$D6$9MV(F2Z70MK(*2$Q M.$Q04K(=2(XZ=#2]%C>IDTY.Q*UIW;?D+J"M#U?]C8NVOHN!4]@Q"D" MCJP@29-
'8,58._FF<;"=?>V' /H&K".T]>F';/'%?LY_U'Y0%]U.@ZG5,1O M+*TC/]Z.!17>,^_^R/X\LC\WF;,8B%80Y0AT/U^E*I+"SM^H9N28['#LIC^9 M9(=.8_S'&U%TZ0[=17EANQ3M[&@+']LEZ8V3[7-(3:/_-^._S%?NYA0LZ*R_N[>
[.HO3CM=YXK>?D M6@_O/=1IH1EOU6QYW.^)3Q=Q^"<)K@.FA\-YZ.T"1F'KG?%VWS?8T3N,?9YE2Y(\+KWX5TJ#EW!_Q.UP1,$R#':4*S]Q,)XU M;QOLR%5"V3H/ M&&]ZQKO'D9_,W@H[.[.!D/_*ZOTU/9P"__>O
G,YEHKT3ZT O%%M] MX %<#=H_8".[1=S>@X6[);R](K-_<0A^%Y:[0D.!Q^O!=W@]N"U'H*H@5;TD MA+1_K[>6-LA=#OQ>]OABAG[7>5IHQIO;1I(#RMT=2 \ND.<(_;#\RP$*HZ(Q MCI T*-YW@*IQ)]SQX+H8WE-6S-]
M0$71!U$GW-!MB>ZNV,*B #M!T%T&6ZT/K[7$W7[[,:1G#.DYO9 >]PSWR ; MW#V$ZT[=WY'/\[_N,XOMWZA#WX3D/MU,W/$V_1W>IM=GYVN*6VP#%WV?Z:U
M4X6U>O7=_=OZ&I+T?,G_>AT7)0YF\PKA.+388^N1LB%$;P/X0+*L,&[2#D9& M]?2!1G^HJ*B?PC]!TF@;]W[-/X9BC*$87=+6FJI4G1XUXSWN[.U(1U:FV2T\
MJ0_JWW;%#.MY@6T42!RO[UU>WX\7W^/%]WC1.U[TGLA%;R=?%WC0&-R5]GB? M,=YG('/GM[:A!W]-TV\L --+.\;@=QUH5K+%H^O 4ID[=4GC MNF9=)W0RI\G*FX2Q^+.;.U;0:Y!4NRZYCI8W(CKYYGW!\-
NGOR3.)N((@DHZ/G'3IZ+MBTN(Y3IA;X9+D(4Y]?!-RQ/;:BV=^RT@$Z6!>L\+Z3 M*T+*-WF+PR.282_K(GYA:W:5K[YF813^*4TD@/:Q+QZ;R^$Z"GWQ&G[3XY/R MIF?JBV\($!?\#.OB/Y#D.12?\IXI-
KVH]>TMB,4PBPL/_EBY5U3>RH((MTRC M_P>-V ZO8(^4-K(1J7]S/UVP8X&8$_(0?6DK&R(0/T_$+=Q=GOA++R40B:"= MW')9KFB2E*=5$[(*\Y7$%P3NYY8WD,;/A,G%RR&S*9C>>1N%/TO3 MVC%?
8%6!*+S2\H8]RGOFI6'ZL$Z(%\SBW[Q$T$]S]2.+ZS?MWB.V'C?O4?9M37.^[L6!/I!:V\T?T",^+:VFKOD09>_U MNO>M4(\DD1DS\H8]ROLU]@H;BP1;TPHDOJ*?4S3;Y7CYNB9Q2KB0$OD5+7N1 M^,X+
XVHU28]R2ALU6U\:1SY?]AOLQ$Z6VA'8[!2R][@#,/%L1J;-$T\JH/=D740#I\5I6B*]K-D8W'(" M_-/5DZ]" \J:]2:K4C_(&PY%7A,--@8\60MX4CBZJ.FA"2,^Z3*F\,6#$9?6 M0*--#:'!!]KI?
+;H8M2TJXH"KUE013/9T2PG$H@&LR;0S4R%1J1 BQ[EG&RV M&V"8BZT_&NC.&ATFN(HTN_=U&UQG49' '#/H% K8!*&PV :4VL6F3=9*YUC* MZ!\#L<= [-,)Q+80[#;0D&S8=;1;W=(1N.-;12 L5$0?IB&N0(Q8F#D,8SF!
MZ+"P;K0+O@*"_2L2L T"GH$(_X8$H7GL&1#@+\@ JB^]H)N]NR,%#)4VZ@$* M#+$9H\S0@.+#;;3 H\Z@>'';>!04"A<+/9-)U&@T$' 8@ U#"F#PL1F"1EF
M,4!A8K&!]%%K4$38;!Y0Z@84'#9[QSA2;P_468KR7R8IUWS+PA$Z(7_D8;:9 M>'%0_I6_C023<*=#TI;IS/9>Z#+UV;;48YKT.TR3%L5/9_/?/4Z#FCX M.DUSMAWG"3OK,8,DI,'V>DE8(P<"MGZ.=1B\2FM1L?DVYPJ3F5*
[B[)S+XI(M<+;9-BU%3:N&UR/-O.BUH!$M#=/9G&WD<\)T9O"P])*C M*B+X!+,QT)6W/+!/2M(IPS2=/M+MOZ;R-%7CSE:RK9G*9*;E?/X[8=]L[#*-25=Q@T?85WXP@L@;FOT8M8TMB(0]0D)TBMF?0K]$_ND MJG'XFV])-
IMO?WE.TTPRJ&V>9 $*9R!*4E(,UCH*%1GVFJ96$O]+%?B9_?^G M_\SCD"8/^5/J)^%:G"JVD1T*]=#T&7;%YRI]^_:W7U.OX%H\QBJ(NM="I-;W MLREF[>@ Q 3TLREF$(B3CQ==L_T_S?@$%+8-0%)85XO"[L9$^FK [#5^2!<
M@)/!S238O64V9W^R\X!^%'5=; BW-:+?GE**3;S4,I>OOJ@E42MI@_XVQ#;= M%MQL <7IQ%N'[(JB"*9YMJ0)]^W6B05I;T&L[6Y1?"=N=[ZU2 '\.@T?T3X+ M*4VR2@82^]?><\#^\:\OWBN_=:X77/;
[[J4][L+E4M7]OG.I[ODBK/&OU/[. MC332$:KY+1Z)>LVZ+?TIQ3%,E6LG;S@4>3&,\UM_GB)Q5-N^?^DAPZ_J,5P$ M^&;2Y2M)_+#T ^_=HUN?IXPYJM6S^D>O[R;5N3$6CR7,RCAZ]H5(BJ\Q?4I)\LSOAZ_C=9ZE]\2G,4^Z
M$S%I]WR#Y#XK$:2_JW=9>+"N8S]ACV,JH/A3,AQ.W^UT5"N !("#>%0EYY-1 MWUY1\?APGZU GD!D!$G>L5<\8GQ_HY&7B?ED!$G9MU=4]V'Z[2HAI!H.;@1- M_X!>\0D=:KZL9-UZQ?+(7]ZPM73-
>Y==:9CH.PQ5_E[MJEL:L_,$R;QD\|A. MJ*GG\SU2,Y-@G9#@4'X5:+=3P-(S8V7UIE>>;"/!9MJ]1VR&K@FSSCWB CHH M8)UZQS%CYX+,BP-V#C 4M/+,9*.J+7DP8O(;'XI N^E8* =W3*8"@%V?H;9
MO**XE+H.WO%4\/2JO:N>!J%G-4I-V[X?GMSJ/:?"O-&V'UF)3X"56!D_=4M> MQ*_D8VW2&0,N84Z\N4_)&S57+Y+ L1 [7M4VK-45+3NF_)U9NVKOTPI>_7TF!2A4'(SK 5DT@S M?Y3MG4I_E&I7.3 <.H D@)H\ @U&12TB:#
<5EI&%OC60^HA3J@G]Q(0 ;J57 M>14T$9D8 1K'1ASQ2 "$5 "U\9S'G]9?? D1J0ZZX<:&QL840*O"VA3MSQ& MS-K+-JIN.Q2<>ON+-O?:N05LD3/*'&"=4H)VS+L]R)
ME&XP]&FAFZ<&YMWAO&U&&H)S+MNUB#$8%'9U%)RHQ.U.8QDEF.<$B-(2G[!E M/:6]N\&GI;2.%#G$02FAMHXE#+NJU34)(W5!IUJ;;*M8MU"[)S<;['[;!$
M9&Y!^RHX0]#H6MEE$M62L*#2IM#+,N0VFNYKR(EZL!I@(.U@Q%<*1&])Z-^F MAZY1!C4:36%R8;G]L VI?%&IEHXO>8=ENX&66.:$*$!IHP818!+&*1M4$0L_2?TE"?*(3.A\ MLMZ>K(K'3
2>6&T&Q9IA4^70A1CFX:K=42VPULSNF7K-Y,%V7 62,AKQM0 M";Z'LU6EQ/]A09_!"0LB*K87_;\5#(.II*'2DW1U([RZHTUCC7]%))KLLK M@BFO_UN5PU48QC5DH29=+ A7ZQ EP2.M& 'R,KWFO;L4&5](N]$#NA*\QOD|
MS;;6)5AZT%.L0.!/3]?!O_.4#=G^E4=%?F&MK8C4QC7Z5MSV3M964")7#5U MVP$)7S;$^FPHEK*]/;%^,A1+V=Z>6#\;BJ5L;T^LZ:>*QC 4$=S7HKB?6X@+ M[6M1W)]:B OM:U'/V3O]5.3KM!+;Z!$VA0=05M1*#*:Z

ML",F@'.B5DPP5X4=,=O,@1X^?L-!=3]FIM)U+%9#3K6]I*UHV5S5<95R3]27 M"Y?R#^.7M]_JOSI".TAU]O[J2.MS'2'R]S]O["# -Y/TQ<"@W=QB&6NOC[77 MQ]KK[[3V^IVW$5F-9Y3 3Z!>T$ASKR%R M-38?H"D UFZQ]H!
M8^T@]"L8S!YOCTL<8[T*0(0:$!U&YG] H!L0G7-V6 Z0+P<$)US_E< .GNF MOKOD*P-T9]%80*3N\]X,D)K%(*1NDN;,D!J%KX(1.HN5=T J5GD(W3WQ^)S M.!%Y!H6*T=+I2"DYY 0RP6JY3)=#8B"C+]H@=!:*&*-
-9+_*G$,RH#[+S.$I MASDR$1O[0IY&)F)7_%OFV8;HO .]$\MA(7-I$N6%SE_0'[4E-M(6&^%3Z%P* M0.C@"#]TG@1KDN-CA">2#SZ@<-[Q@G6\8#V="U9S>V=@ MMZD6_!$#O50U.-_TX!'^][D#
<^>T9)O$2B0XI0T=P=V\W*7_MTL$H]OWE-V^ M]:?I-,DJ)VGVK[UD[!__^N*]AJM\5>]NE/V^>ZG8]E)*5??[SJ6ZYU71:KY? M[>_<2",=H9K?XI&H5X_B8:F5R],1E^&\T\C)1,<@(DK)OKZCNP_3;%3L*7[-S4$+2S'@6ZA_0*
[Y']G+%!9"N M>>^R*R]/]!V&*G^OFGJ\->E&SB:%R QN4=2US,9;E8Z U%NA5&,.8D(W@RH MN>H=[*T0;&=$=RD$^"X*D [#94GW>[,'<@U4+M/#+57T7FEV\&&'A8'=_6E M<(*@44ZRG9!JO4JHM UTIV^E1]Q=>MA94#
(O!1]UJ9M\K6Q4X7H./U^#O MZQI\<,6W)_QUBB20H#0NFMZB=O9^3(DT+4&,=ZFG?)/6^M= MD6>B:6I/F$]P861-[67G8"U,.U9Z'2N]CI5>^ZGT.M8FM2YD7[5)Q_*> RGO MN=OH%7?NM6WZD5(YM))6^"7%
<7D^%N$:K_[?%N':3=."$$8]K;RI>YF/Z=)$ M!/P;(55 3/J/@0I.KOGK]Q*5/P8$0VX(-I8+:N7\@!CK:P^OZ.]0@@HB;@[M*0^ DHR[D_(*$FX.RD/@).'NPND* N6O*.*)=9K Z"S?A1>%706C\S IB9W M6"@M'=.SQ4!,&^ '4]_S
5&AK /49=6-,7YJC)\:XZ=4-0N4WD!T)Z56Q1AT MWL$>HL+^.F%-5F%6A"KQ0"8^W9G$)/:9KI;:HP6 M(H[Q6N\P7NNZF :B[23=<)F3"8(\LN696SH_.%N M*K]5M_=4"Q#OV(L(2[X-A9]F2)
(]++YX5E$*"3(MA62P2MEXSGKC%MLLT]*5D MX7W+TCGAR3G-Q8+WDFS#Z]1+N&%4S3J7\8;-O(48^';VS!()Y8TE*H T M'8*L]F-"1H(G:U*-!$]H"9YTDI%UGOA+KKRVA+*'6E>Z5(W[G@::7]/3Q#:O
MX02J;3.4Z,^AR=OK;!C+A8SE0CI$$Y_&?AB%PER]YW"X'Y2= MRL+T)O2>! 5+X16]COV$/8Y*$>>@LN](>CF27KYSTDOAW3)?5K)NO9-(C@2>@Y._5VL,ZL67H#+M M[A3;/5,W[.69*@<3U-9M+DVW+OGT.BZ,-
CVGHXXN(N\6.K@ MMC')93J T]5CLP8@_7A\FA2:!KIF2I:0PNJC0? MZYL/AIR[D?:B$5V"64 SJFELR;!H-7GQ9!J.51M.JVK#"90QL$0P8E&S \/- MT"P8$[/XE%6\K3-$JQ5IB47&XG16Q-6BF*='GXK8P*XH44YQ7OQ'K1:#Y:X
MAL8*>^W*)JECC%#.];&X'OCK @(ST=$UH"HG^,ZJG[FCNL-2%]02$9RE([@N M_Q;-Y@.Z-]N>*6SS)*#:E=K=,;;;:A2PQ^XU$52-1U>D1534+&D9G#:G!MN5(M06<%P;YM#WEEZ PHV$A9S5AT>
[*WQ^S62["Y6_O3CB;!0=3CUOI!55D6"1%K M*\9$99@M$.HOV*#"0N:AII)#OWEK[LMV'_(C-K,0G(:]!^B,V/-ODS1G]LL? M.?\)>>9ZM"69I\$3"]1N"#R-Q1I)._4'TI,C[9PNPHC<4"_>Q8_)]19U;2V(
MPTRB%=,:XEJP"&XH=H4'&AVF.8+;6Q#K@CQE>\/KG++5Q*R0\HU?F5IC-CX) M^- QT*ILX_#X$;0Z M6:3R0/O8%X]?*SPL"5&L0%@/"Z+=DT68\LN=X"),B)_-YG.2"!M;)AJLAP71 ME!9Q<4;:SJDZ.1MT[YR"
[L%G"H%)P53!FOCA/&2RR2CGM&V'(:USTL*=Y;H5 M24(]]6SGEK:O$C?"SKNW-/;V/WED?TL]7YS[E70(#9]R^DC[I4[3;$7:=GU) M>^+D]DF#-^CI%-%;BTQ5MUO:L$=YKSR?3%<\SP,D]7'S'F774D?H
MF@]1]G[+T[\1JC!W0K_T+(. 2/KTB();OB#1JPV=RKOUUA<14H7!.4OXG_SB M[&RCH?@R[8X(FY9 R[3[*6+K52-LQ2M]L@]+FHB%]7;S.IPB#TDDU%)6OFC[*]4^GY M(,[F%>^<0G)EVY&*S E'CO'1D[8]VF$E MQIL95I3J/8
V/X=A JR_M*-&-Z=NL=GD1(+M^FC2VQL/MH@V !55E1'JQ-# MGK7EF:P]_^";Q]K-0@YQ4!.W]>9Y(G1>!F<6='.UJ5%'&P2BH9S'79F_K>8V M/C:N9M>0Z*:[\;&TFMVG#L%!.;M='.%/A*@+&/.'9DK#3C+5;5AS'X)] K<_
MS&$PA3O22 WBT]'A;G#8TZ0HN+4;NX4H28)PFQ-NT7S014^BT:I@?RXURH5" MI5OM>+9;Z5<\1% CF8[Q8AO)=#IDA8 G,N+;[V D*::9 &[/S/;2_$%!4VZ/ M21;YGHS"#]W:+9;H69KF![K= JU]4EBJ"! <-KH872X
$!8V4AC3,&P@3&R$ M, 9)*- M'PLI3#M: "A:+!8../I^#TS&!U/^G/_GR4L)^\G_#U!+ P04 M" "QA6Y9D^<3M[&# #\1 < %0 '-L9VHQ(@BD9?\G__RAW55;?_IFV]>7U^_ M_OQ49%^3XOF;]]]^^]TWS>@_U,/9;Y.J_:_ _^(_?
B%^V0X^F?OV.CSW]X86Z=! .NGI-__YZ?HA7N--=)+FC",QPZ5,_ZGD/[PF<51Q-DZ2@*0C MV+].FF$G[$FQA_KC]C^I= MLYV;Q'M$E-GS\PD[FK[]X;MO.9KL)_]]3N+=!N?5,J>;1956;U?YBA0;OK\W
M8#B:8@:E\0*MC)T2I*@)WB-9<]Z3K,]-)28=L[_)=D5L3A4*6AV[./\Y,>' M/_QK QM1X$A 1SWP__Q-A^TQ+TIQCLKPLBQQ52[CO^_2 B>4@FOZ MXS1+JQ27]'>4KN0]I_;'<]H.OJW6N'A<1_E'0I+7-,L.I#0H#I]2'P17U]K4
MQQ>E+38HXNAX5::PLD!FL<"J2B\Y'VY(A1_))44ZC],HHR99A=EN&!7HDJ,4#M8B@&A-4H^+_)-% M7G;I]^@$/0C,$%FA+T(=C!=V3#WLK-87>:\XVQ4%NS7QD1[N$(/P9G!?V,/+ MM1;66E:B L%7A(A>N@FS87\O-
X3AE79T&QA9/E>GV'/=W-#2W]B[KQ:DP>)*HL=B68W],3BZI*F3*- LGDZ Q6 MQ7$0DA=)_)Y*XK('>T9".,[^2?E3X*DKT?L3_0&)?UV3+,%%>8(I&M7;"3W: MZK^RJ7'"7U,+[JT%B: 7G._P22*<5NYNTLJ@PUVR
M)U&4+HX51'%='6Z MJY![#==$()R>*R(Z3VWO#3ZKD4>]&^^7K_.Z8F17\T&R,0O]S^GJ1.5:6"LL M7C"A%&RV."_%)H8_L[]..F!B(3;#S01GN>^<".($.;\":>";A =%>A"4/'E M;Q!0^;*[41@)C>&&\7-
4%!2O9MM_&])EV1B(FAW.Y5H#:GBHV7C?QD75"<9) M'3V+0W@OD]WM+?LDL@JM8811LF-TR!7P])^MJ_^DE%@BAQ;1:G' NN3W89 MK@_H&+,SFBMD_CHJ<_K(\V>+BI%Q'A0?C5@_^/+1?CN?\E?^BQAW=X0(],-
Q_7[JO M($/N5%]5,$+&KC G!\61$DO_5J8)%AM5:Z/4;_OJP2F:$]J+/E$$[%HGS3'4 ML<9#*.2I&J-Q]P4.WICCEN+L_XR]$/.LBN:WCM?>.\'XL2D? M"#P.CR?T=0\&I$*HLXJG^='W]@]
M_NUJ5^VHR1MM2%&EO^VY;>T=+_90<'[ZF*,:]'#]7QN/?W_)T4?+'OK-D\B7 M[P-AI'$*$S-)_MW=5XH3N&%UJV>,U2WZ#KJA=QJ[M8GL+_^XI=:W-49U1P([8? A&)I ISY;$" MUF7 N0%Z0:+4#P[!^N1K4F/XE:T?
*E1GQ\Q?&^T(BFYHO+75#Z'##:+'I[1M MM56&Y$U3)S&:A7(V6GELJGYI^J@N 48]J+FLAEKW(>DOX"6^><#&D M.).#(;(OG=2U^#:]\RY7P3L_U<[%,/KT)G"9PY'3O?<@_;>>[ZT T=Y[4V. M&[T%#?
Q"WJ'W6$1YN<(%/2A%_AXU+S"5FZJ\HB8JSX]G?V$):EI/YD80K+ZA M@S!QK7Z745]@ERC;<443B8'[+\@HY3BAJ$)Q1BAASS-Z4S9;W':<^CD< *G_^VJ(!;IB&M#1X1:%T*4N M%%"=<1V,H\.I)D!,-FI7Z0O[,L!V,(7#G/8#
M&:Y?SH;0I#$N:PI^CSO"I$2YWA+4Q,1P3^"BP*,8F!%"H9_*WP*FQD)T3#:G M\UK(_" 3X1LU9'0*?PJP1P;T)2"+>+)111 7.L2#,- ++L6/!58!7/^30D.T M6.CM5G>9YFF%L_3EN.1^\| IN\WI? J\Q:F
\!6'K((+)#+9#8V@%)KZ07L> M[2RTQ(N8\-.5O?EG_8.Q/0Q9.,I6.(8@9]8;T%:M2[LH>C$]_PPU*EM#LD-\ MEK:D([&9-"%=RH*A=M>E^.K#^KW<;!P="-&; Q%M_#C45+^)M; MBJR02XFI4B2-
@<@N=Q&5H(15>8DJ]$3M1\1#2@3UY.EOF%U'NCH_1FGS^L*)\L77$3/^,<2KW;9=;J2/6+;F!)H=)]]F6, MFN (,5+]\@1@O%[0"^"&AX,)P(A!1N_2'+WA]"B_0N_^B_[H]ZRU*LO$Q6*$ M\K2>3/B$DO0E37">P(Q?
9]"]>E>UL9R+7Y6JWH1?];Q!?99&L#OQ,7:E&LJ$ MA2Z)Y5##O$'UG!X-[88X/*L/\2\E+1 #5-178"_1Y)EM'_O(96EJK!4?NZ#:9(\,JS>GOKN]OD7-P,LNNQVI,7&.L5.]_+ZKG!>.2,RCJ48F=1]? M-0#<;\25K";4%Q1O-;: L
BLR55Q9BPLGTI>EEW/:#C\R]]QT,P>U(A OS1H M3)P:?NV)(\Y/VQ7#[#24]+N"Q!@GY25%FL>84X)N5U34-R3G^_T-KFY7S6_. M2#ELEQI, Y$Y #C70MB@A-CR\]A3!EKLE PM<=8O4(YYY>MV0,R0T[9GO#
M9NH\4O.&U]Q/\U5&7@4_F,TCXTG#$O&/?<8$\!2;B#*QM3RFMP9N7K(JL617 MW>$B)8DPWJ(WOI6,W"&TO@3=*)0@.+]?" .\1@,)/!9UC&J#BL%]PQ&1UB)\ M&@JI$O;N([AFQY9C'"+B1T_\B &
[]:O8&=WU0!HF_]"2@AT#"*1?#!$WZF6# M1'/MX@=?JUPK4LQ=NT9$;T2YIIAM-3Q@)*IT=*!Y>("G>-+#\ "#6%)+^-MQ MBZ*QV#_AC/[MK!YZ'E4B M,",A618593=^XA'8"R\ H2<-!OV\]T7=ZH1C$=2Y/"Y_
[YC!4::NH9W3)=O M5Y^BOY'B;$=E9T.Y/N@.'AT)<@$/SNC<['E+T(:A MTY&%NI8UW&@Z_?9_(OK'AA0B^9U=,;8X3E>I:-;1:PS&.E>A)TR-ETU4_+I MK^LT9JZY.-LEN%R@)WH?R0FKHKY)1=VO!2]CC%IGM<&V:("SG\0X?
6%52!8(M5W&_,VY"=(G&JGH[Y[B^?V"M,/N-1YLNO1A:-I"%L7-S@3V9O<3>[*3'*CS0@YXDTC\4?LM'F@9E58W#:"+1G_/DU^@9 M:AM]IA@#]@,;MNJL;524[KN$UGC,!5E?$-INZX M(K'1%+X]Y^2SNRO$944!5A'*HL4 ?
2]\@X\Z!.@AC3%2HLI9CZH$2(+OY^ M+E$LVT>\;86Z*1UC,-?K4(?I[^;.TY$TRXN-"<>_A-L+KX^!5!;@2[V=#&BW MSRN(3(!,VT$H=_MT5+W/ZR;"TO&#]U9W$,#-:1PAI7KW=6LO?/,66'EMM/T M&(TVS ,^GO90,S/-
P]Z!/"@)\;S8)Q'P-X1(9]JESUM8D.Z"][N 906&51(R!.&RH/4U#* MS ?V)"A7%_DHB((8Z?V5ZNY\FQ?L7S ML<96KFYIC2AZE]2HLJN9]/K6M*T-$;EKH*7$TK+\#ASY_$F]#.;%'P8_.Q?^ M/H?OO]^GYYY.>]->3UKS[T@[G?
KMI>HLQ>?_9C<.''8#]8RX2GJQMYY\-3V M7/':*'BQ2BWA:LE'[X%')DD@/607!UUZ>_@NT(W(->QP1E\HLZR8P'NO%CV6 M51W6;/^.T%/#Y[BCLZG*(;.89_.T =]AQM\Q#%?9M"Y/G5U]20H)N-LM_TO^ M/+09 SX'U>%1!^-
E4]7 1[_DCDM: 9OCF:TKO5/"8!M96R&"93M)[^QT[R(- M9@B+^+0@%8, RD9,F6\I7? GG"=D/$_P8(A)@F]E;_,P!7:#7 J92%[>%81WQ*;G]55.K1I\3M(_7]Z2G&$L+KF-[)'HV,A*H
M40,S>BCSN$G+DA1O+&T:HQ/@TXHC41OC,=%@G-_W@*=I+]K3H1>M]I6Q@B9= M<&N;32=KK^@:G(F_WP%:7OW[#O '^_-GPS9NV/07.]5PQ6%*$:(HX1Z.*%? M'MG)B!ANB"/GMW:XZ7]-
FX_JBS"+*UQ=@0]P>3OXTL&UK88PAPM;C8KMJQJ8 M0L#AIT1"@#O:H1PIWLX&6>7*P,5/2,[W&RB]F/KE:79)?3 3?DFM O MBHO--B-O^%"W/$!RFVBE@U' QUY3U!WF9[GEH,VGX,&'W@7]"$ M!2A=H9H& M=$.0H
)]\=R$MVG8"KQ0T7%H)$22KRN&Q(SAMG3.1.5\:-QL M%,ZQNLU9V^:J:V!5\ZEI=[NG+"W7(B&VR2*L=DE*Y!JF^@TH+&IB;N>/5"U\ MGN!\UF2W J&-TOXY'NWIK!]0NV9PN.T![2%E27PT!;6X[8E M7?O.0-
=4OS71M2D8_G3M.[>Z9I]0B[HV2GM 75.6P$-=T^.VOS W'-/3-3G' M3]5XD*1\(#2T[&A"#ZT_&424D2A'__@/?WE_>OI7]'!]CRZC6*&\AJO@(SEC MB3JW+&W.NANRJTTXY,9+__Z7AMR?VTW5;3=)RO<+]JU<\YHMUS6':?
J".5E MGM1U;)KK"D5X?!L%S #<7S4@>:CG*AIU;04NW"76U"5M\N.";+Z0Y2 6>#R? MLC:EK!K$<:N8)NCTH&7,Q6=KA.!6H$(7LR[,U^^M5ON2%-FY7;9J MM$;$:+7&8$AX*WMO@JSS&L <-:;I*Y8F\|*P>O>=5OOD+X4QL
O.LBTGE/@:AO)/JF'XQCDEUDH+X)%UR/+0[\K#@ M]N_4$PE0;YM.2*@$F=I([&2X*LL=3LYY(W4!GU_,?XX*CE0#_;"W 7P"D+VD M \CUOM8*/%GQ5W>62,FR #8;YA[B)M-KC1.**O0_WG_]IV]9UBLJF0PLFAK' M*24GHJ)-
ORPK_6*1CED",[%^:GQPG-22TTAYDW $>RTJ$=/?CDNXP3.$R062 M86*^"L8-)O^V*RN^NSR299+P,A!1=A>ER55^%FW3*LJZ'U]1NU",OF>;RV#I M53LSPH3FD#V=TO]+@A1BPT]&QMT4,'Q
72Q]$N^-4\|2[OO&+&E^/)K>\NSK["M$I=QFOELR5?HQS01IA6A%ZXF IC3T@E/;D(BIRLJO$MC3F\Y@8 M#/-R2";U$ Q* :,:DD([\5WA.Z.D]Y'Y/5:8^!X)-!QDNULET$(_SP&BNT#9,G2>NXJX'>6X M*[/84)DNTZ*L%(^/J;$0I9'-
Z5I1.%QK9X<]*NP<'2M.7?"38U)@B!;_;)T; MW[$H7XF*-="#YZW#2X63AW7++ ZC&DP9:0)Q- M@H\.*NB:6%-FH!&H\)V9NL[""/S.G1%HE4"+VC=$>/O:(W7.-EE^'9UCV/RG*>_X>0]H0*;KE*<+,L25Z(4
M/#4$],G=2T^EOZ.2G?"^$E-M.AQ!@1ZB=K%Q;E?7Z++7L0YAU&&,!,JHP9G? M GM8HQKMN30!<24-Q-,2>U/..Y*E\5N+Q?*IY#D%$B6;& U4%LFLOLQ%"7B(MK6>-$H"A5N?[LTLC1R-4.LN4C!!-
=@4P8*BZ\G_<1!NL:LV,?&-LV@S,[='. M85L]_R?B\.=B]XPQ?- (FN2B7TE3%"[+\N1;A&8C,RIB8BP9$I?N>?]24LL@ M.=COAKRX$T,ACEO)E*Z7OP&+?A& U6U"ES3 W+'G:1EGA-5ZY0G:W4F[%:2M M2(&2&L40[QY34D-
TV.BW"[((/I6UGAT:8M+WN)[*M>Q?-;'15%H>=EM9$#!>?FJZ#D"X?LF'BW+8*'F0T_Y\ M#EUK'[(>Y9@_QD*@PQM\%5[A.RT=RCE]P1K8/9%6] M1H4LU6YR//22*YO7VS57A@#HHFN!FA\$-3E^CBJQ'[*,C1H! ME B$-
F+7G$Q-<74+GA0CHLW- #I3.["NJ,&4/[.T7.'7FM2=B>^,=4@ROW]= MDB!BIE/FU)GH5J\M*U,L4JU9P\(6%Q0I4.AKM MCBY'M20$%4T I1E8TT0:])BIY1W^^CI]438$+]\MA M-3)]]>.T
(]I2*7/=Y/\S@JUR++232;NDQS:GS3OU]5>%-.O)9H?P^^V2K" MW7Q$RYMS='7ST\6#^-?9 MX]5/5X]7%P^!+K&ZBT.,.6[H1KS'SVE9859]GVI+7-VR$G\4HCPF5.T+B%-Q M?
&;7@M9!1P(\:N##PS]M4V0>^!FAH],S$722&]L 3D9%82(?AH]QE6^2O.T MPO)>+ZZS?O<,2]Q>N_P%]F&A#A5)-^WB/]@.#@5)F6)DF.5S=\OK>B M*A$ 3X-T('AH2Z"7#EH+C,WNKV? $!:NMR;+Z'I](F#
(J7VWWJ/^KB:/%7@7 ME71#*.,B?:+:3^#D#X3]X<0&7VZ90#.'M-H+3"LS ID_P/5.->%W'YLI(B MQW3'1AKDY.)Z?29BN%=X^5Q@L:N.QG5/?V#P$#0\L>N]HH.,.M!AH[X5N$ST M6>=-J@ZJ*-_L&"ZW*ZX,=7
EU8DTELB8[N= B5,%XUK^&CQ.HK]]=\XQZ0=) MBHJ^9%>55937C;,8:OP=/4FSW1QRT+67C9BNA=VG%WK_V3RL,:Z4'UXD7UAX M=CF8V?NC"X./. +6GER,2;+CCQXA-?R3BTR@) \NHRQU4Z!>:*0HWW#Q.>:] MY0;?8?
0_MUB!N>H0ABUG2H$4HNF9LH\:89M M*#?MZ=PXQAM5]+Y01CRI9CXU^$<5=:(" M__3]^/70/$U?T9[&KFBB0#BE+6;"8%EXK.QC9-7YXUMY,%>G/!G:<:9KASX>MTL?VEW-$'VD],1K_$@A#0?7&,UAU^$\#,MY8,Z0
MAG1BL$ U2HCC%-9]!%ND:<^F"N<-KQV?TARO=R-7\,$!D*O#WD2NI:<&!K], M&V)KW+6SAA_ 0!U><#+-%WN%R=M"R@^[)_:DS4L83CC,C>8P+$FN!,MKO>-__MC#;;O^Z7WN[CIN]X#\(
]]7(WVLP)6PYH/DS([<<,9\"EI0&(&,0%NLKC;,<>/5";.<_].]:#6,-4 M'B5"?\]>0]]\)K2,]_2%%RT,8H0-2@U18:LWV:^O)\O/J2PK?F $4/)[,[D6 M_.:N^@L#%L8"'^(;46"&MZ6OBS6PJ+]XG9.,/+^)6^KH[4_Q*Z"(3,SN/C]]
M!H\Z^+6_(^QU3I7K!,A*0T-Y/T;ZC- -N&#AI$2U^P=H HB)K 7(M;@=YCNT MZ# [T5IC$,#,,=Q"FHU;F&(T=Z?P\?)HN80E M//C0N*9T7H[5KOKO[(/@E95DM>.RMH@2R%%Y178OK2
M=CB#NW>V!M)LME.*T=RWT^/ET7MA&^:Y7\=HCBMAE4Q7?)\<;^(R'9K7?5"L M (P$Y#E4@Y_F\:&#<9IQKF[_2I5L]+^V>N_W7MUF]-)OI]*-2V(=7_?]-:'G M=->?KH0#9;JWW?R,;-^*:0>O;!AP[SZ5MK0D^B]<=?
U3N8TONEO+G-!>80,U MPPN.OESH7HB!>.AGRF7##*-!CVU+19-0)+!;((8^*Q:&WG#5Z]R\0**(5I M MSZ^&D] "86B^WK(?_<=WITVQQ)$P^(FA$%-6,]7KC:4!VQ;R-(A7MT:"N7%+ MBB3-H^(-_<=WB&$5M"'DE+00'?
X9"OD9+JHHS<^R*-V42U&4]Y*BNLRY=WU; M8,'UVU4]4D39T;"0+G==NQOAI>;D 7GYN,IO]_MWH54==_+_4A+A"RY_&6AM..#3%S^W@)B6Y>_>L"K&[3ME(M;I075S!GX_># MJ\N(S+N*4ZM"0/,-FL%X-
[@B2>TT0@$3C2[S:Y0D] OHQ M+NBUQ@E%%?H?[[_^T[>L8IBH*[9 +/2,?IHV-?9Y0VCU*I\!^&.IH)JTCA]_ MR[0\PPVB*<6WV<8]0$!5_5?UQ=<5*PN-K4I;+ MERC-6+S77C#]FF0)ED=5&<4$;1H89I M5:1/NXH'#!Z$:-
=8A>F0 !1.8HGO=AY/WZL_GL]&&CR>'D[IZ?'TO<7'4W,2 MS-T$S9MI^X@Z@\=3];00'?[YRT[8T0UE@PO!5I*7ZW0[D:@P_04T9T$^L_-W MSQHTVH,=.)5!@=$$P#W##730)BL[:)P],.U=R*A ;0-4UI(P8<-KU@
M%>DSM<:SNX>?;H"7%[DLL# M4>25H=P.]$2^QZQ^ [UL[K5$9E5"RA4N/D09>QTC M<;DC+@ ,W@8YU,..&;LU?F@/0=1@B.;/"U/#MVA9L-^6O6I8\"0P0^PEG_ZK MX6/<43:/!NUZ6C[2CAVP4(;
[WSE^J]RLBKX2EY2/"B$2XREW;]F]IM'0UDT7E %V)(8&ZO!8H!H31%%1;S7EB3[8+M-!9#O-J]9OA?D_$T9_MVN(98!/14" "Y*WI%3E/-_A#5%49?B[HCIV4_RFWZR<'@R["LDF=WWT98+0' M&?TG^F4#M/8MTF%L]*?
YBA0;<!XBJ/9G->!_+ZOFM_8] 2R +BQC+.:(D:+$+$*LIE@2CRR:I15X?> MT*/B/JH4S+GA\>:&W/Z\ 4RX?00,C1M3:FR8;34.S&Q#,R#)AJ5697?%7@;I]]#17K-I\(LBN 'K9+D"8:2N=:_I_$/3G^)G*7**WQ=28("Q0X6^.A"&#
M8H&-4NGQ<(MNZI)*:S31NZ1&]"OZ,Y9.TF=+N>",V6<)2P0ORW258MZ GG,M MP&YEIL[$WG(9I^[A>%>E+_@C2\[X1!+*V5B$N(RE\BE^!$OMFYC<0X*30 !Q M#- >"B:Y?];L,K;A1TD-DA6H*E@$QE5OH7^7],9?
X6N*V%&=N]OGZ*_D>*, M[6,C/0H!,P!# S4@N=8]@4&72DVJI_EOU1GS:9=5Z3:KCX+;U644 MXY^B;(=O5\M8&G4&GAN^HYEG2KSJ]<(H2%N7JHR14 L]=@0)F<);)3%>[$]']X>*08CMRWE M[\
M8R;F=]]#ID'@(!*.WJD8#B$O4^K,)V".AI9 AM7H54GY.[L2V,T?3 *% M^(6\^ZCS?EH 90SU*H!%%%<_I]6ZR5ODE[;?'CKT?G$0.QD4_N]=C"& Z2T M@5V: #>6!@'T2C%
#0H+X5E8H&A%YT3++".O(AZ/N1D*G*058D4!@JG8I(@1 M"(_]58[Z^RZMWGBI75Q6HL[5;<'^9!46)DT,W<^AU9H4P3BWY#D>]$$DN)&A MS7YBRM.9".:DY:'[N1/!]&>'' JFP 31/;+!93$#DT1[493%U=1 D7@R+],X
MS2A8%H(C]UW(1T&\%<>S.??IUQ!Y(!C<(6$#<2NIB:N&'F]\A]@#.R(/1)%7 M=A\.TCS=[#8_5A3D;WN<'7'D2K^Q\#!P-'>(AX C)$Q=WQ:HLN+H%WB@>5%F M1;$W-6F[#A,4B0 LD>?'!LW.>R_7)(FW?H+=WDRPAWB-
DUV&;U=-ON$RI]=P MR0LFEA_>>O^2^0TF>@T[@ TY"QBXCSAHD:5O5NU"<)];)G[L_=O5F]4X]6: M27=A%V) /*RM/TT$]T,639'952Y/[]@834:WN 0%U4T'*#E/!.3=N\-?N9PN M)_&Y1MZ4[8Y.@XNB[L?85ET4!4@?]
7#Z;G:,*-8YGN&3 %4#AU0OGS3.CA! M?-6.:#;,?A H]2JF\KC_M@>$]!#5E>0-LAV !)/8X+QI+NUNBXNG]+>1/-K! M$: HA 6_6[UZI?8EY.S@&:+_NS>5ZEV&]$]:C!9P@"NGL M_@=$FKL M_(]]M)<-
[4F/=MX,/8"G3E\$B1F[O9UK][BLBC2NZF>X'^G16]X_#C:A4_I M&^!)-CJW:]WK@"/A4>?@T3N*0/E5V(9\:CPG($;.X0[RL9#[B%4_LW\/X=,' M,)R>"Z!GV3XM#MP 'Z>I\W\9V9O($M#;=PZ&[:+C3K0!CVG/5EY+PZZ
M!]_A@D=84.K$6^&HY$R,A@::#<_J6GIZ8.M7\;#R,\5LRI_6;QU11V^A=YN MV1US5-PFQT/S=&7S.H_N8XI_PH.>41WUC'I1T0LDD DK;M-<)]JL]!<#D%=I MDF:\8&XG]<(UAI-+2BB+2-]5=>VSBZA@P8DEW9Q%//K;\
1C$07N(4+C$]QA MYKYS4@=Y;Q\.&/K@89U)@,4+K)]3*4BJGUE5$H^I0<.2OIA!O5QESD^*K:.* MN ^X8"*];/,0EDG"$_>B[(K:/V7%#M7[]'D]]C8!G@049*T+S+E%PA%"RR7J M0EN"?=^/6B;+FQ;;D1==Q(.VX4'-
0<=@<25V%L)?FBMF M'?F2:XK;K6F35L S1W?F<6QX;80&G^8?#".D0*Z7'$T% M$93F9ZKRVM HN\I7V0Y3NHJ2U4]@3^0%9OHP8H.I?@,QN:;F=O\VV,)'-0*H
MP0!N3=FGRD;>9TMH7!,:UT@%Z5^F*%,$Q%)O1UAWDK*,ZMV8*VIL*/!H&IK2 MM<;TK!X!-*3;9Y2G1(=1P21FU+TR/MB2U/AQI0S(34CWR01G1V0G:,&3IBK2 M&=D\I3G'ZCPMXXR4NP)/E?#2^Q@H76I
7$M;6VRKAP;J\$"_A*ZCI;D6Q(S! M'E^N-YN4^RC*99ZT);KB%)?J<@];!/RNK0/,_3-WBPUO/KN'SZP$&+A(Q [G M/?HH""N3\L;*754435;;F(<6RY.Z5#X!^R+D4SN/[JEA<[G$#>!PB4]*;"80 MWLVQ:J?
%\IP!ZG#.I^#FXJ#BYA=85]-6 +NZQR\XWPV6QQH9!O$6#DSG(::UUYNR$$"U'8)6$#?V 6Z': G@ M_!N3"J+*,4,!OLWQ3SA/2"'W>TN&0 3W8"K70DO!(0$/[L,V1ME87 FEXH6C M$$!&98M/5-AC'#G3A.;
<42ZMHQ(OGPO,@U#'(F44/X)%QDQ,[O[-O8TR;#! M+0HF82_6Z3(6^U%2@\2T] H6@7'54%MN2(7_C60)'GO#E Z":,/19,YKX5& MJ(8(%W8+:!L+=\XH60LD LBR7 R(&I.\78[:>LV2V]'1[X'7HW8>7^$K+4!(M?
H$V_W*8H\F<2B\&#A*VJKA__@/?WE_>OK7O5KAZ!W7UO=A*I8)/BX]8),38;>4 _ M:U)0X!BS7)RZ CDK--[;/%AIL/=I@]M(C[76-Z8G*B_'SHS0M4=1P8$-> M6%&]-=4F5LB_0!EYQ2&\:PHR1C29:Z@CC_2WN>/N)
(&!L'T8NA^5QK!(>) M6J!PCX(=Y"WT&V7TQ T> >1Y5"](,K=\=HXXB\KU74'8C3#Y\/9CR:HOB0PS MND4LXXK>%7E*\E-9%?+N:?")X#TH- $ZO[DM'_X-75[?_OR +N]O/Z&KFY\N M'AZO;CZBY=GCU4]7CU<7P=I"0-
>&V&.XO_HE!TGV$Y([-1Q:O40RK6LI;."R MMD2B^%*8\B137"6ZK#(\U^MBH+BXQQD_8,IUNATYWU7&0\[YL7E=RT8+&^T! MAY_[=HDQ/O^3EKZBCT^0=N(*TD.TN1@@(/&H9$E4IO&'MS/NZ3[+HK)4CT@$ MS&4-
T,SXE/.&+AYKPE:K[=5?=1Q2./JETQ7-I \RO(F3$]NVO1[6& . H+ MQ)!@DBS0@)\A+H@S/DDV/7I306]1TUMPS *<*1HR1H"\]=CE@^4DHS?K&0'#!FDX$[@4" ^GIX'5/JKG"XK+JL:67DJE'WY#=IO@) MK*+)Z-1>7K8G< #4,
[%,DX5>40MT9)R&IPMF@/X493MN8W*3$^U8 >**-,8H MVQ7V^U<$]=>BIC $PEG;5S?R%F75&S-Z-6YNLH^L7-P.)P]Q;Q,XB/N;O5N; M.65.+FTUL>SR-HV<;[ZM-W(!C]&GR^$W?P!YWB5CIAK8Z/A%MK0 MK!
[O5$/@@9.K!\8#D#KFDU4=%UZU1"36KV M#)T_L[NG$N4A*ZRK"M]A774M7MM,N:CAY\ER^4A.;$:Z,NM^;)R&,0;$8_H3 M/00;Z>.>>R]#?8%<&K1F=D>MN<:QB.U8G0NA4QR4)'(PV4&=\:9'7!T_P(+& M-
^SBP!>GU]'KPULWI&[XM7R-"EX9K'][RLN]X(M:WM+%*1[742YZ:)4?Z134 MTEL^/Q?G%2*"%2%,S-![-9F5@'DJ#W"9$3)H"(,F<%D4@ /R M2L,@"07N<=7] LR;9>"V"%\!BHB##C*@C[]JA; && \;:<7?].CQ92
M[".BX.B:_LS(R26?WIN#:XD$$NA !2TXMVQ29]&Q):,XI$]+0&SM4LID3ZY[V"[0%\8BV(ZWW+#0>69B MQWU$ZF)#/(6 %1IB7HND82@=+-[GN<N%MKFO-X61Z:\&RM\UX.1]8Q;W4')P*7!%M\T+@A(O0EX7 M-.7TZ.H
601O87;U[I$_UT%_LBQ Z3A@:-S1?+[B3(\ 0R*_+&!?D2K*],R, M1_9)<\!1-0]99">7!Z+,)E.7-]U[,"[.HFU*^;+,2_K?D7@]A>$@=[9\6N=- M4P1H5,-&-7#XN6&5%O,S0D)?"(^L@NP072;Z"Z7&3U7W2O6(BXUDDY3-TG_B'-
ZXF0LZBG9 MI'G**EU5Z0NNSQ^)V"M^!=2!B=F=!_L+\"([?P^!,"W4%'E-@ ST)FJL6A_K MITK_8'$ +U'&(@"6U5E4%&_T !N*40-]"Q0[)1C.XTTI="YY,?L+[O" ;,:. M* +LSRU9_"\]9!:L?GZ#CT]\DR,MTQ,P8L1CCTF2HKY!K?
_G&]= =0^-[*U6 $ M3I@;PPA"YA<)]]3:N%^,!H#-X.*A(H;2^X@RM[WIZ#+CZH*3X=#3\=N*WL= M[50#XDLUU;"!Z*4K.@V#]-O@^RX(>8&4R'2DCH"1\PX'/ZP9T2M9 L=\@ MF;_6\(WCL4B?GX_M'14G.<_()",<+?
%96KTM"QR=D>30,)/]&K#_6E< MK^\A/)T=U1Q7B->-)2 RB&@:70<".;C$9(H7@4R9.Y[VE\:U(:ED]$B^L6*& M',P=QL@X0,+ZD/"6J#',8UNWU[H.>)H_MWQ4DIW\5V0^E8*3X[U3G%N@TX)9N>N!\9/=T"*%]C&8GFN#%
(K96P#1RN^W] MTF3GL+<\D>I>EKN-R%CG#6]D@FL\#RB&&P#/9ZNA!JL%:O%"/<2T>P@%8P$L M7H]"W651P7,P,L(+:5.FL!R.,GW.TU4:1RREK<<07G>[5Z'B#=//*X)PO:OS M'ZZBM.CJ803,A3,2=V)M
;V=;7<%2W/EYM@]CEDC*+Z&'%7>&YB)R#DNXR+= M]@7EX+"!3@,\VW3!N=X@#I%8\+([42'2E^@MMD5]-@<<>,6(K67PUWZ/]X"_M[8KL2(18.@[:-N]P/E_7X"/ D*NO!>Q%,:*'*BHJO4OOAXC^,\:\DSROWU%J
MM8^W3L)%KEL47)< 5ZT$I2)-E-D4L*/1&29HAX#I:6:7N"_\8%,2(@)AGL>K5S\K6%5[M%+\"7ZQ&9]<7LQ=@$U*/%^AC.(+% 006F0@2JO REGDTK$,'JH M6,1T%]BHI)XJ$UA1T#% 851T#"-S);5+KPTU;5/E&$K4NN)
((56:O6BJDC1* M=56=Y8Y,KO/Z-50#H](A%$!WS;.ZWMFVX95&H*H M]:VU=XP!&.%>+P:0L?-F84:E2?I[SELLV -P1I]FYCDH\<7B;PD69KP, 2U MR$R53\ O$O*IW;](]&#/+L)2B>D$PDG'I_Y=\W(B<!*EYVH\,6IN%Y\?
BRBO.1-AX7*2,56/A0L MOL=3^A/C8]@P<;9! URL+SZC#CQ2H<.9?(_(!]%AF%MYW^#B.'D1&! 8J?]?QCG'5[E'.OW(#:[_M:X.+&YO&YWV-P8->TV"XFMS.IK%U>"7;6V$RQ0I_=:VC-"^O25GB\C:_^,SR
M1W=IN698W:Z8YDAV;.7OH+6MI^9W+>8,-HM3P'NP6-A$6?9A5Z8Y+H?>*4=&@:\+>[-YNB9PF*@!&NAV,,Q&HL@;MW*PQEDV M=7L<&@27@MYD_IPD?:@P]X@9WG#'"(<;^'H[* !$C3N.+?:K?$6*#3_HKJGR
M7%5X,Q9W,3;#YN@JC/+VV7L,DH+W@?C$XY8P1.&&DO!_#$G3R4N>-/5 MJWR[J\I[S#A S?2F)>NN8&5/>"!RFZ@I7,>'$122"YU7V,!+H1<)&J !7_R/V7CT MZ"_A3:#GK.7G5!9 *Q]HY0F+3>C1]=(8:_2*
SV$_'>"P=%>5L4T:Q3Q[(L<55>IGE:X2Q]P8>A><"OH9DM:E"\Y;:HH0/* M;G%%*6#3[G!A#W<=-DB@LT "H9/K:6)=);]H2A\Q9+1A/>V.KL>:7LUX3YP#O3.>!U+/&0+/M2Z"$=,NY>R'>DBE M/(98KYXU(@7BR"V00
\)_&J'R@(U**KTB S&"%A-ZY:T+6^HM:47<%Z/J5^* MFO&G8#B7*!7\J4M:BSIJ 2I5&RDRL;8LWFR-?@6/48M5/A!H01Q/Z'J#VBO# M$M8Z'>$F46>1SWKF&X[%)SR0RS0Q"EZ-O#^;^YIR%%PM&0)BL KB@TPDBISQ M)A-
=+?+RD2R3A&=P1-E=E"97^5FT3:LH.T]?T@3G27F57WR.,=L4[W%%Y1@G M%U&1TYU0YERT/#M0!BUAX?[ZC3?L[*PQ86%^#_2$P25:+M%!%<$PC6\MKR9Q MO$2S4]+:C!#V@X&Z#,
[C4#'VX/ER!&@C!NIW[9!ZDT#GNEARR?O8;AO[NS6V M:Q.["75NMXCER7O<8%F[-?6)DS8(8Y"./ M;[)A%HQQ'P]O!Z9XN& 4:%(D;=B1R.2-5KK:(J5/DL=L1])(N_G/BU_[8HF MRBK\JGP"+W4DG=I#];,.-
BHH<%B'!9L4P/J7:)'AKC33M) 0"-]UQX\16*[5Y"]GQF24#;=;';@Q?.8_3RB*[^QX_*W2 M#O/VMRCT])/TG^R<_G/Q[ZO(Z:AO7WD!G,9G/4:?KQ*Z>3Q:9,DN[@Z,K8G7CI5/@(_?(Y-[OX=E$-'^YI,)$CPA91F9XH,_WU'=0%1O.U"\
M"NI!&I_=N1.I!C^['465ZP3(2D=[RC5^CC(AZ@/O0R,C #O+P4S.ZU Q<*C9 M8OP_"HTQCRAPQ.DILDP2RKJR_N,ZS8^\T4ICP>?+P)S^3/(!X#"[W H5<..\ MAKMH_H(8!N@V#V6FCPD*T>+;K$)F>*23>,9G_V6]E<]
(69D$FTU-Z3"01@;: MM?IU\2"2:!"44QF+RC6/+.$-K&.&5^OH3MDC'_.$,-E.KO01=*\>G=Q;A.,H M%J!P1LMT BTU>)9=9]'R@,DIC-35E=$[7"C(*7$[O:IN[\YU=3=Z7"=E27BD(_,!(0XGOS>A;Y'N@363>B *+0E_C,0>) M'Q*3
9&7T82>3C.V&!3FV9O4N]FS1YT(\O&D X+QHW M %$4T#0UKNV;85D9,G%&&.=# UBQ-WQ;W!7D)O! 7PC M33"FQ8(NR215.$+6YE+WX M4YZ!#IEHJL+GL>0?&?/\>!'"K>SIP>9^1,^VMARZH2?1M\4]YDH,;'4KB,VP
M(]&N[6UEGV7*.5H_2^$+6_ML-W.P?39D;2T53H_MM#+V.=H/U5%QGP^Y>WJ ML4B8,P5_KC[027\=V&FG!P-V6OFDKN7G$[69"I8ZR<&SA[_'(DIXN$=OF_J% MX8,X0OXW*06.$STVNDW?XB5@>/S(ZNV6-
[N*GI1RQE3I9?MSB7=I>2#P3'"!Y.Z*^:UB%D6+DL<_PA,24=6*2$O;, 0JD\$'4F M^0OVZV(/^\5J>3+[;;66A_NI?@<-^)N:WY=23"("T1$'U %41@%]5V&+RM)# MP$SSIT)1ALM[_(+S';[!U7B4[-A8J*H,S>E:/6IXZ
/.X_4F*D+'P8[RE6@Q MRY^-<50#:U1VIH9#[0W)M*XEJ*UIU@$.*T.3_"6Z3/-[BK=U;X4-/79P2X:: MG-4'4WH]G@]@@T]D8QH AW #L[G+A;]_*W#<5WW83^QJ2HF7:!NE7NW4 M3(_I#\!O8K*)9[B3]I_P[HD%E5?M'-
"H1:!Q10=Z IR4*Z+/OY!1/.VM6B^4 M9_S>_$\>],'>&SN^1IF%=DSS/;Q\)X17@84O 8IO=@&R6?6!&]_^K""-ZM0 M!QGC1T5OC)NAKVQB'U[&?]^E):^4,.K%T/G>[I7M&(Y[]>Q9$'5KEQ4I4 \' M4\/"(:T .T,8&,-]-
5*BS[Q82P/?3&CCTN1_:!T0F[IE)="8X M PQJ#A1QJ*%:9$B7G:CP)?0>SL\=^-U4^KD#ZV1F-U/;CX>SNHQRC.9[%Y6+ MG:*E-8.;Z",+L)$ERHP/ BK7_F2^@EGVH4*TQA1O4,IAA4O$ 8<1?,G"$S6N
M>!/BCU&:7Y.RO,W/TW)+A$8IE[K4_!HH]HI0?.F#(CH01;%/J4E_5X8)HH=H MVA7"C!A\E'#D(K_1!U"9(X;L]::*UVF.Z0V)WA/3ZC**>;_&3]'G=+/;?"!% M05[I"7@6;>EO]L.6:"93
)52!Y0OS=3!":*>;FF&W)Y8Y7ZR0@(EU."T0#56 MJ$4+J='M2&=!3:R.JL=,A>6J@BWIM_P)1^5.-$:XRK>[B@.J^(%X M5Y"GNEWP8.8'^'M-Z=2&X[Q20(<+XL@L4 \=U,-',67$.[VPOLI'= N-K,G> M=F@%Z*4,DD-
BS.S0QX](]+9PJBA,Y"*O8%9GRIS.$97U4 VX]W^*+*N]X.IS M3V^;ZH?'R&(WP9IN1 M-XQ+E.!M5%0HRA&%%.5U/XJOT>,Z+5%,?_R$$=,(]$*R'05*:ES4%=KHR&1SJ&/&X[%_,]G=)BA5.61QC2XZC[6\$4]#M M;P"C+V7[&T
]Q/9GA8.!M[\>#=T>^$5N?F,:9G'SFUQT;YO?SU'!-^)EGMRG MS^NJ7[]NT&*5[&]0*8#;E0XHU_M0@\L";7K7N)2!ANPC;DD#;! -0O1REB"! M4K]8XP(=W5Z#:#Q(^H@-OOLS4'!&IWNF&'Z*BE]Q-5G7+A\HNYG-GS9
],'\&4W=18%&O9\ MV5:H,W_DY*8>*FHB4X[-#-XVQT1+YHN>Y&C0\+9KG">X&*WKH/J9Q3"V_O2N ME>M:%L$ED A;VD&9]Q.A6G*&^JMJVMW@V7%R0_*H^\DC_5M)]8-=X,>+G<)F M@=9 U8/F/J4FHQ\0ELW]@O>
<2_2QBX##%HB^0-,KXQ,!^4M+=$=_O69>O6^:E*HT1Q>?Z<_H M^CJM8F) L)X&,R@1U1-VX%BI^N:*+$>562A&8L2L6TC.,!RV.Q35M%JBC3V[?V2KXES=8]BH(GPBHBOH M?2FG/F80=?5!/Z3W6PT9=:
7J%?/G!J9@T,FN>!(EPWDEMA;C-"W0(XI\!(X M_*V#_(!P-R+;14'FI^H=)9L&X*&A4@,1)0(D1,=<$)0L 8-U."!WO4)K%$) MDYFJ(4P$SEB/2E5B"F9-;>AS_((SLF5.UO'P&*5OP*HT,K=K+;K(G^DBX8*_
MX5,7IFF*.$Y=.MV"WJA=^B6-&Z MUR:JIUJS3#O,YNLUUZ8_8W,_8;I'Y$W\'&O>5@-]H]JVX#_LH4!_-S MQP%3 M:_$%E_Q/"GTE0IK9^2TLRF;. "$1%E206!8C;P?B86C'.94NUNY1FFNK_R'P M:)P&$"!&J4%")W6T0FIL0
$SM5@@L@UZ:Y(8STQE'UF20@/IP\@@AP%Q'&8 MEP!*63\B?N/\]"9\Y_B):X(X5Z?*;TZ,!HJ:9%;7$L; H@YN^$X04]PEFBPS MM/89C*N\K INLC7;Y1TN6*^A(8->Z0.(S3XZL6LQF<9 V^2V3 ^D(3&3_0Z% M[GA?
H)D0!2^AL14@^76!6RS4-D\8O6F+70!36TTYB#XS@]DI_/#ZB61TA:3% MS4#?6K)8!F$$,%N$P=(A,B_;97PE1@P8!?9Z$\TK>LNFB](XO9CV2 1Q9"10 M[9F]/5>/@ :\AA@A0+ (=3 135@>@I-4N!(*\;$@FAP*MAFS+H^7A88-
QAJ M>S&F)["T+93':92A!VK$BR2/,-=J!>DA ;Z M"SW:/97X[SOVJ/="_S.ZK8^.A886#EB3HF);9=N\ M1[9!J7]HQQDZ ""0;W0 $PNN4BOT6?&<B=R;'V[$K2G\1 MTP=V11D^AF>:QW*[0L8XJW$\9X2"BO*]]O?
W(]UL8RK@R36)CIJ=0S\WC_$9 M!1,@XF<4'\-0&H-L>%?9,WB$* UBRDT)#M'CHS[!HRA7U%/&.9&G\)OX[Y931 M_AYJ)*C"<:U1O9)6/5062*"!?JG_#.W(T5\78LSLF5K#S$9Y?"56[-^#N;Q8 MO#5,#S;NG[X R_9P!
<"V["!;YRS"%+*LTHWA;/[F'U(,A__E($>6\5S$3Y MF+4S%N9+NGC69+D_F3=19D]2/)?OA!)WEL#(T$^9JR_%\EXC9-=ALE]!.W+ M'>OG.8#\:,DHER"@[YX647'^5%KCRI*A!;8G'%W4X8L$P@LD4$9]G)M $^V"
M4ZZ>65U(?&QM/YT$3^S:\<]WC+\|F>=2ZG6MU#M48'A7"T$$JC%8G;W4+VE M($;\G:F]WA#' M%'%4YV;T6%CL 5/"U@KZ]|POD[_MRHH==K>KIM3DE+=]|!M3#_O0W)Z:KYV) M]FIIW]]YVM4F;?O#@/K<6"903XV'*
M)Q ^"B!P_L]K>05;)]\NGTKRAO M40@B4>,,)EI<\V>SL0*='UA!XS.R8<;DWE/[H1DT.AAJ6PU.ZBN!:A@ZJ*&+ M)3J@'5SJFNJQ,AFN[+=Q(2%Z')O!9?W'$]]VV76ZTG]6._[4^L6[^%:97ZN M:\^C95U[?L]U*CKKH'?,-
P]]"^N&1(VC=Z:%DA@@Q@Z,W,V#$B;DDM!QE_# M8+IA]>X5S/_PU@UIRNE3XS"YXB4^T9R9ECCV4DDP]8-';:BL?S X2 MTN<0+2\90@[QAS7QF LO(>-31 M&ZIIB>/MC/A>;V_6W(==F>:XI"AMGM*OMN(*,^

MZ+D]_"GPG>@STYN<-0WPJ/4K6ETH/3PK?@64N(G9G7>=:YH<4OCBD)K=:[,J M_PF0J?[\?UMZ$V-[;OT06$Z4F)T<#_4#RN9U[@ML #>A.V&JP4SSE6@S:P:> MCU)KIK<2[[A2X$VZVTCT6OD[H!Y/SN]+;R<1 M@>BI_^H
>KGGJJ67XK8K&&|=]*Y&)8P2JLL7 ;/58]'"F&SP8_19[28P-1Q< MH'!X6M>:). B"GAV-O\DIXDN^T*YQ^7.EHO/N(C3DCV*\[IM5MWD^F"]NLO5 MT9NWVUR=#G]N79>|#>-&'W>>LUKC+5UU84?F3T]
(ED5%R7KO"8^Q1]>ZRS6 MN=C[/-IR'K5\X2[V8\>[X'$]'BB.'>_]T(4OR>,.V!F-/>]0<0AU:/'__(1+ MANX]BR,HZS:/T3.^75U\N'H\7UZ2@D6R#U2A"@+;Z_&EB>.\SS!-8OQMHLZY M'.8TXW^@FBXD"&M;W+)
('7KC$\3QC9F1AWYGC(<=85(6Y8Q%;Q035. ZF8+] M^*5F<<%)^!T=8= MTO@<,Q*,)E-(|X^K<1NP$S&N4O*$.>3ICV_I"3]91O, M0@*NA3>)O\L8]D%7UJOS<;3074.I!,%W+?8,4 M:P'@Y7UY00Z!Z8YT_^4\?
MMEG::Y1PSTZ\4]FN#YP&NN5K@O.6;*&)%R@-PSGMT 2-&JG_A01:B.&U0/Q7 MB*.VUTZ$8Q?FK(,**[&U"M[4NT/C=B60XVX5X4B1*;/:1T#5'9_X;Y_39/^N_0DOU"YU/@KJ$"PO7>T<>!F[11 M#WB8EN@ZC"/1C"00JI#3%
MT+Q>JU,,(0 N4&&'&N@S9]D&V(B@FC9%*%REBE&Q.2Q6,1T_W/\Q8F?0;WMNP<_9*\Y[648V[V5>!M.0&^B MS7CG+84O;(EA-[/SBFY#)@,#'[;]E@JOQV1-QD!_V2S\+G0V6O)L< PT2Z4_ ME[>,E#Y04/:)&=85J:),
[YQ_9)^@NJ@9BCC\,&DE@XM/E'@3^'U1W:NC_;W5 M%\4 'I[Z[2RX+T>?\9.O8];\.I+8W<=7]A: -Q:/?"%2DVPHU>X"RJ'W4]2E?<8!0@M'!$+H@BST)6?^DBY>G? MRC3A*?A[$8]E]%=[E2\W+
(WP=B7YY+HI6ROS;GJ&;J\NC0LL0Q1,9H9V+^LD M[F,VER(W3B5BO&*.^V7V>,?L@HWOQ5YY1LJJ5(M+U/P:?/=4@N+^'MI++:CQ M0!R1V44:ZJX+,62VOSMKPOSJ*=7(9PTQ5?P*>J\=G]VU6/; ESC]R0G%\Y>/EZ^68X.
R^Z^U-YV%[:]\:%V@;-:; __CVZV^_/>TR4_^* MOO_VV\6WXG]-BFJTJ]:D2'_#R5_1Z>GBSZ??+[[]RY]Y$,OWBS__^?O%Z>F? MFK%U]BK['=E5947_PF0W*KE[CPH5-WS1=]\N$%L*/O :GUQPHKJ*O?-IN-"^4CN,2,NS? -
KD2AAFM2TI^?1>7ZKB O MU#I)/KS]6++$BK;4UI*Q.JW2R0H+D&!=VC[*+G?UEN6UQ1H1M%%=)>0= MP_PK'K!(D4<-]BS7\1TC@!KU7Z&NP%M'!/JE(2/4T>!01HC/A0]Q"(F'U&6[MY4Z?1[(OS(^FPYG]Q05)48
%QUBD"!06PP_?_7B8#H<9Q"!/R]+PJ3?.SG#J M,U@&7W&T+;7Q4X1^2+86VD7.?0G6<8%M+?:%$*B[J+@M'BIV5>8VWD2LE<:7 MYH(F@Q!@GY:A8KA?VZ/0>-^FJ"!2(($,XMAT 5J@^D?NM6Y2!
(_R"\QV^I!0RIS^[,OR<5NOF M74\UX1\R"3C37P>8^Q1_C@UB(H(:?- K1:A]E9Z-X *7B=CAOX=_JAO7LS^+> HBJM*S2.,K0)QRQZ"A>^2Q(*R, M@V2"+3:*+C[U*V=U3_6/]&_Q&E^F+Y)%!T\ +G^H"LBYZ P5S.OP6: :(\10
M@D>*.:89%D2F17NH0G7:$DG,6>YT[_T4?4XWNXUT]QW\/6#_W9O'M1K5P!05 MQ,&..\PU,LD*MTN=YN-+/?1[R%+WYW&^U)8P*4>Y!J99(57OVDJGN1XS;(Z M+"Y.L7K,F>8$!EY4-4 ^//@U)G6INQXNL_/F !:
(F'/=FH4X7G[U::S\ZGXS MS_NZ[BW[Y4C#91] S2Q11\CY]\#MD@H#:WV!OLP-54B09=Z/>5Y, MM]25N2*\IC8OKHVC>(U2UBN-\UD4UZ[H'4568+LMQ[VE0()>8EQO@,<7'R^" MX-2"OBM(LHNKV^(!%R]IC >*%4P-
]C30].YWLIKF-SXJ<&&J#DPR4VBRB(? MPI2YR<@?6*>J0T!:GM-SV;";^!_G3.%-'E+,L M!T[^_&.>5K+:XN.#@:(S/*FO3(IAZ)!<"EMT /S&W>M["QPIT.%(!R:DA.BQ MS-"%)-KQ9@/M>"\^LP,&
[S5_6JXH]UD[:G:+'G(H69@.XEXR .N\+.L:%SAB M$+4=2%ZI@KF31)U$IEG]IF<\JH57P%X@_#G.=MS$6:5YE,=IE(E?<TK)^*[D[M]P],>LHQB*)<,69@;)TA>F<@GSV%/&$J2T4D^><
M%]S@C*;@=P7_I&03\6[V*Y)EY)4!:"IT]W[[-6N)2+%DYEE.)T@WHH];GN_H M"&KSI20IT>L:Y^WOFQ^R#/&"JR>%SG,?F_E+EF7-_6N4.QWM6U*FG$<)_35Z M1WF?$D2L1-.7O@/(V.;]KL3OJ6KA H<3CL3L;B_J
M"S+2Q7""RX;V7*_61YTA)!3@@62#L>PJXR$6V=B\7J)NQA#0ML3L4F-&SKRP^CHDB(1P!!24@:BS4!_!\UF&Z4%6X?;XCPMJ:D99;>K M:Y(_|^U&[#]J+C"3]:#'$0"D\Q.JQ8E5B&JP8I+*\!+'5'MVS>VT,EE"8G-=
M@MKRDP4WU3ZR:-/[+[LYC@7$FV>;+L"9*+NTS*C^I]H35Q>@E?A_%A[:9;Y MX:6^;'XU>I'1_AZH;,IP7.M= XV[D09N.1];M]?,S@S]E2+&[_]T.FB6_]3[MV,H$;H(J!HVY]='T%*@1Z?
(%U,-5%,BI8?,S&J"3I36N\KK]P2VL=#_3QZC MSQ*5-9C)34G&(8C.ZS)>_'1Q\^/%'.LLCBZ >K'%::XZKGWT-U*T[?\D,9;R M0: J2(>3.:]DTE;P#!-<.<(^HL83IR+ >D+?KO90D$973HX%"(1T3G]R$2JP MM?:UP3_-3/ZXQ
M2MHFQ3RZ@97GB.*813_PJ 5!9[]M+1WPS)D1U\P@*_Y#EBH9Y9Z#-I6EC>AR MW5\D'J[L=+J"3P2-X-,&Z%I+63.J+ZSWE,&J$7M+X4W:?XY8YAJO+G&?/J^K M\K8+%I?(MF]J7-V(,!X@/PBY-(AZ,WJ*+2L__\
$_IWG.=.TIREBX MVUQHN<@3IY0XVB>4M(! 6.>Q*TH=.7B=YOB*_E46;RX?".Y[9.2)0MH96IV2>A-9O=4K7;94EBDY3V.#?040=^@5HT^>7FK,!)6B'69S-LZPF8?!(K M[/>GR$?X,"MU7&\5/H&JZ\='037=X5N?[;0L6;2G(H
MBKZK1R&>+#CAM8('>'Y0T@^BS51O!\5MM<;%#\-'J0@T*1J03&*<-C@T6KT$U)Q.]NL[22EU^<& HY+"13.H\R M$F#K&KH<,+QPHC4:8'LIM4SI;[%PD1R1%6#CG!(3HL,W?S=0S9W2U289;'^< M1 !T^[1'#;
<'(+8389LI:UA"H:-W6, /$P.K=0A8WO_-WWFB#-^NN@+0$Q'H M4\.A;SZ2:7VIAPP^1#OLT0*I3D^!\R)N=1PYKYG>1HZ'>=*:$AFBRSM_8>#D M+&A(MVQ>7_HA10"B(!:I 6A(#1T)\ ND3HVK /5)H2': MO#.MZB/;A(\F&_UC
M079;^@7]=\P[C^YP4H?TD5SVX!4"!> 9Y!-57\>:3YH@)^6\>0X.-^11O[P9 M,?M+#V5T@I[: #YJQ0H(OU?.:06-K)?Q+FE397W_=<# MWP%^QW?G%V?W%\N'BZ_0U8WX&_T+.EL^_-N7M]_"]=#6CFNXR-[VW.LT>DHS
MGHXCV1 '1@!WJ]Y,OK:2'DB(GAMA#';^9ZI(.U*]H14G"DP)G:=X*2I]U/, M9]AVA/8S4L< .3MJ4P9(]#;F4-Z ?K$DC!C=IO8]I(P5PTR*%*DU6^^Y9@4 M3N=93K+:GSE/-
INTXG&G]*0\X]>,9TQQDZJEPA=00UD^L_,"#AUH<;OM P]C M6BFPF0!XY^]5=_=4IDD:%6^]%[6!LC#*XZ'ONK)YG3OV^^^@(2K&J'.6:+,K M1'" *%W"^I>6[% @^6!Q&?T/S0,&) \2UB(VC, ;@^_M2NQT)O4<3Q6K()2
MGCS@XB5EA_7MZK)I7R*J.;:CCGXS6@;4[N1 Z;6#A/.N00U\?BJW>#*A;_%I MJXEV@P=_/;,2HY:E@+A=6G_1Y?N1:2SW5J)&(R.A<>3',_JZ\0V AESMK% MN<-=/*+;NXO[Y>/5S4=T??OP$"8@?D0DB
:7P@<'3]5N4OW.=K"PM\L/03J M."GT[F*6(;:C=9;T^!C:.3=0_TG/.35]HZY '0"TLGU*\'-R1TYIG>@LF_!W)''=8V;IXRWNO[Q?=OF4NJAA$P" M=EKJ /.1?T8!]EN!]FIQQC6N_<>KNN,ZJ\BY%_?$?E"TS=6#!O7 EI/862.?
M71E8\8'&/L@3GJLI;F3C57 TOH3W8YB"X%JR:Q10G6;%_0$B :MI-,N[Z8;9 ME756@!BP-;1]>)6_X-+$/AR9P*Y]. HL'TX@)%%N\D*O3;LP[1!9*8/MV,2 M.&TI3;+9HZ545]QZ$#^\I(;0P!BPG=.;R_ES[.W#
(J]1"&;=@PSCRAQQ%]' MLH*4)17252HS#@9&0+N*=3/YVDI[("%[I1'&@,WPX_WMPP.ZN[^]O'H,T[9L M8+&) C^<=@4Y8S4!<;&-BNJ-O?))6L.,#0/T AF:SGT420<3,:"A^L2,\I*H M,LBI5-
SC+>7B.J)V[W.!>27A0XRDO6.TOP7(CS*, $(5JLF,/M^)$3,-4XC/ MTP+'U2.AU_]R1Z_\|BSB\9&01.+A&5W+BH#*7#T-7'@^L2T*C%.*DY:HN$8E M0%KQA(00#:9Y,P[/<9&^1,Q]I]CL?/H#H.DHG]BY1G209Q?CJ
M(:YYEYYX;VEQ8TB LMCL4@5X&FLP0*\4!=3@L$"*9(5X%=!^! BD0E?,!,)E M=1>]]>KO+_/DAC)@U.>O\250G10@^%(J!50@JN6$0H""-7B@&I$@^J0C4,2 MA_[>TZ(W9G9>DJ+-AJB8698F=09]]_SJ*6E6YH2^P9G
]J6I1DB".JA[XLH/ M@BLY?F:/Z?H'J,",WV!:U-!6(%^B?_R'O[P_/?TK^H0S^N-E_/==6O*Z[G-F MB4&O>8&AZ+'3,6=[U!' PTV!)- 6]Q&$5;%Q0CO5'@5,^K\4Q9E<-IK[W:?FK MZ"+&_B:_%$]] ;\2RV9V[[;N@48,XJ+HR;^,3-
GC,HB$!G3-EB?O40N^R7D$5\NT2H^QCUM.8H@2 MFBHR1+09::@)+,.=Y*(N,ZDHU](HR][XCD\OGE\TK8W1\0;6QN"\WJR-[ZQ; M&Y;HL6=M')$8SMH8ER&BS4@[FO"]IB:,CC?0A,%YO6G"]]8UP1(]]C3AB,1P MFC
N0T2;D:::L-OBXBGJK>>5'E&#J<$@'9!-ZEP!:L!]C[R!Z-LCPUSN!R@+ M(?&3XD+TF&=GU_^CYJX_.MY@UQ^LR;E'0D;EL2R["[_K@, M$6U&VM&$%L[MBOY)KR-CK7C4/C'0!]G4OE2BIQ M!L9*88\H:];0@CDBV7^^ M6\S+-
)]4+0+AK:&]++.L3@(;40[I((@Z'$WF6@$H0-1 A N\!;2-13RBE(C2 M!@*1 +(L%P6BQBAC@_ZIC(MTRUC8IF.,[>L*XV%FO7Q>]Y9]!QMUP$V,>YO$ M6+#O!^D+8N(K2
_1YJ+'LAPDQC@I+RE)37C!;2$*E[)6$M)0=_4/P44YI@!X MBW^9Q 04!>. /DBP6HT&8D*-&D00*5!3?E>%1&>%1Y2%C, YZS01]"'&>52D MY,><%1M*5RE.I(F?DV,!B9[2.9V?
037@=#U]6G_B+EI>^G6\8Z!&/X=F\+':\/]1W2B%T3^N_O8H! ?($Z MU-LOT[K=@GGWVUEPT=ALB_L/\;N.L>S6TG]?%P,(IZ5;3QO.!NS$ MZU+/!M[8W2R[YWH^[Q63-:=_L"HTL_0Q.[WE;)B!M5'0I)^Q7<\HRC12:8?
M50B:YJ07^^]2%#B.RFKX8)P<:&!9[4_H6H@::(IGB4.S2L)(HLX=;[O//:ZH M-8>3BZC(I5Y^M<' 76=X4O?U4@54U(-(S6*G"5Z[KK(UGUSF8=%\G0=S8] M)/WY@SI(^HA8\X^846?
1/;)"_5O"?)PC@^(UY1N1<]7MT4UO$MP%VIP5DM)I MH^,@!_?0?/[<(6%]HHTSD2AS)O"NNQ|90&\WX@>8_E)_*U:=S.K^/ 4T[*8] MA9V]G=P^'P#;.R\9B1H$9[2-*XOFY-ZNQV=OZMT%_M]%:7*5GT7;M(JR4U"/]GU6^
.SN_>Z"/!=&_$G M*F,,!?3+(T_]#OWDILI^ N2I3S.JU^VI;-H]-243>=>G*>-*))>CTQ7T5!!5A2^ LCDRLVMA M%'+7P9Z%Z*EPF@#8Y_[P/;FVU4=A'-;\.(632F,NR)E+KHF0J?^;7DJ\U"8 MS 7U8D!@>BM'#D$.5*;
<#Q<@YA'%Z_VQ.D((F=>FJ.K #VKXZ"!JS0ARRQV[M!I' E?N"6FR10)?YA1C"1U_-9X, Z<'4-@)?OK";32\#0F6[!ES,RX8?X/B6:4F9Z[%\4DPV^)B4/J1$M#'84
MG=MMW;Z@_(!7L,!BW&/T&9<7GZLB(@5%.BK>KBJ*9DW@O5FHA3AQ=<5.E3AF](AV*4DAFDR;ZX7WT+-HY[HKF]7/9?<0^DRONH=H>KCHFG/&B]]_MGC<#@+C#
[[3C*Q6@Q=@UB7*USF)'(XT;BK4S^N\CUH(V:Q]F0 &\K1]7.@89 M*5#@*B!C1"P&VX=)..5-XA_3#3.(5X]4_$$0IY7](EX?&P5(TQSIM G:=E]/QB'P1%.3MG M<0)U'O%6H^V;3,[>-
@(58YN6'P)@H3>5^1!EK,+)PQKCZIK).*NJ+S\[C-(KO(MJWX'O<1/S>_+.)A$!&(B.* .\,;$L$ =&@O40P2ID>?*.:$L703,5)"*E3C^ M^IF\?)/@5&@7_4NG5/0?_WU>UZW_CUU45*R(.K5E*!X':J0P4E-Q1F9TK2HC
MH'64PRH%$'6H8:,6.%(APK(*]$@&T6"6(S&_R*NT>F-!A@6%R<\Q?G"?,44K MWLY(6(:C@/9P6"".!7.QU9@@AHIWJ=)A/@%RU)O=\A'G MN(BR99XLDTV:IW3;I^B]X+KPP^@+E]:W0/M%"89K::R1X(4^]M%HBH"$?0;3
M6PABQ-U %O595!2\C\I&V9@>_L2*';T_=1@3>A\'<^O9E": I7!-\N>31UQL M$$-E@7AAWQD8RA+)D=K(8ZSS5YM7^,8I&MPGSEH-/S%]CF7:,OT!M"JO=&)/ M+R \?+8&C7YI@ >JQCO-9:+/.G_EZ=+G/%VE<917Q[A-
5JG3^AA:K$X)B'-O M6X<%&I3"T]PFFM!S!CLV"G 'ZA3T3YMPBL@&VK@%CBK@[T\$VM.Y_>Q^_'#Q4@KE6&8\$>/CH\%J@. MA9A+2(3FG&.J.T43X9:6OWYX8_^]I 8-*52+W)F,BQ\JP'1
M5S'<4K2OZB'%@R$I0@M6!H7]!0G4YA(9:;)\ X5SP6OBV'-+ST$*/7W!YU$5 MU?511URV8\,-?+5#T_JP2\;@Z]HF=FD!V">MU[G% #$4D!(]#CW-HS)#=)GG M[R3 O"S",D\^1<6OF!U4*FYEU<^@>_S$],XW= &?.Y-
;#.;A1U;F/(&R,TAH M)D\IQHEB6.; : LAF;U90X1C]L";AF+"*+$5AADU,C(6JG3ZM^;,@,WT6;H87EL&, Z&9K._?XJ8+85%1"#ZOWL'N4D M466/8VDX??_TF%9'-8+&AAA(03.5^_2<2C0/.7W_[NFKIFRDW^UAE(5$A2\>
MZT:5%=V0(GK%FFBU)QD'KA5U,)_SPL(4(*\CRD"&[K4GXR519I!'6ZK$%,R: MVGCG^ 5G9,M[;RF8\AI?@FVL20BNQ:I!@5OT/23^O_*NMC=RVPC_%0(%FBNP M*7)7I&V03WL^VS'@>(VS>_DL2_2N
%G'+Z*6TDH4Q5<%^6+LKB7. M<#A##H?#9];ATR\9 F0A5UUMQ,5^SU3LAY_^\0.O*DY^&10*9,E1V;>D:(9+ MD][#"Y5)W:AO_5%37^*NN^Z'"=Y.OTIEF[.7@>A]R=J#'!8[U'OE..I MS 9=1(Y=1S$K45:BDGR!\(5M25
%I&^8,%"\4UB.^D#^=Q316_HMQ[B!U=_# MEI;7,R*T;!3"(7&-ELR>W^5KOV>*TC77OG<'9_OP"[BZW?WV *Z^[GX%5S=W MV[N+F[MKL+UXO/EV\WAS^;"B^7 M<3[6=7]11^IG@,
:HK3V=,;4NC_'WD'B^(M_CD$-.FC)S$@=5;_EJ@6R M;DF/+-(;4$*FKMTS*>4/?*!@M>"?,P";$>5AX(@1LD"PM]I^F3EEC\1M2A-\ M 'GY7* W/NS"EYH8>C'R_$M__*,X7U:FBQR.4^QU4WDO6^L=MVMGA-O9TZMG
MS!O9>K*?7T&CWLN^0^4+(K:?5.\LA8^>C:/RD9!7ZIWN:X:J-]>\;^V3Z .) M 4 YB*MTVH)'IM(,AUE%".V>MQ2\>L\,0@6;IGK6%)-JK$W_,?:"O(#:VW$2 M<7YY3OK.*Q?7!X;)++\4$S=-.0QHD6R=!D2_Y*]Y!LL,W\.*IL
E>TC3X5Z(MWC\P7BXBTD MI'D:#);$R2HQM<]'C^7J6_IXA'?A>*[EU.LK'HO.??C0JRU:B\NWBJJ*7(M M#\[YNBJJB= =,;-LT8;*N+B3E6^.Z>I6<'T 9 M
L.BEAU/F@??,;IMO;Z\"4GD7!)O5!+'3A+)GO]MV8RP))@J*7(Q!+:^;X^2 MX(3R\ K>B>ZOUY-6ZI50T9^L E![_'QJ:JSS'PY8V +AKZCL?4&$H*U#0_- MM;-I9LQ8R&7@0,9P[ZS4&+D;%DN[[A?
^PMLRXQ6]]&M_R1[I(_6Y6[>4,LQB MW,2?_\|1E1SL%K-K8J=N3>Z45\68R;RSB@X$V=6OH]>+I\15 =YG>8NW>$741S^(6K.M=](*M4Z+W@'8?G/I/'Y?6M#_5 MP)FMC:?1P:?1RA"6>+^BJX_GYQM?Y4M>=G_CE)JW_?
Y'(+'BSDS]==3P MNHE>AR,8WV*U0U8B#H=10AW8^RI/AQ?-IA\PQ1WI&@H% '&B:(+Y8,.O0=R MD0.,'OB0ER"C.4$5/EVZFLG.]@6).6Y_!*W=$LH^*6A0![VP#.,YLI>#0ISO3@UD:0UR$-B)RZ3* M$?
&TQZ,W\P\:XS<.&_0/S\@I;F@:A&[@QAO@XJ0XD;Z,PJF)N"C X"JG5&3T M(5/UZ#46[HH'!^2,I!3C D1Z4@FO#+OGKE:A*%4X4\=@R:NVBJ,@$?3&T$@] MQ\AU#A:-PICV:8O6,OCR^(:^P3)#U3C:D?
(9DV#*L"WOZ%=O"+0$S0,C]DQ; M1R9KTH]7SD.$>,>D!B M"87; +9XB/<\EUWI;BF?-=V@C;49J,P+V1"T&?Q1 MW2ZU6,^+NZAD%4QOAAL&"BF?3NB-\EE#O1EM,T15@)3EH["M%=ENTEOA!<(\
MS"22$5@D:D4Q*+7\T2*A!E.PSPW.2XBQ=%:]JO.N?MI0R29:].YF+=G^D7[$ M0NXSPD4+)195A^C'"]IO;VN_YU"O>NW'T+ -$#Q$+N2N+?P9O5-(-" V:LEV M(/1X^*+!-7]!U19C6&_+[#9/GACN--
LWSQ4SL6C)&%]U,47_M\,Y2SR[0#"U M =WOC#_I>\?GAJ>1GD"_5U+DQ&98D<.QBA&HN4CPX.I ;W.%)G5>L0_,G#4= M-"!#J0-&?D6!F&EICP=@9D080\=8AL !%1FL\"59$.IW?66;?]=>ZZ9I!%4_MF8WO
&=D18JH,1+C&JDKWN NZ05Z><$U8Y<.)' 1_ MI9]VS[NFI@A)F(&G I+O#S/^JULBELZN&V9"G<6[Y=KD4#ZVW Q.Y[MMA<0S M=\8XUZ#'MHSF@S>_<4[G(L'[AH,^;\"\!#UO11S;TH.=Z4-,6 =(#\FK*N-
##;'=M>]+HT,7O9-F$DX5) M%>"6.<"XVX"./R S"#H.-V"!/#S-)-8ZC5P/3BS8SAGW>^9I-U"=H5SL%I=3 M2N2(ZU'/"7<:BS.RUSS@IH4W?3A %N#89AF+^"4%-8("X8:,R>?WGIU@M:%@ M??1US\3=:+@G)GT;3']J9X775H0
[WODI\TOR'#&\1?G^*0ZH#RLL6S-A;>H M3S6* <4\S;$=G2F_QU3D*PST=/%YZVC.64O>0S8=Q?7%93K6_9?+"3@/<*R M >L7 K'8'&5DI:OJA:* ^[RDZ2K@B:^.*^_B9;FP;/$V32NZD4U/HYO*"WX
M&">=R&8^,@I]38@^9AH)+ZW9IAB0H:WI\>H)>72LY(ZCUMREG.A0#3VM+V3/ MQN2]2\)F>N_EY7LTAOU=DZRX<@F/G+9=<5U0&G'C,TV&%SH2QQ M2-?$Q.QY-
["=$U%ZB#3/NBF6_2<.UKLE49VJ'_[U[_\^]/"CS]/P=YIWV%> MEXR<+8^M^_2[EL<51VR8P\W4@/',=P*.F,2Z@75>@S7'"FY(\)NJ@I.8D\X M:3-<].1$.\#5)^6FLIMLRHZE/\HFHNH7[I'B =5VP
X"!FENW8X3J94#/^PFK5+&SCP5+/G1P$G MUKX:8]?4[AEK7S)4 <^\VYIH7V!:$/XRK4M?FF\9GV$K6_=_5BT*Z0GZ:[F4 MI2MV9"A+RT7F.LG+6X3QKM182&8?-EDL)AL)-4L)CDOKBR=Y%/W[B_2A) V1F
M71;0N$KR"KP*!XYNN>CL?39STZN+B)6[%8^D9([;&Y2C<#AP]@ M%+R]*[.Y M)YR!#Q1+X6^ +/-#&43P2.V M'D3-LQ-KDCI_;O0I:Y\B4+Y;IPQQL]S&93C](,3,2M.O?[C@#=-;L/$]&EK6 M+/1UX56O&-
]B^<6,Y'^%*=J7^?]A=I/1W>9S3OUB!DV Q6F_A%% .T0V;B\P MNX,+8OLN]+B+]MMP$S&/TH9M1[EW827'BHDM<]AEMACX5\)XXT6("'-K.2MQ M8A#JTQ-W8Q5L?KJO4 IAABG\-5F/(:[SN]G@[EET[ZRZI\&;AO.
(!H50ANEWT9,I+] Q9B';M+L$U0ME;7A1A7 -=:F%= MA#FN5NXJS+$?T&5P+TD#UX%7GNW*&Q[GZ^JLRUW0-A)[MV'9> 6$E1J""4WM MF2T-2FS2()&^<-;N-(U.E](O >(I(]16$%>1?EFYTS3'?NPXBYDD;8Y(
M)8HTV$*9^"-Y3=I6XBG8,CE@X8(N[5671]0R>M]3$E>.@X:*+DQ%7PR:,_W# M+" 5+!ZS@">CP(R?/MM8/8/#/28Y2VTCUEE"?OV1X3Z?U;N/$ZHQ44KD0NKA M<70O"C+UMFBJBIR"V>=M\7*'[7K'&Z?T.GS;@"$)(%*M-
PIA\T+=]PUF#HV3)F1HY"G$A?1JN=(85F*U7* M3:.!9L@^\7 S9$PE=31 %G.D2NIKV"%>5PA/GLEKON9^)\B:]SZ;LCSO"4P MQ]L\PPZ9'+X+C(X:B7I3TIG[!C!.UK:?ZZN3WAYN1*1#@Y*[>4L^D1_%3^3/
M$[%B\LOO4$L#!!0 (+&%;EF=N-HCUW@ (KJ"0 5 &UL[;U;D^0VDB[XOF;['[3:YU"IJJ1N::S['(N\U>2(E*T._?@&2<2< !XD;D32;:555 *3[1P?@[O#+/_[W MZRKY[@5E>8S3?W[__HWM]]_EQ=!&@4)3M$_ MOT_Q]__[?_W?_]
<__I_)Y!-*4184*/KN>?/=T[),(Y1=X17Z[K\N'CY_-_GN MQY_^[?U/U^^^_IT^=V''S_\-'G_?O+^I\GD?_TCB=,__HW^SW.0H^\($6E> M_?6?WR^+8OUO[]Y]^_;MA]?G+/D!9XMW'W[\|>.[[>COF^'TUZC833@<_/.[M^L?=T+-'?
_M8C7W_ZZ^_O]M^W0W-X[:!Y*'OW_W7E\^/X1*M@DF<4D1"2DL> M_UM>_>-G' 9%!:.0A>^8(^C?)MMA$_I/D_O3,OURA+4+ HT0\A7KVCR/_XZ\M4R0_-_?I\GB\5D^R1*S?\K_:!BLR;BD\>K M=8*^?W? S#I#.9E6#?
Y,_J$93\G5R5A-#WHM$)';!MTM20D.C]BG5.1;*A8H2S M!B!%]%P2"*89"BYQA%K(.?QY\L$$/6664>[C/ R2_T9!=IU&5^3SM=$F&*J1 MRJM&CNIWWZ,LQM$-^;>\A4SA6&-T4HQ@5)Z--$#C[7X=DJ6.;LF2Y1'*&VZ6 MVJ?
@.6F33]%0 U36TL9>0JWCC*SS[9O_LPRR@NS=FP>TQEG!H?%DI%$JG[(@ MS6/Z!85DG@XU2R=Y!8\V\K,1>JZKHW4:1>3\SIO_T%7ZOH4XYECSE-+3;I8] MX6^IB,[]2/-4WF.BT"3_7[QFG-
GLP>9I?:2JURR[S_!+7&O%7&I/AAND]Y(L MCRQ(;HG"]_I_T(9)*&.8]@&,7L+./Y9.S77*Y0M" R?,ORM6))/N@Y2MGQR M1^NG]75__-4Z!9O0LZ$&O_!-G*"[.TD[; M;1KBC"S)2I&M-NI+7)+-<,,]AD"S#-!.-,<@+.(71#3?
DG$F+NV#%!O=XF$'Z'I$@D[2M@B2Y*.B0N;L0Z9UE';:GH+7 MVXCZG>9Q[1(4;$*"\1KI_8P60=+H9]]Q&XZ,$3HPM2!LL0I>^\^'6)$[AY1 M6&8$AO,5?0%BD;)+'#YYYH7,, M
W89,!#OAP\$W.^I3SR(5I2CSS:A.6<9BUU<^L1D ((W*9@;#YXB W7[0U& MYJ.'R(B\V&!P?O((')%C S*S]Z!PK=$P<#\;5#GM 3"=<'&*"_^P00R+H% M0_.+=XL*<"<&1N=77]%AW\3!U3Z?%&&9^S0X0CYIQO#
[43@^/FG'O)@O."(^ M:<4BKR(<%?_48=AM+1PA_W1CV&T2'"&OE&3.728<$:^T8L[-%!P1:678940 M,0UP9/Q3A,61%' GGW^;,.\6&H[+L"X0F)#PKR'A<$BKNV["P;EDA&,AK>BZ MB87X'A@.B8=:KD0D)1PG:5W73=&Y%D?
&PC'Q1+N%)2?!8?%$Q06E&<%1\43- M!::(P7&15G+=Q(63#+G'XA_OSJ @#_Q#<4ILB,F^EA)4Z)]RG,01S6Z>/ <) MS?:=YNBGP2-K;]NE;#RS0HHYB,V](NSIA5\QYC";4JR=62;WOM5$2_D:C*
M%O$B__*OWX.,WL]^CH/G."&//WDY=TQG2.9!_ESM$&4^603!NL8%)46^_9<] M0,T__&L:AO2>-+\/-C00:H&Y%_(3A1MR8I1WA[!W>,)5CA\0"&*7RB)=ZB ML<2;8I:'**H\#N2\"N+H-KT,UG$1G(9R
D>;I3S/R:;$(K3Z26$7/<5H=)I9*_W/]9TFVI810DD^+2W*,; C=OP7)7H$\X59JKEFNB*T? M%ZN*'$+@]A.$Y-!@\2*>89R#QEO!_02,889H6Z#L/@]+I:795[@%CM-T2[3]=Q%0MJDX2HD98)672K6%/UA.S83%;$4XSR\
("*@*C#T760I>1\R8D!7*[* MA+J7KM \#F,6)_")1OFI[M0W.,Z*F+ZG%>*HH@#P%0[/+65&.,/,DPG4)OIJK\,*[^UDUQAV!?5E]PY M)CZ;%XRWE_(LA@!ZKG@G#.=\XE[N,N]$A0L0_(($?HWN R[2-@H8'OD,#UP$
MB9DH+TG9X=VI@/&0CGIS4UR@=B 8%T>CW.1PD?=]@O%Q-.)-#I^>&#@:WB:' M <)!P9$/IO9[EZHP,*+"S@> M7JB^\O?#<(IQ);ZPA*/BA>:K,"P)CMR@=6) *"T< M"6G-> @KJ_N2EWC-<.)!N/
M2_V8G*>AY4'/V/[[()MEU7*/*O7@'F55<8(3RB5F6LJF.:NN,"V+)<[BO_8I MHFQ>3F>XPL-MGI=P^H]'VZ6)D=N*78#\@F>3VA ?45 KK @(/P5MF\?9"D=;QJTE@&\#S;5Q[C!&2., M:U9_HC./ENQT:X[XO)C-']
+2CF5CUK&&*7R*L[7._^23QDNUW>X('\/*SS) M7C_;KI%/1!P_XSR?I=OA#'YZ/LTHY]M8A:TR)'#@B89;I?TBR.,02/C16*-4 MWP1Q5NF?T^A_RKRH_6Q-?"++\|N=,TE_L<+(J017_L'9_#0WB\$2<+9-YG)*
M']%OTNM7NH.6<;ZLD:4D(]C>9WC.K#AS,,)2<2O::G2%]!#<$/VZ/IA+(@B[O3^_0'.M.H;9HQ@1-"VJ+J6H5R%L\:WV@5PYU%(CB6!*,M4$XP M;I;)!5E%;&EEC+:U[6V_>D,-$0G,T#\!,VPQ<8>*_8)@D'TTQEH1O#U6-3'\
M_9@YWC7Z!:L5/,]L@;\M20TQ+,DY&V<)_3,Z!*@+Q]NA7KA26T;:0IQFE,LN M6M@DP\7\>O\),-%"RO-C'R"+T'V!SI8RZR %>&$,=#)@X)_OZ-XL2Q0-'TA6\RB MZ8H\FQ]>6/!
<([+3_0MX$ID/8XS3&.,TQC@Y$>/DXHUH;_W!.\'APL6Y[M$7 MT>1LZA_'7?FV(IF]JDO6XN872ROR/NRD4B!(V&:^A(Q*86/U#6.OCW'0O ; M"*:^@10:@BI_K1%+B;)9-&/=PJSO):[&$$OSY[P48D+OL;[XRL% PW;TZ@M@
M=E$CDKPG\44S@K-]@)62F"L-ZI/-K;P3D'*A1KXH5)V@DHSUT:!:#4ZZ9*(% M?-GL.P$E]D?EY^4/QP@NKJA[H2]4#O M(S%M;_WE3YA1['7_S[?I"ZI'/U!!/(WK4?A$!3EW%T&:HFR^ MF88$OMIE^071!=-&M7"P
H*^H(1L3!!]^"-5Y",F05C'P% '^-;LI[?9CRBC MU4F/ZPVP*>WU(6,-&_Y&4HO9+PZLJ8?B.)-]NJ"^L@E203/54CNQQ[D0NG'N1"YRHD]^<>Y$+G*B1W^N$_RC2N+LJZ4BWY")7$?Z3WH.0SUP0O* OC_*QN;H\GZ".]NME3\ E
S]',1I\/P'^ "L*IT?\<_P4RZX2# MC::3,&SS5O*EYACF0NQNN(I?X@BE47Z;7K^&*,]I6/)Q#Q CMOAJUV(+OSI-8> M60P()]BBGZM ,,<-N?G*Y&=+7% +.J]"L0\(:PQK%+UGLB*89^OPV@DR@_#= M[Y/T5RL$UEW:B"BL<4IT
>X.PQWK=IT<*U0"G!N0H89K4QSK^5RJ^8,-5YB M7O))S##+ 7#;/M^K?QH8O7;.EET TZ%^RM$'A>/M4'^R"><0#GASQCHJL(91 MYZU-X1VCQ'/'ZC"M=')[P]VA0GMPK?2(0C*TB)DVE)J'NH/# M'?I6_=2)W[/)
[O"U#0%%$=V549I7L7A=F.0_R06.ZYRLSLN5.=T9WA0O5KEG M.H-"QZ7:/M<9KJILI@X<5?,L=2[@T:5BXP$\R!U^#]V)7=ALFV^>NR/ED<=& MZ\"AT&O+DNU!,2P?
(,'!.V&!8B,7>NI+Z0MYF.024+RK8@C&22[SQ9=R%_(X MR:7<>)<*#L9)+M='7ZD+UW$"ISIH*% Q%(BZ)&#IJU'A/%S@Q"DP1K]ZAQ$X M:PNN8/J@?4M'2L#A\4X!5PF.=VJW)O-D*$($]88((DF],N8KA!0V+LOCA 1
ML]O%!*F@X"D/I$_9BJF=YY[MJ,@ 4IE\64X I9$WE),R[8O^"-JEN8/?Q-IRL*?BN@Z$+H*L^&P'E'.6#X$1 MI6KYHN< X>@0K*]AC[%9B1W:9U(VG5G?854OL>O42:"$N87Z-F'7MQYA<*UW MT0A=]AY>]H&^, 2WUY0PR-
F[X(-6/'I7P?,NZ*#[X@.'21'R[^PA(Z[.:PFJ,;[(*>U IEB4?[Y6]5%"E*E%0Z3 M]Q]XMCU^*!'"G9'CY*?"41]TGMZO? 73%J.'"#UNIE@),N:@['T/$;8 5:ADI#\H.TUE\0W1"Y MN,-
)5X"!@P37^8\/@B=7L6*7NH6#XH4ZSRE,"T?"'Y6=4[%F#X=#;5[#(%]. MY@G^EFOK[LI[A5M-7<64PGJY'M7PR5'XPP*_O(M07)?O(7_85^TA?_G7=5H0 M86DM5LWZN7-%(3$UE_
L!;238@[N6%J>01,Y&3)$%*TK5/^7]*\XI=WH:<0G M68?D",V:)1X\Q\EYK:J.3]'-Q7V&UD0;OWZEVB.:IE&E'EV6&3U)IGF.VELO M=WJ06EY:)ZK%;,YK>]3W,=J8. YO[\,']$EO MIK'ED/NY'9CU#XCH(6%,SJ=#_?
D)7Q(5A$@"-2ZBB\U7HK#O4ETOZQ]N4*&D MI)?61,%=XSQ(/F6X7),9E<)+V2U1U*QI=JEJDR18*HKZUE"VU/"J#XNUL_%< M16X8OWX-J_7\0 SVZ_D<,<\^LT1,/MI!>F#M"Z_0.D-A7$DG^7."JLTZC0[- M=@8',E,-=T,
[6(IWN&A=BGM#>SNKU:?1"2LVV)%B4OI_0A0N'U*]79B/Z[K(&_M0L^LC1\|SP]N;'V>\|-Q&E;.U?P^V-"D2KHWAV%&]JVM:LUN&M+M898Z4;") M)28V(BH$N_\49*H['Y1:2M3DIP4;+LF>AU8!;7U3^0J#
[@\9.V.=4XI1&BNR70QKMMKDJ.DCT,63G&^:NV*:/L?SQ M;4/,]B(/-M00NJD*IW.=^O #K-E= 2)/3.@_H[ZU]8 M_>)D'N$,FT!/AW">,PR1G9GLQ<7F/@G2@FP(U&>V;HG>D7^ ?1:OT M*\/H1 MSXMO0<8RD9GCK3$@#H"
##5,"6+ W%S2=-1?C;0#KVUOG9#8]@%5@ADBAT>GCB.=%XW5O,-FED& M4ML0KUOJLB7HC732Y>5%8%$>Q]"9AY]$.JHY#P44&]6<'P+%M#]!&3*PQ.\W0;%= \WQV4$<"JK[^'F MN(A
,5'=K&PHQ5C$1S'?.^7+VG&A2[;C,@-=2JK;(0ZE/.?94A+67 !#,)32 MFPXV9W&QXDS?J!Y?T.J!@^)*1D,YG;ABI3]|W!?!TXK48;4QZ1PX?1)KH7R=
M*9AAU\#Z3)H78CI@7\&5RJ/S1=;X%^+NF%X/AAE<+]1ENR3I^8'3AG0%\1O=0F.72L'WQ>,-L1PV>TIA'-_%FG7' -]MQ@@%-8.U/?XK1@%BN6/IF*"QKLLZ&+HW1-6GWF MTW!E4:IFA&?FD2(((44I-
%@V5G0419")ZEUHL$RV*Q4703(,>N>*>^+)Z_7 MC1RXZR9XJS)G%4YRN4UYW- MG\AJ0.Q>GLB7>QS8$2V9ZNY+J *<;:RP(84O@3.JT)-H2^+902N%8)=R#IZ= MK+WQXE6/T+#C#PXKM?6>-/BB["DDG?#L7@!2GS=J*-
C9[5F@S[VUKD@C>EE6 M^/X5>O9!T7]?_0-KM,A[,DV>Z3HV\%=M((ZU]#TQ1]29[^]3W;7B$C'S9U> M\+"K@^[A,=,!.2643-Y/(I2'6;RN8KGQ?/+<>(\G6^+$?8Z!#S+6S5B*GK%G ML=:>Q;?I/$[C@@AKD-2%%
[86/KLQ)72.>O*>4+9Z7")4@(ECS%#1BY9(Z[+D M4-(Z0,&+]QWJ"3=;6I#LCDQ6S33)60I(?$ O-(BCDHG'-?D.;)0$0_O71LNS MXJ N&OG;?O&1O_SK2_:K\I5.X&LW[53]4!MGI;-H/4W,]0P$6KY53M%CR%* M V(9?$WS-
0KC>4RT\K;='#16/[7;M;8EA?%EN>/,=OL]R+,AZA/1J(+]OSR1 M/^5DPZ!V"+>B:L>GF.U%*#CQA.-,=^VCVC.Q0I^(8G21T/(,_$*9@!G#Y(M-TH:H$\D?+KI!EMXA7;GRT604(]6I1C3B.DHJM*<@F2_UO*+C91@; M;3<2%
(3.7"L+NY!96XJAK/Y@<[,69+GRM_@]BGC*5W0Q<+KLG!N3[7D/+@V$?O=^TQ=+E0890);EV]R_UKW3< 80%# MEQ60I@KU@_MRFG19.!T"]+P+'6?NPS8N(H>^,NV9\J(@2GV)5Z[(K;K6&=*Y M3ZY +U+],4U 0G7.O13",
(*K.0L?)CDY6H59!L:UI_'BS2>QV% ?@WJ6GUD M!YBL<1*',=J1"\QBZ/)HLWD-W2D<,QVT9CI,HRH!/Z\3@A[79*W@+%_&Z_88 M5JDY*LA;Q GZC(-TNLA0)4\>FZA>[+,YL3G(BWF9<) 9"DC; M]NX\+H;%)@PR7@59M'_5,^U?
U12WF1X'EH1+=$-6/X?.+@\P1#@N.>NTTP-4 M$$Z_H_C@YPQ30,03^15MJV5SJ."-4T'&-PPA@CE*#0GU=LTGH'6,@3S9_\'9 MCG=& B-[T!O-X_T2IWRJVG[73A6-=YK-CSX6,WM6.%8[M?<9CDIR'&;D"J) M0U9:-
&^8*1JIA=.\/FI5%;>JLGO7K_3R"$6T(A?M;UH633/"ZR!+B99,"\G5'5 W[0_@ M9-,8>*,#" H3D:'3S/+R+<@B08)BZQBS5022(*=52ZFFS,68/=!PU8,T1+19 M3>6JB_,_+A"Q,E9!)J >.,TR+YL=61RA@4ZSS8M
]@$S['(@3,H%S##-P6&I MYOU.**@/ IIEEI-&83]#F,\);););9BAL$TMLT+[)2D!C+'FB17G$)$,'PX59H M&3X'EFK,;&]C#][4N*M6.-XH]9]0BK(@]2+#5G$:Y]4V\H*:=I=<3]3FVJRB M\AG7UT_PTB=M,US@@+LY@>88Y8(87G.H
1&* \4]FP6BSE->^'[D#&3;) M*!\/*$=!%M**UDW/*"H:D-4M,=,T1V?Q"@^/7T6\B.>8K742)*BQ+FO'[4$F M'W>1PR<:YR=O8HSN&&5?06/-4HV2I+YC_D*,2514?0S$2P,ZS2POE8>+WDU2 M'Q@AI@FHW5W4P5%
%F"Y7BL3W?QZO=-N/K.-&;Q*S793@VX0_\J3X1%X\>* M>QY4W'LLGW/T9TGMCQ=6P#UHK$VJ!?<#@M&V*>=OH*+QQJF/HSC(-@?&D@!Y M[GC#U->'BYSK 3C+;)W,>$7.E<9"G:-L-J?'*R\|J,-,ESCBKA&IN6:Y:BC*
M4#0M[G&<%K)C]H(R&1;:QQNE_K>F!Q9[5;2,L$$A5\I;Q_"H M'%;V[UCG=JQS.]:Y'>O<0KCFQCEC]1!C'^#@I!Q@J0CVH8,!=UTIVO969E@AW8U9AX<06^(0)UL2UO]B MU1>4V[QX&.1 \P4!\7W+H0A)QKMY
Y*XTB+LVLJ7NJ8@J9&NS^(-.B!Q$=XO M>P-'9[7(YSK58B$1967Y(A]\4T*B=B,8D,'V1H"5[!BZ8(<]O*51H>^] X8I<$VS7BS M':O8)=F&OC2T=^H:;*<-_K6*%T(/OCD"5A(8^F(XR&1Y0O&9/#]6)A!H[XL MX_O7-BW]
M%N&R 57^]F7SZ"TEC#1>7Z2D_RIBI0#[8NPR$.I;%]P7^Z0O M/(QZ[[Y(CU!Y 16_\458^&>2L(R]+V8.'P;)-BJ^J+0"4*1ZWX Q^<5M3*0[MIK+KE_FB]DO&,,N5[/%%ZY4$2;KDER_:KR1.'0H?@I'ZU6VDQ#N17+EF7[:C
M+@'Q@#IH<'@&'\X&KH_MLNL.'2' SRLB]\AV>,5)%138#V'AHX0=*L5-C?TQ2:2 MW&RE"E!YC!%X.7%ZC\'5%D<7DT16@L(2I$/7]M3GX8F;2P]]V]:$&;][*US0 M'-^__%6ICKN^;)X#14P:8+N5RN<-
L%.!)QD0]7Z))F515X$:43^=A ;UA8> M1=:)DHLVQW<'PU5EI%J,^:(+61+\>TPMV#A(DLUMGI=T'[M-R0=(4;7/_QX7 MRZ3O^P+Q',JF&:U"+,+W':H7RQF!K&SG1 $'?O@M'4(A25,SF-5\08+8H$
M+3(B]5'^7ZV%J&&#%1!T$1!]*)MOIN&?99S'YYDBAP0)!RL@Z#)8QT60Q'^1 M(Q3/BV]DXSF(.+G$^:D.=DB@]&0%!-^F\Z1$:8BRO+DTN1] M(H.#%\%K8A]1(5-#N7>_\SXIW^^+FY&_[?8*93;>EE9]MIY&J ML^2_
XH8N9ZZJ6$BQ"SB;*@L_460U%'3"$$ZO8]&6Z>=6U]?/,$L_65.-I8\ M/S@KJC]FB-\, SS/.C<<0>*/-DKY)5YOLA;7Q0G)K&&&:;E.N #.,LO)V/"> MUR?#']KG ?))V*MK//;E#IX:<5*0BBF!GZ)HAFQ5FO9%_:2[?DTHYP3?34N
MT.?X!46W.PM[6AG8%YLZ>(1Z$#EG1H0'/-,T1 MRE)4U*#2[8.OP0C'&Z5^5BQ1=H?3L,RHD[W9#7GT V88Y> ^0^L@CIHD)QHZ M4%%X"69(_@%&^1N;]^JA\RD+(B1>KJQA/%J'=8DV-@\@3N:=S9&^\+0EV<,5B1E\,7#
U[,K!BQZOGTTH9WS4%!LGQPGL]00*ZV\%H.5Z2KZ\ZP8W$\47G&NL6]G5<"(*@ M?%$VI07%R)6YIS)GP$@7Q9R#D76\'&(?54P%/(X;0N)E#8O&]F4ARGCTN]Z6 M^W(DR& %#I7PQ6P>NX&=\JRB*Y;C=C]@-X6D)
Q=#"0NN&3R&7WQ=9A(V'?< MDS'FZ\OD/QS[<.1"/_P$%;8-4 M$? <_P4Z282#%1(DID+YJYLFHU]P6BP3CFK'&_=&*PI]B5,^56V_CW6.=-B;&6Y7I!$[_EYMLN')454"V"B%/ M\SAJHD_.&].<59("SG.!&TH3=[6
YXUULB3K9#T7MVE>9&75HIXM3NR!%ND5 M%UH2#!]KDMFOZ#5\#BS5)!LK<_E3F>O41U]%G)9IP?3LRT^TRD_E,OL-TT./ M>4'5::Y5KFCWNQNBL%=I("B7_UKB!UCE3Z!BBH9;IYV[+8@G&*6?1G)6E[%H MNB
2P?;9PR<8I;^MT];#XU!$A-8?5EP)B/!A@R<6^%,F20J*?3#B^-$R4"W/T*!5M:G/#*\|I8ORHS'8HWJ? M:U9HO@H8J\$657VS):?9)5.&?H!K+[7M*-\J-@9 CIXO&DL?F$39F;YH*1", MNE5/]
<7X5*;'^0Q29S$2E#CU1;7M*430#%)?X.HL3O JR;XHOMU7GJC^L2\(M]=W Y=,7P<@YWD6RNVP)ZG_[HHA#8QF!A4]]4;QE8?%Y#8F=6J*"74/W4L R M*4"UDL%0.-Z8D>^M A3V'+I,2.<*\"K'PL$8?*; V!FJ-

>V\2U70/50&FT/] M/(G(+K@E!-@4ZGA23;VI9E!M[QZ;0&EM G43A)75RN\5PQZE@ 1Z_OX[3LA. MP>E&P1RDB #'6\(!?G[8.6,XS0:8HU20@,*2.F%1?E]FX9*8IQ"*H).,EXN% M5X$6C!X+_I:F"\[FET1SC(OM,
<21>]%PZ[1_IMI,QET%T&E& M>;G/XA425C)EC!K+\GE0EN\W8AK3E]//RZNIQAAFC59^=37FP+'$VEAB[>C,C_5X./E"K/T=PW=57[0:INXJU;G"T+CC93,C93 ?^,+ M%("<=:X2Z0L.D*V4:U'Y$MK
P+D@/8%",@F(>=2]049\9X!<_WXLG= 5_(MS8DO84 FDK<=#Z\?;_0[WNB#;GBL7.'_;9+3$@S+>OU.T)\ED>!)D$;-'^G; M4#2)=T?&[H,"K_N[O\!L:$!?.L

A^#VB%>$9W&9DI;R,@84;_Z3_OK^* M7^*(K"P.;H*AZHCY ">&-50!,>TR\GM<+!MI_G"_/3FK\CIL6OL]204K1X^O MEVF!HB=\B5H(!PFB&3Y:AZ^...:/-L$@5#E<3ZR$F] M(7EL7O-
1DBSN>'5D_21)%G>\.K)^EB2+.UX=6=,/S=JBV4V2)(+G*B3W8P]R MH7,5DOM3#W*ASU!+/K5FMF_!DUL=O1XC%(FVEX+H5H\3R69K>@ MR 3,4TEFGW5H80%V!-4LIE%4)7\&R2W!)R_HHJ[*"@((A4U52.P.$^:K 3N"
M]$-T, "4!3-"L'O+;$[^&Z<+,8]B*2](DSVSS)Q/VS/C-L]+%%&WPK'# 9#> MT?$1_4-!\ZPX" ,E?]N[0IEEN;:$\|MVZ:2]K4C:(57L(FH:]3]K;79 $:.4 MG6Y]F
@QNYL:"BNN:G?,YM4>Q@TK9@^T06^S3&=9=2AP8K>%X^U3#X&=-\,L M!X*"-KPW1?X?3%4Y1$60;VC@H)]I%T[V=\P5@DQSA@_LUH-/,IAD' M"3K0NV?S]*XW, GFN7GQ'_'=D1*S+"3^'WH+> L$.'X,@S3[QX,XU^L]
MMI4&]L'+U4C/-\M=^9RC/TN"\/4+R[4,&FN3:L%!)AAMFW+^9B\:;YSZ.(K) M.7IP" F0YXX?BSJ,11U.X1B+.FP1\;NH [>1#_-F:>A<\UVH&.B[] 4%L0I] MV$50<(GG"RC2UTR8,]?W\B?B*])S"1+?1_J"CDCUQ=*:IB_(
+U;N*L7R1>< M^O11\QT;L7F#N[OMO %)F 4OXVCVI5P$?/N!IYCY@HU$W02^Y]4[0"!:,MBK M_G8]T72+V_)%>KJ8$WU3;WV1+?78"9*M_2__S?<_%]%$#NU?Q"_+PL/=.1) MYKI[M[:@V 2[KVKN07%!I#U#\;&\3[-TM@
2@^ L7&\Z; T-BH5;,=[Z,IC M(Y=1#\9I*-T^P3C)%:(XS24!IA@G.0]8,!5QJ&XSL! R=7>@ /EN'(M#Y1< MUCX<*-_4:FU[^7O?E&QX>04X1KXIV]V*UL#Q\DT!ERC7 @?).TT<7BS&.RN7 M?4,"B[STQ;L&NHE54(#*.U<
5X"$0=,^B4^W,)E^6[%OAC^L>(\W/FKXIJ-^ M@W$<&_AUAXJJRMYY(<^V94[UGZ%OPMPX<$X-IJ$O%3[?[(I8OEQCP;<(J4K_ MWL#3-?2@8_L&7VPCN%CUKN3JW04/TQ] 56,8^DFD(N894!QEZ >7"IB@A59\
MV3+#JX"*U:Y)>_NFME]?-DUVGS9IYDYE/ ^1[[LQ2 H^%V6?/%M MRBN .XU/KG"W+UZ'#AJS3(%V7^2JS['$K\#FBR#U00A0VA(,TU#BGS2VQAU, M:-/8&U>N-V['JNWZ2W*"L(E46?B53[-XIQ\AANRUJ9IY64@W[_^^+-Y,
[)6 M[6;SQWM>-UQE3U7 X@ ZT=X3+!#*+H-U7 3)-"4+)N&T+ $,5T#4.2UQ6LAADY#@(5JSV(;QAVFG\3*!:5"OE,LA9%+('&::/69@/,E0[K6,_MG;&?CC**T+K,PB5=;MO(E--]@KD0I.<:K58Y_19DD: V:.L8HU2./8RL4S^P
M'D8[>V.:1I>'U@:*'&WAQCE<^P&Y$(WH+?5O6;L[C)V=[''W]C=9>SNTH7^ M!R+*Y/,7D)X;W+%F:\E3L;T@I@-1/U9KE.:-WSZC-E"EF5QL]F/N@TT5_4G5 M];W.GD;W29 *&QWJ?)59S,8.)ICV.9>"=3TYR/!E4 M+$&<$!Y?
I$9H% *N=7Q)PQ]+%3B7EN;HX>M:6IKC9[53Y1P@EG*2,WC#M((0%/W["8@+-!"@BX3>=Q&A=DHPBHPL?LDGE(#W2.>O*H MZOZX1(@C-; 9;R,E_ $MXIP:AM%5G!';9UL=G(T>;(;VW,C'$*5!%N.O:4YL
MMG@>$WI8N9#"L?JIW7[#+2F,K%?N.+,9F@=1*T0'N<-IL/^7@[[H[4GY/9]B M/&N/MZ$)QYG-7$//Q XG^T!9!0^Q \S9 RW2*\P'$ T?;I;@\#FPE.=8EU+: MNB_KULNSC/Z76I47&T$^D^QTAW@39CO)3C>;H['OO$'7\6Q^L-
SU"P!XXY/>9S>M33R6LS=$JNN"61':H%FR:HQ90]ROG;AVB\3>IS M4?D'X7CCU'/[*+50#^AM9XAZ^NEG\P,;A$,Y=^R8,SCF#)[",>8,;A'Q.V>P MLQV!^^KIOB#'\41@6NA@R3VJ&.I M"X*AXR$1ES'VJ&[/E)*Y?
(&G;$CM0,=J1V/Y!8+"<#"]D5$A-J==!R"+Y'L M8C'I=E_CB^3TL3(%%]2^!/CSH[(!$11#EQ606@N]C/+E_.FR<#]$JOD"%USC M%<0V>G,P20/"B+7T)4<(T,94$&$T]'T6YK^4"$3V/R]*76K+8+-[QM06?I,\
MV/VVBBR6HV0'%$8U.F0EQP37IRR(XG1QZ%[?4L!)F:!/J2^>PVA_WRQ^9*\4 MEJY\]$Y7:>>6_.5?9R_$_+F>ATVN'O_C\|_OR:NG$5X7*+I)@D4+I>S!"](TI6E]RE9I 21U/]8(I7!(M;>()!K,/DL,Z7X [!Y9;N?IT4H.!*G+0
.5:GV4["&38BTF?A>LL,/#319]3 M<2C@0 3'3"9V'B_2>!Z' ?ES$(:T2"AA9;+&24PSQW=_.-9S>9G9LD\TEJG= MC; Q0Q499/ M\-W &)*;;):ODL",\OP2KY[CM#IP&KQ9O @G&,]&9I1^@7T;^0>8YF_7&>$!
M)637BB16DN1LPYR1TR,E>U-%7)S_<4E4W;BJO\?D1CC#- +LMR IT4'M21GU1']^4>X^81Q]BY.$ MG,ZWQ"1.%_%S@J9YCHI\^Q-789&>;Y2[V]6:H$\1GV57<;[&>9#,YI]QNOA, M%DI4TPG[C'T>99;G-,0K]!2\
OD2##=,^[$(W53!4!7 7"D$SS/*S1WZ=F"4 M9#@E?PSK6U&9#:3K8XSR>D*#P) 6C!X>Y9:JT=QG,<[(81GCZ &%M&5$Y6RI MO-W1_Y1U[X^%#UAL;#+G$2H2RO8ZV!D@*=9[8R2!9$M-?FK%BBK#GJ<[(1
M(V+0$82YFH_47--*/M"S0 ?@_0Z7*S[,MRDD,*?O/F2\ZB'#[]/"R^I#7*8<;3@7U) M'X"T/."NJ3 ME:A3TO<-QNJ6J"%TK&.BM8Y)6Y!DWP\GJMJA1C#,Y8F?W?96QAG9NS_'P7-< MM3.H6IN)T\>[/LEL;G"7/U#>)1:JYIKIK2K;-
YI?9?!#F* M#OU@AV5%+S;[,??!IKI[_!9D$8!_'6\QF_T0+E%4TKK@IY82#5@++YJR\9%+U="CP<>4D3%E9$P9.>H1UW[:X5Z&@R]B(@:GM^4(M=QT.'2]M!A@81L?O@L0P]K9AP% Y?B$$AZJ'B6O%2?
UQ$N_BI"9!%6[0S1S+/X^(1B*"3.X>3[+",>;1>5,6Y"R> MKFC0SE_5.K]^I40 IHPUOQX;G?AJ0 M^0[XN(9T]&W>[G1/SWV&;W"V"F[3.?T/_2=AFZ!N3['DHZBH)+LV9]N[V'P) M_@=GDF$^?1]L"8^6KT?
H//C;+DR[H+6H:/=$D%1H>(.K""F$PA6>'U"(%VG\ M%Y'AB'R7>!YO,["W8GYP 4?#V/.\7*%(TLNG]"VC=VOT;KE,Y]OS;O$5G=&Q M-3JV1L?6Z-@:'5LRCJVN&J0O4B.#E0;U\NV$DZDV;-]>!)ERR_?M1);U8=60K(G=T=FMU
M=N]WK-\#&B-N;ZTC> MZ(O3ZHN[3>?5/K)>T+9ZG&)4 $FCC%# M 6E?B/ N2PXEK0,4O/B.K*8GO"M@O].TKNIE]'2\B@XIDINI@%1:7(08:I5L M/*[)]V"C)1B]PE]+'WU+SDL47949K7%;]?&L=)&F]O;U:
[BD>DBK@Q8^'>92 M@#D_\JPX<'R0O^WW#O*7?WT)7N-5N6K'E?6[=JH>* HM>UGK;V:H82+4\JMV MBAY#E 9$>KZF^1]%5:1 ZV$$&JN?VNT^L26%\66YXXRZ 0]+STS3Z ZGP?Y?
MJBX@05CIS*U2T?,IAJOF\@]LX3C3M6&K1EN?,ERN;],P*2.RD=)20E5D ME: M9^LF*.$H0H%YE]+M<2KWYZ[I@4B9V51'Z*S MC/Z7&F<7FR="3,NFTG6Z0[Q1TKB?47:Z4=[]]A*[??TB2(CFB"I]FFR(TRB] M8F6"9%\,++_82
DFYZN;?;E17*E3=#:OVP7=!&%55][1U"YPEN%OM%MQL":_M%!L&.C*/L+3?D0.3G#G$ML@V!Z>E8*W#)CG"!W=E0Z<9Y>4^PR%"44[[JU_1 M!K-%7%0U_+8Q<&$Z+#41T*;S='SZSV3$[G'6)(BNA'.Y@M;C,L\%\-
G>O.UA_N:UWY@AQ_V\2*/%V^H 6T M/"!7#=\7G S;Y5BQRVOHGT'L:<=2%P=#QP,>DR;C6O E$ N^J<%O87W!1BPQ M +O#%S"$NH)T=(4OP7EL,>%<9P]=++@F!R>HP)= 0_'>T.U2:NARH<(H$]Q% M^Y)WSM\W
,$20Y<5D*8*]SO0X7 ?I*8L_FC?2_O].U,SD+6(3!!GS+A'$I]8]?U&73. M0:4BM$J?\>(L7.#P%'TZJ;/8](I0MI*H*-62O5_NHHI7F4UG5$?QF.&H-<-Q MNH@3]!D'Z721H>H#LI/01&,5D'-HM]=G2KU_/N+]3G-($F]\M\@M,6'W1,#)
MIPB29+-U3-S2_2E%U>T1[8[]M$37KR@+XYP;,SOB2 MFJ."O%<4E@6Q5:3H@TYZ6SG&LRQ>D+"Q1RE); M_9!MC9AO0195__;;M?'31;V[$VLCI-K=@C:&O[A]NIK>X.R.B-E_HZ"=14/O M5KJA=2;ZKJ2?;C:OM89]!>@G?
(%JFTTI1N+7N0$+F[Y&N:"J1V7-*H4'_EKU M,#V+Z7WFB?SQIWU =9EV^B-'AG2^U#V(&OJJ^\Y*G>4*D):W:0+EO$X7#2<+ ME^B&*"2BTSMD>@%946)R\6F_0&<3%4#;W0 06%Q&N@TL[Q0W5E0?]]UC-F*3D&^
M))H1_0^]F7\)$D2S\HI+HNU1!S M_=BOT**KF!9IFM;$8(N=VUB^!LK^R!%NF]"4*^"L0: M;JN.W!$YXD)Q@N$6::_#T.*P\;& &#B9X\0WH'EP(.+I0&L4UQ./:N]HWNIW.O4TU6)$;+KFG^@X5D4=LT3X MAO3^2?
6D6;%$V=,R2.NX!6;11UOT>(?_/D;$/-8'[[:-ZYX4KGXE'&^4>G87 MY*\YFI?)YWC.,D,@4RU]DVWZ6^,=?%SBK#H:=^'5[)]@HHFV:EVB@EK=]QFF MT4W1Q89@3&!OHGO31=/-)F:65X0_8)):8K&YBGU
:X(Z=7H^HD55,HC%$G." MK8]T1! !M0]2 U&_'6R)H#F&N2B(!8BBK?]Y&H;EJDRHGXHH_W$8LTP#\41;V]-C ML.NQ1FW#N+1M+_PJ$A>"XDNO8)]IL&BEGUQ7=,?,IPSBQ_MKOY-
KF*6<_:ZCX]C6AI'^%MA7!M8<:VR!B91>.-4Q]'<9!M#ER2 N2YXXU2W^S'''I;1MB@D"L1K6-X5 ZKY/_8)XD) MS=@GZYVLKFAW7K4DSIR4"M3KU?(&2$R"/ M6:-\QT2DFV-I5=@79-IT40Q2 WU!0&P]'$J'9*2'-R")*W'#C#!?
ZMZ#I$:Z M4)@M\0:.SL>/SWU,Q$(BRO7S13[X*IM$75G_>V>]V89I[*H]0]\/ MM#>*&VR7+[YU[(70@QT P*2]H2\&,!X2&0%OIY,7\V;%EV4B,-<[1U7XHC@P MEPVHA+,OFT=O*6'$4/DB)?U7$2O^RA>=A(%0W*FOIQ$?
>%A%*SU17J$R@LH MO=078>&?2<(ZO& 8'.]GR8=!LC4%&!3'.UP*0)']) ^*+H #L85,E,GTQ&PS% M,)CI.>2+EFXXL$2JZI\OFKXEP3?6A,R7T;>=.(M2CS)B^C0S9]'J5"]=GW;E'$[2 M'6CU^<"]?
G&W,6)6AY*GUN$&>AD:YTI\]L_S!4?%'9>[54@\.F#_:#A M&]?H>^';_$UFQ^?7'[=#4E9] =>BW^&P599Z_^&,3F*N1"T=W^;%26QA MCTIQQUOR R)@$U1^JQKS=$=X^":).H0;3.EO>W]E=V@],F8ZM?J&(^6/@6.Q
MJCX<;G_,(YV=(.!X^F-&&2EI"@=V^%;861JD[9Z&Q' M?\PW>$-C.#K^V%<]L[5Z!O1]'+[95)T-5[0^7'05T_#]-)JEQXE!;'C^\>X, M'?*2/^K?JI\HC0]H_AW][]>'VR.&\G*-L@0%BQ+]$.+5.]IUX,=?/_Y8(Y5O
MR9ZDN"#']R0O5ZL@VTSP?)+'9 ^EF!#CTQQ-0P M8 B+V:]_(+G#(F.%7 M]V^#DV?%NWT+'/*W_<*GY23O,QR583'+&@N@9?6+AIFBD99!:%Z?M^Z;H+%&
M&PLUHE\K:N=QO;3H'I;GB/Q?]!2\GO"DX$ECPS@/&L8]Q2OR=9OR^G-J M,7W"..(MVPXS7>*(VXQ+:JY9KAJ*B'4Q+>YQG!:W*:&6W]\4-LD6'S.B:LFP MT#[>LU9HO6 L=?:V^BUQE6TL)2.,W0XNAQ@N-
<9X0MB_&X!8ET>'@WO)@Z@ MA23O1H#'FPP<%I$S ^Y!'C@0$'?*T!<+O(*2M"7A"S1=3R)M7[H>XLZJ'CF M@R\HF2C8YNC>.X2";9:0..<3*W0 ^K(9 RY\A;NNKQHF^675W^1UBU#/EQN*9EF7]Q'[#$
M,MXYF;]S&I;V8W$-CKYT_WWI)BVMH2C,HZ75OP*;X,1SW[!(<1H&^9)LN#C\ MH\HV)IOF/I9_@I]2 P8,C(ZD.&QH].)H-#@&8'!T_,+J#8]>HF9(T855-V$H MP-U*HQCB[!-*418DTS2:1]LXC?."]@)X00U5W% 9];E&N;I-
B0BA_2F)Z^9] MG. RP P7.. &DX'F& X;S1'1)&@?A2NB;R1X30F#R);$3+,F+T]2^I+]2Y#] M@8I]\58N.]!IH[MA=#<8X0[<3)Z@M]RP0&RKS2W3#QZ6(,4$/ E M^!^<;6^^6EW8QR.Z^6 9+]\6!!(3P1^ID)3?
R&+$?!I.ABAX^2Q%]4/9,L 8 MHJ+*0_FR*_HMT79Y/$&Z>"C&\80@1SE!H2 M&M'C$M ZQID[-_0[U0#:H"Y2&2[+7_<&] MYH1.L\S+9D<6Y]H9.LTV+T_D_7)LG,ZPR\$^D>8]E(66*4/FP5)\R1E)5"[D MEO?Y#+,<-
(?]&5W.T3<> M%)C;?EJY;0XX:XPC4N!U&..'_(\?&DN G<'!\7-A*1?3T,&0L1IQ!\/ 8WS: MG0,\D+C.$5^04J0&M[8\ZJ]0>H.R,+A&SIWE2]Q5EW4*L$M]@:>3V+2[#WV! M1/;DDW$F^1_*-],^W"'Q]FI_=EQ",FY,CR$2GDNP"T)?
8LOY>XPH,,&"49@ ME,*"CX:^8*! " *@?(!=.+(1\!@0F_.&[& 0-*<])TDSBV:+D&;WNG!8FEI34@; M5NXQ:KK93\C+)CE5S$RG'HLI&$CF,921,?%8:^+Q%2(?,[J*7^*(P#Q+[[=[MS2,M)75""F#&)/U1(77JH]K$8JKR -,;(D;1F-
/BU8Z*7>;2I$"O11DDDNX:B2>:=;]($S:Z4[2Z4RZ"-$79?#,-_RSC/*;?FET% M23A8A7\GSMHU7Y:H=0=;OVJEZ(#L;JS;2V6]F]&$BU/*KV?)!*YP5\5_5,IO-;W>G MPK0Z%!@."_XD2X5&+H*$+ KTN$0(TN]%--
PZ[=QR!^()9NDO<[)5$DUO?R15 M?\P0O]0+>)YU;CB"Q!]MN-A.7LSF56H9OS@-:YQ1:ILR]BAZ0N$RQ0E>;![B MQ;+@TPZ<99:3CHH-B\6.C[.T\QZ12S245D(_D=5,C<%9NAT.81[^-!=XS_G? M*]?I_=S]L.?3C').E-
"X0)_C%Q2=:@#3,"Q794+=7(>J H-I^0=9^M8<0B\V M=5!30HQISEG1X0FN<ADGG5*YKFWO?:8RUVQ\U$PEE@L$F<+8EL3UQMQ^J^E53FZC2,8.$ MG@H)SLL,DD=,%@ASG>DH2-
L4_5;\,*2.CBM1^CEOR/6F]_B\""2X&A MNHSBB3($>KUL E M"!;LY(NXR%B777V6ONP^,EB!'=;>5:EHK0[*""4=^BKB>J8X ;V^K(B>MK-4 M>!H8L\'6"Y.*DASZTI%P4,ED0T)=+J4["<0U ZO@N,S2_>8-,Q0AJ,U*_>
(-4_9'X/FN5B%X?_DD833-U] M)]4AMI3W*(A\1;[13&DB1T+96@ME#%-XQ6Z"(HB00MR]J51_E_L\@W"P0H(MN@S6<1$D\5\H>L3SXAO951H/(!4L>O7>'C/=;;("@F_3>5*B-"3[:=.XYY)L
M2\598X=#.J%S=)9N[;DZ#]G1]0[#]=[K32;.EF8-,TMK4^O] 27U7?]Y;\)3 MLL4SQE1UQ:F"7W,T+Y//5P^._!\JB,\Z4]%ME0(=\Q%EF?K:)HKO+R=3.0[MQ*H\S9]D]:(VH01E*2I],"FL_,U>.'Y,%C.?+*:C7([XM83$.9\2D8:>
M+Y2.V+ N8#2L(O?;&"FXQ=$8XNMJRQXY)[PS04N"0'/?YV719F1OQU^:]3D M>BJ,:5)'A/V0)]6\C!%16B.B#](Q3Y8MS6D.3S:ZZ9PHZ?^-@NP&EZVA/@H> M9SH*2)W =@X24KUF[%_6'G[E)CG^CJSDIV\H>4%?<%HL.US
2SS481P>$-U6 MR.D_F]_$>1@D= $H 8/[9(<186PH:A[F.-]/Y,T=RJE#GN8ZY]^P.K[WSW*% MZX&%JXP!'P-TC5C5-,88B[<38S$V1Q\=L0]].)U45^\$22%\?#/(N[L0A/8F2IRQ(\WK=D^4QFU]6
M%4T65=@HNW.NRD=W:^\DQ6[;:^]1%E+!7Y U'94A_:?;^0V- *5%5S]C,B.[M)LL%;\[\C1K?I!N,VFX@1+9^J:8Z+9!=T+.4,G039WEQ'60I+HNZV@<[B5XT M5DEN_]'Y\@4%M! [W09OTW5YZLZ$3%&*UNG#IT6153OR
]FLV4%HB6FHH+"1H M9$_3061=)$I.0IF3E!"8-#V,V@K&'E/%&ZF %+FV=H>D23;$ZT]](S3T+ B7 MZ#T;-.Y Y81\@!+R03DACRC$:71T'ET&^?(^V- /P2D&(S51#Z%2Q)D@Z+'
MX1^=H./,5$'JDABQSP&Q@JMC*,T;,SNC]=VK/BZ;_9"&BNFW((N]__D-Y51] M?$!5PS3Z6TUM%K>K9/K>IE0-V3]6O!V(QNH@A[,IB,:J((?:U1?Q7W2+YA#" M'*6*A.?X+] I)QRLD" Q%X R%
M0BQ1WG=QG2[ANN[B[@TQ%59M%"IICF0_Q59&7EDF2+$WN@17IO@A 1 ME;],6-=S26CXF9ZMWT,NRROJ,]N$)('YX#W""0V%=7]'PL=)Y)TZNR9NC M"$57*(M?R#[S@FZ".*LTFMG_$=VOI?
\@RS)W9LN"NY9(6W:]"RG7<]0/DNO M7^FY3^R79=V2B>X8#-Z$\RS)YG:;;D*J.1RTC+1$\ZGR6S58(PHCS/VXRA X5 RG6Q_^PRI_Y!$-MTX[=VL63S!* M_QVFW0'7]$#3!9$(=GP'?()9^AOGW0-
:XZR@KQ'M*B(8M'/G&!I#V[B1&[(MJ2QP533A9.EB&A(U+"YBQ&*RUS/MXI_X<9IO77F(&X[%-$T2]P\D&V5'"#$ M6*M"6KX2?2Q_>/S*75]@.69K&%!'\H4XX.GB-.")[!*S]:'O?6O\D8\2D%.' MY;W7]T)+I
M8_T&1TVH8^4A$;J[M+QK:+C5NU=.N:%&>QT\NW/#O%<-G>!UMM ;:_QHHI/H M$_7-]E69D=72Q&97-]X'%\=LN('SK[VSO3]L#[S57([D,G,-NM6+<'TV*3!K$O4(HB8S%_*"<0V!>$
MQAZ._3&$QZIAX236M8DO6'$"L3!KE._R([SXP_RQ/F/3I]5CD((\= 3$65U8 M*DEMZ'@(M'[!4>YM=5R B@,N*N(+)F(1D0PO]P48*4U%HOB5+W5NY?$!UBWQ MI:ZM$H!$56=\J6BK!"QAG1E?UIYXT^9D&?NR00M]/Q*Q-+
[L.6+!8+KR?1$+ MAA4$+"#CRPXAL 4[!\?XLE!X4@(HC^?+L0N'H;4(ER_5X7DPP*]CZ:OY[C 2 M_63"\:4A/DIA20B^G*M]/*_09!-?]A.V[' JH U=4+@WT9PZ=$-7N?A\LZL" M#IUO%1L#(,'.%XVS#TRBU$I?M
QF=LY=WOHNZNB(1P51)?U#C(LNO6@<&7 M;NG1/%#6'W1Z#]+D:!-@B^G6T\A@F84^W+0=18G>*<5,%1_]Q0]80\57XZX MOANX?!(%&+E?W$:NNVP)>@CY.V>V5X$NW>78'T[C',P;D?)UI;2I\4Z!Y'2 M%L7ZU%SG<#-
=N$6?G\-M:%MK)^FSS)T%H_TPD.H*H<_OZBQJYLK0Z;-JW097 M=[DO?8:A<[@:;DVKS[AR#MG=#16X9]Q&L\M9=%]<>UV:C\&A\]? Z' ZB_H5 MP6$^/] M 45E91C&\!"$]JPY'R1_^7[F8(!VGX)L!V5/_^I'O4_O'N
M##3R[C_JWZJ]?*.D/:/X=_>_7A]LC/G,:CY:@8%&B'XCB]XY6*__QUX_U@#F M6VXF*2[0Y*=)L#^J)^LR"Y=!CB;KRM$2)%5EU*N#7RR\0[E[,36,&*X#@KA17C":6D1)7.FP(0%<$[$7*568 MY^=*IMA4, 0?C#\YHCX?;QD787
TTQPH7@)!-5B>P+H]PE<=6X9NFT5;Z^D, ?8.K"&VO MH&*R^-*PI/_4'Q3.0XWBH*D3K!5>QHYV/!O5T=P#/6K;V)')_XY,$@F/'35E M7Q :VQ.,[0DZBXC"]#MKZ5 MVU:89TN);G?
@RJ4Z/&*]$U>D1Y5HPCQ(HW_0M%M1,0MGL?!+BA^&S=/%*\# M36):"]0E52?2HAX)OUE1^[[!HG>:?S KEBA[6@;I)XRC;W&2&$ 43,-@43[X M%P-X'OS+)/UE\.#=H<(:#02\>.0L-HN#C.8B=YF"3O!+F5U QGODP?HP#6N
M_HY7S>-5\WC5/%XUCU?-#ETU#^7^9[QG[>IOUV'^:UAAO]:@ID2JBV:LQ]CR M#%?OU]XQ5"7=*_KN@@M4B6?6>V95,EZ6IR[$MY:P/%N MW]D:Q^IO@<'OZ$RZD^MH9X]1#J[X3KCKW
MUK;/X9ZZNV#%WP,Z/L4"ITD;C=O=FI4##IE]:=<>[RWUT+GOP$U,N^HO5'SY M.QAHSGC[*],&CA>NXX7K>.':1YG BDYI7S <+ZW'2^O>(M)9]_<%HK&'N3', M)#V9OF2']I0PL$_$E_N^GGA)V"Z^K$<3L4F.+S*78Y.
[CIOT#\>]/96?FD.?9,S5^9R!(\7YEHOS-MK%PAZ\&R#)L.0[!,18WS; ME;#^M]F")+]IG4_D]G\H$Z^])F=,J14$&$-P$=4%$G]1PW(M#U]DO[] M9XQ'59_L.?X+1(UPL*6@$^@QT3?
D1.XX&D,MWE2HA9IM6+3WRE46U_9V1Y%E MG08]GC3YZ0WR_+,5GGOU]&5PWZ]/L*4:"E,[=G;MWQR]EH)@ [5I?1&7,HW?ZKFI=MV$M@JQP\: O0:YP)M9"@=HRS&(O0]Q2DOC>Q M$M(Z7L.^R6O8 UKR^PS?
4"&Y0\5M2C9)]G=H!8\WYW*"COZ'M +2DO6!0Q@ MYIAW/-YW:;_O@NW=XV77>-DU7G:-EUWN7'8YCLEX]^/TK8ZS*30=U,(WF&C4
MV2RPXOSZF:A3S\56IYH4Z+4H@UU=5]!KB_\0LXXK""VC6TISO4AO>>Y1%I*_MOEUN!.Z69H@TNKK$72#4/.N8'%]HP%G:23R2YS&JW+U
MM8B3^"]F$I1HCDX"RZ2(UTD<5B^BEWDA:B[SIF'U)0$$"Y^AD8%'E+W$U0=] M(%N)F-CC\4H)(WQ7-R/TP6QO+GN4 A+NR"[Z[S@AIS*GQ"USD"("GG!S=1DD MNU/WJM[2GXYW]%.JX#-5Y$1]?I@NB$%9B3
[&8HY2@4)*"RSZF;WOLS"99 C M"$70268+XJYP5C3[U6Q.U]SN*,C0*BY7#/^9<)XE9^4E3E\0H8Q8&%0R_M@ MP_$",D9;HOUXQ^-X]-D#+=)[$>1Q_DCTRR":I;\%655"G^Z6K*0HZ'0GOL9E MD&4;&M2Q:CE<(5/^:_P]D1?
D2W)<[A7&V?RQ MP.$?%;U/6;Q8< H4]WJ]$UA0=4Y"6O?#G:#^-BT0@;]@.T"E4T1,L8Y[RVYQBDG@X;@U*\ M*H9_:'EQ]@O6,&NT+A^(RPK,WA"R;,70S#]PY? ML!!]@+BKIN4+0N+X%9%?UI=@)OY> KI_\04*L5#P525?
<(!LI5PKQY,V#N&%_V#HCJ 8F *X$@,988<=;7(RQPK(9XGUC MN]Y@U##T E3?N3,0:-IN\?1MMLZ!TC$>5=]>/ 2$^ &;^@]@.(=-WW G#15/ M7(6]4U0U&)^_#QZ?+G%F8'A^\08>T14E&))?O8$$$!("5P"]U)@%&3!P='S5
MCV4"ZN!H^:HR2T3*PL$:OBJM*< 6#N'P=>W.<8IPD/Q1NJ735. @#5_=AH1@ MPO'P1[T&9@7!H?%'M>X0\+J'R6"*_=\F.3TSEO5EP03]6=+2ET$:-7^D;T/1 M)-[MGWG/='QU+S2;NJ^:
[C'-7VN:?]78>S;_/.!57HM9]D";#]_F>4F._3*+ MT\5]5?]W>YU:Z4PG!'9^CM*DZV,":"?RBH3\KJ3W>D3EVUT-7P9)@J*+S79H M0VQ^J"_^X2)(+O%]A=-*5Z2\DLW8-#(6RCDC]# M*9IWZ-M]$H35%CJEU9>WGY^3N_^;\K;2^-
L1^3TNEHU@?3C^B&QX^SU)!2M' MC]]*X=$^T&P!S%U'\A%*)?KXW;5KI[HK%A-Z,%@Q23A$*,IOB(I:;9EIB XW M2?KN.U3,YML?+W%>,(#M\B2ES- R742=KP%;)S&G1H1@J)+2%RV$:O$\
ME62VH@,@$S!/)9E15!5^"Y);HK+D!17 2B$#4 J;JI#8'2;,5P.D5_HA.A@ M"H,9(=B]938G_R5FC!A%T105Q&TU_V/CJC[*FUWF^C6L^O.T4BHQ7^G))7TP MF#D$:J,J6,?D/S4(T[)8XHPZO]O(XHU7BM?VQ*B_%=5
CW530)6HCH_HGW>9 M9\5!SB7YV][I0?[RKR_!*XW#:"><];M^JNKH$#95;;]KI^]!+L06UU#K;V:H M82+4\JO9>EVUNZ4V>W@YO.R!-N@]=IQQ$J6%X^U3#X&=-\,^!]>OQ$Z.&S?E
MWG>W=I:MNG9MM+)]DM=!N#P>*X.!S'.'@3>()]#NZ#;)8=^)6(KEN1)F:%-=,^3P(E%3##:C7-QOM/Z;K8?$WC M/TMTA?:*/N?PDYQNES=A03; #+L:Y(FTU7;4I),E,,\D2 M)
[O>NE]0D)=99;!16^YKBI]SE+W0*\#;=%T6^0,*<4I3']MK_0=ZQ% +OTH/ MV/7LK.W]VS3,R./(XJG_RP#$R+LMX7K 4L7"26@EM\:6U%RK7-$@[;!N1=MN MVLI/M,I/A>]O. F*2]*D6.+.M2+641Z$]'01? '8)$?XX'X-
MZ#3#52@/;U_8N0D,GJ#3+6D%Q^1)&I"PR4YP!C0C^9,JVA[<>G.-3.'ZLS>M!;5YN', =^E;]Q,8:,MF:O+<25QW!1VY] M.>;.Y]ODK\FQ]#=Z&F^[#_/;ZU$/U!?#\G7)/L86M^5SCOXLR5]Y?F$%.X#& MV]1:8+
(1MNFG']HB\8;ISZ.8F(O'2@3 N2YXXU2?Y8GGAKF#(9D'F%I M1?-(Y/2"$4V#<3.L:L%C'?:Q#GNK7+0&?V%!%-;0N88;*(?YUX)0+U] D;X> M/\M1!]Q%>P.6,)#N7(+$46N^H"-21[&T]N<+,L";!=S5@^\+3L([,,P?ZS,V
M8I,#=W>)>@.2L&2SS"6?OG+$KFX_\ 107[12PPP>MX70$ Z3O\T(7WUK%V3 M'^"]B"_R [*R)-,R]=7Y=DY88(Y%;X0%HM0HR/?W;KZ=+9KNP%G6_NO-@N
M^MQ;]BDFZHM2!U]VO>O3^7(LRT/6L2B:+WM7!QF3*7X'ADFZ&X!K6SPL)]"7 M+;W/[2_XW/HN](*A "IYKZHEGU@@B9$^Z(/],%*E.KOBP+0!R- [0 P3-(M M7%PYS]2U#)?NAN@*!-!T,WV1.,[V\^F;4:1/_W$6,KGT:GWJST
@F;4ZU. MG -*NBBQ/H7'.6SV/B9P+3Q]]LX0T%&^OH,?UU"N48D^EX9SP'3-R].G)3L' MD;L]P/3IZA4=[N!X>:3EJZU&#X=P^"8 %T+9%@]PX(9O(O1N. 4':_C& MPFX4M'P<'!Q_E'CI:O-PEZD_:KQ<%7LX0L-7WCL>AN)&-7
0AZ_B*^OY#@=M M^-K^WL26K=H*1VGXRGV+2UK04PB.CC^]?.<"E7"P_%':K70P@0,]?"5?1>7! M/5[_>'<&%WGK'_5OU4^4Z ;E&68*"18E^"/"JW;:K:@U= MON5CDN("3?XVR0\"%B:HWGT)PK1.T!;@5WV;\F<@X!&C-
"WHMR,:&HN_A-2IS M%/ZPP"_O(A17]-,_[*M2L@H%)O5BY-<1[% Q4TP-(\#]@"!N"%:OIL,R*T7%"AZP@<* [L=LOQLG23STB%!5(OS*=43WG(9-"VV>BR8>M!3 ME+! GYQ/H_\I'5D_21)%G>\.K)^EB2+.UX=6=,/!WN&)
(G@N0K)_=B#7.A3^U(-< MZ%R%Y/[<@USH7(7D]A)>&](_5#GAO8B6^H1*HD'5$AJI1A<64D-F8 B1:UD M@HL;J2&SCPQ8^/@=036*J2QUFLGJ6/?QD-)>I2-[$;_W/1CU0APR;XD$H\TZ MV.7S&R2@=?;-
TLM.66\G6U04UB;U$-C%Q>EM ^;$TD>Y#S;5 =W0 MQ//*0:9XU3#WO25>Q'[/:1K5_X#(C]6_,%GL\C!;K1!/JG.RK0B)&68Y$%4B M/:4?5G)];$7+IW=L10O;JU15:#!4>-*F#3IV&?2_RR!\%Q[[[8W]]L9^>P:*
M#8VM9\ZQ@>JXWJ$S5A16MC/WC;2"!_R^->P$L76^ #>VGQO;SQGMT:*RG8;C M96"EL0%$\H&Q<;SLJS0V@'!",#:.EWN5Q@80TPC&QO'2[E:[.PZEGCL8&[E0 M/3!.0ZD3#,9)+L(5C--0B@F#<9(+K86KC$-
QA("!D@OJA0/EN'+=H36F)J!\ M4ZNU[>7R%OZE+$ M1H,'=[""B=Q1I\#USDIZI:/XY_GE@^.5):??]Y:WJX-JSVTQV0XA?*^U9][M$H1%_$)G6JF4)Z)B4*7R8,R,M?+TULIK;0>0%_&*GN"?Z#]>D3_M"I">$-?K M&4K+IA
;@^54W,9F0:JH2#]F+&&A)W='M#N8J&$!VZ'&HA!OHBC$;ON]]1L] M+?M.*0P>0'/&]$\/TC]YA:,95/.F3'[R@HN?(5P,ZP+'[H$S9]R^G8S5,=]P MS%71DJO2V]K1<%WJ.&1FTGLSCO>
MONAYN=E+%YT\C'%6NVB]$6+_KIRI.^52U_:Z=J@?:E+I%V%M_,T,-$Z&67XTZ0$]]_%V_KE%(M]+!M,\H'LGBXQ2KE'^ $?T\H:Q=;^8E6^:E"4'[#"3ES::-+*9:X('6.7OB;R< 'H^07@J0ATN$IC
M/>*M7*QITE/'^S3_[]/:]5PL4#B'SC7X\,3R1Y4OV(B]^3#5PQ=W=1]9 6C/ MOCBK^\ $U<3U^:^'@Q74=O9E^;&W(XZK9NC,%RP(6+5^3=?0A.9N5-6NSZPX#9]%$-NMX(:WN_6YEX M/=D8[X6UW@O/Z#_]Y\?
W6SV7DZ@F&*J.F]P8EA#U:7W<4L:M^3Q 4H@*\DZ MA%:";4LUE*LBJX1<:$'6-G+EBKDJ(1=:%K6-7+F2]FI24*$U-UL33^4*=BHB M6*]L8SO9'2I#JB&^#]46R!47.VRE%%HC40F1LM1I)JMSDE5G;4=)3G%/7:Q
YL/X&Y9[R=9A-T9>^!]YP3^8,?!$] 6%L0,Q M#Y2Q;:R$E.C]]S64^S ;_;Z&&A/9Z6 T$(J;2R'$%^@("TZB"7Q3[HA>"H.!?4X.A*Y-I][N;HY+SAAA
MYW2$G;,=$B#>;WT'C=NP=/&D6PD^_/N$#%G%1>VVID[M$)/%GBY0&I*M<>NR MGA3HM2B#9$LQN-A,IZ>;KB;3@\@Q+%!O:7YR&A,NR4$>K_)I%N?DL]"&2-.T M2AXB\E +PVS>C&P"?N>/]U-V\(:ZIRI@\8[(X!.^B=.
B%N0[#:9]UKLGHZE M[I -N9D*2+TGF""470;KN B2:4H64L(IR \8KH*H(T6-W2+R)L&XG4R9!W2[MWH4&'4VC**:"%R2WY-5U=;=:]B0BD: /4<$ /?0O@IPVNEFM49HWQWI&$U;H M>R\V^R%-L[?
IMR"+KJN;T]O]C>FL6*+L:1FDLSI+O2KZ1WA9++*]D199F.0L MS>.0V8'#%BT]+_P%=8,N<5GM3T%6;.Z"%:N@$6^8=AH_$]E;5-!?$] 9%+(' M&::/6;D$,G2L\#56^'*GPI>((K0NLW!)E]NV3O/I/L%<"-)SC88^59NXH'Q2
MZY@QV'1LM>-LJYU6>NY*NF<0X4!AF9'3">6709*@Z&*SS7EL!DI])?A3+04W M[FH>'V1OTOKS7U/\G*/LA3KMJFS._$1VSV,D[@ZMA\H0]0%0W2^./\V*T M294(Y,X=:U2.-2K?>(W*RGZ67U:L:=9K5H[U-LW0#_6P,;B!3K=T
CV0A4I> M7_!R!D%CS2:,Z'67Y;=IK>HP@##U>EOI."+VTLUC>Z3(&4:YB9>91ZS MIKM4M9[)%ZS^C<=XVWAK*5AC.N&83@A,S*N%]PY]JW[B)A@*)SN8.Y MEO@R7,7:VX1*R>OI,1G2_V3(MUF&6G#CB65N&WW
@GL_C7M=.0T=GC%/E@-* M^R4>-FD*^0+EV%=[[!>@HT"W./1HZ*E'H -,*OIQZ(AT2*(8RQ@?73MA>T'GW,&#*D:^@*0TDF-;I=#*>/!E"!.V*,O4B,T"@%7KM[5 M*QE[>?6VX_A!*T,_?%4@!(B6\^6L=JK;F>.GDA/-G!S?
J%UI,CB4NE*M]] H MB6SHIQC@VDA',C,8MJ$4V])8UF0H9;3&LB8"9@\@Z1IM^H9*G?1/F]>G/SL' MEM5$(GT*N+,X*TYQTZ>6.XN@K=AL?=J]PV.P9N OD[PD*NN?)?T7 M]$(/H)YU B6>:+8VH#1A8SU K?4
IXLX09]QD.ZB@MF%T41C590GQ*L56:75 MO6(=L5 ? (]XOP,<%1[DC%=:6>X*/1=[_? 2$\DEZD[SS]]D(R%F$-DF"3BM MC1\EIBLE^_HU7%+E=Y8RBB=Q!RDDX.D;%A-P-D@! ;?I/$[C@FS4 ;7R#P6& M20]TCGKRZ#W-
XQ(ASBJ$S7A;=30?T"+.Z6U@=!5G*"QF!X3ZEBUSH1C]5.[E;\M*8RJ M=MQQ9BNP'618$(OZ#]?!_E^>R)_R(*S\$MS:"!V?8K8JEV_%HZS1>U]D,VR M2F)]@TN06P^8:2D[]U@UX75"9@ZT2.]-
$*+IBJ8/@*C>#W<";6$M"M%PB[37 M!U$<-GY4$,G.N?K@.>:G5@EM'_TDNNBXV@]I+L=(=X M$U9FDIUNE+,+WL#3H@<1&:E=[T?DP\CEO7BPD #O2 M%Q$1:G?2@4"^U T0BTFWNRY?)*>/E2D(L="7M^6*"
%C@(8N*R"U%GIIX[MZ;,'G<.H;R:./IW..:ADP^[UZ30#@:8MJER?EN,L*/(!SV"0_"F&(95, <9G M^ 4Q^]98P_7%X2O3$N'Y>UC8M3":7^C / Q]:WNC.!+N MYYU?PV3U?YL$@QVQC\!.)_/KCR2P
MC1V(P<9&$K67M"\8(=7[EJI*I=*'__LTM:5'Y/F6Z_S\3^54_J>$',U+>?A MYW_VAI?7U__\|O^<_?)@$^#)\/_?#()@MG9NW??OW__:Z=NM[#.Z7;[;Y[M(M>>6B\=N'3R+/II:HLM][A;Q<7DB],WGM^G7AEXM+'=TR_/4K?
62< M/KB/[^A7^#=](WY?*_41M'>6XP>Z8Z#E];Z9U#-\K?+N/U\^#XT)FNJ+BZVG MH(Z;7OO!XE$LQ[8<])^+N_O D]W_+'K3?4 CRZ^E]*LRYVZIBP;Q9=^2Q]0 M\FVLR>3>O-:>*M=EM:ZHBYO,_7KP/$.K01SK_HC>9?$-
^9&VN-SW@K3KEU^M M_6 >>.@A=="[[_#W]_ZD7:=HL3[%GMQS[90GI]^07[;KLA(;7C^8>6%(-;10KX>Z?X2+9;O-E2E_1]^PBO68!XDPKP9PCQ8(=':CL3Z)GZ#R=PQ
MD6>Z4[3VZ[NK3Q\M_/@/_JGA3F."RB:FIT2^;WD6$UG)PXZ_6!MUY,RG:M*@ MJ/([]!0@Q[=&-JJ3RY!'0>W7U5-Y*5_[81UM_GR&/!OI#W-$>DO;DKO:\@=> M"AP\;Q/WB8A?>W9C[GE84SXGWW'Q[=I/?,M(@:-
EK(_+DS%)OI)\L_X8[MP) MO+2G"+]^CG224E>5 MD_,/$Z2;YS_\[4-@!38Z1T]_M!M*5^F>XHGDP[OPPQ_^1O[[X?_4Z](GY! 0 M(%,:/4OW(=RO,-RE6]<+=%NJ2XKR3FG0QY*T,TT[DUO2[1>I7L?SUQ0%ND2>
MK([^G%N//Y]W?^X5WX@!]&KODL^<&S MC:DUQE?6?>LO="8I\BQX+]$/QOK4LI_/I'_\.7>#]_?6%/G2#?HNW;E3W0D_M?"_-=)-,JV>2;#F2?*I8SGL)X\1WO3-)GP?N>SPDIO6X:,FT_)FMXYLZKH/(M=];3&7D@Y(4O+=-
$#GXZ_!I?<4,H8AEA3YZ".S+_FG^0L2##+2O1RVZ=L,'1 MB9; ;#R[<@W\0R?X:/F&;M_B6[CF1_R9?R)9&"?6TV-=:31E[>3\W]J'=VM- M%=OT?Y'N)33<.#DGORZXZ4O*SEC+?<>\PM!:;[MY>4 INOH>[;=*N
MV_K#>INMD_.Q;ONHX!;[#J;3\R5NTM/M:\RFSJ!N>J\06:=$RFT7,@3!6=CZPF9=3H4Q8](MPB/U3'>&57\,YR,?*WO\0?\1_R&* MGOY@X_/PZA-I[EAAVU^'5XM!B&:ZL_5F0RUI&;?Z,WE[(A$M@]^6UT<#&RUU
MTPWJ)C*L]8X]H^B%3ZX\[VJUCKI4+(OQ2!D@I=MNK ^0%1/9'Y>V[ON#\>^Z MAQV 8.#=60^3<'"&^%&1W^O=8H\+89UG]O 41.Y+M, C\@/2 7]Y'XW:)3$9 MD#?3O>#Y!@\"O'?AK9S9?C?/F%_VG M&3(PA.Z1-
XU^>Z<[#]'%EF--Y],7PKC%=]B41M1/O^>8X:,/Y@$Q0,GDNMGH M#L*YOOF(5>%I4\TJG%:KM9=P4F52[CK3XR-<#?'"#=Y&&'F,-Q('^&D*2'C MJ"Z>_=KWY\C\W0HFM[9NT.?M/=_:XHX3]?)N$;3B]+4UN<[$G$Y,^?>,[;7
M3LZ;V:861>YT$Z86K2XWHWDO>KE%7K@5W)7!^ [-B+>!O=(A>B!]]'>53E;= MWVUHR1U0EAV@-BK6W-@%)P8>^>V=Y7^[>+[+NADJGO?PIG2H/Z@C^\BG'BEB\'[#=LZKK>SJ.4545T&T]B!;%IWH@Y2IFQ MI'5?TZ-
9A^8.&^Z9RX%U)_.;/<9H6'@&M\&,W*_2*R_83,>&XRA MX">ZARYT'YF7[G2&')_*;P3-C6-"1HX*)-93N\T>G$G8K ^4)/VXGEU2>3_
MTW;HG^B90JOV%GD$4_H#6HYM7HQ7=XL78W[C4ST+AN/CW;J#;\>\O73^X<8/_(OS@AOO@6'_A MX8R"SU[T$;E.B9R!MMI\Q1>03UO=W*&O7<O02;L^[*W1"7N MZ_FTNDF3SYX]
S_J5WSUP=5%JY%L7E0O($@_B*_UT$@>GO>0C]^3=>DSGZ[" MXD>5.:; V80F7Y!9JKY8 #U]\LV3Z&NR#H>_MC"/$5WEVKPI?>^[D\NA;1U8;%.\LD[\?809+HDZ+$M(G+ZU_7%R V?WR^^&C][C,Z M]HMW?]![
5G).5\]X>)WJ^^6CVG&+B4]6#41?K-XOVCDW=I8+,>&((4.#%9[M/>(+&F1]70['-(SGG,>6Z,^L $T7MUM\OWA/;O?RW@2%FW>,D@S.\'>9;I8@ M1$PCN1-_>3A&'1@>D91#@R9\:^+&GH@\K.@9)-.:DJP"UTGC,GG^DW-
JXJ5U M^\.[Q'OG:#)EW$[.4R[8TNZ[C:[G)PH5?3:BK%V:DRAQ_%D NJJ!+LP3"A)P MM/AF!QP=WS(2+$#J9=Z3&EDUF.K2W>=\'J'Z-N+67D>>&>__YIO=J$OWW]WH6G*KP3CF1"4]
M$%DL&DX08IR76<<[8NNV46>.M;G:301 U/,7,-B_R40<)0_T!IH.J:0(#3,J MJ?BE>QA;>^L"(/^AR;_X!1 >",\ X8\^^2]#]!7E/TS^ZS 7<",+@#RP^0/ MA.>.')W(X.BP,D_P(]&1F1H($?'#Q:R/WIS:^M.I>E\X+G<]X*S1 G$2/U"

M%(+2BX+\B$M\7X=7M\A;#]>9UB/&UWGLTIMPPZJ[1%O.%;L7ORFWQ1/7TB KI0 JS;>U19LU"NV_:+/[# 534OD69J5I4(OB_+-[M"#Y1-@F5>6AXQ@,![CAR/;DUAF!*ONSNNC>6#_(^N2:/S2 M E(J (X QXVDCSC""K ?-G>;?
+8"ZR',-;]R%) 7J!;SJ6M6U._YUD^[N5' MSYWV'#IMSCP4T!\,QM&5T:;$\?"VQR:VR+S[LJ.18/?O[B%GR>/D8R8A1:LK MW?A+0 K;2"%"RHB4^*7[SUH #Q;AL>Z%QB6^[RR2L),:A,^6\-=T@Y9]%M$6 MU9N*G$74^$M "L-
(B824?191=T3*,CA,-U EQV9G^.5KD=GM(5<^]OS<>I:! M?G-M+'02@8E^GE:&AC&D+X-D:4,=@3[W@.\79$N25O0DK\AL?R@K[S63 M]/?K_!(ZN,?X[1I^F(]SBTC@MYPDV1]K5?_O<,BQ9T*D!G?
9)27)ZRB?:VO*]DF=IHI(!>0$]3,GH/< M+"9[C!FUS2H^/'(M'P#_\,#/%&D%X!<512CLS.-*[>C9,FIE!%AA3PTG/!!I*;*;/!!Y,; P'E1G M?PF#)(='LPS *8!KAD ^;) -GOG/ M)@7>>0#S004SP1F$.G>YV(?*C.4=6PRL6A[XI
|0=KG"+O_|B@7W.P6G(P,< M]N9^I]B,A180GC4)MXK5[JV5=@=A,R#L3>W>RJ[=6X=(DP8X,,3]@O=QM%?< M;^,['UI .Z"_G1W][6+KQ6_N<=F>9MI3_S5W+-<+HQ:!-;+1$C*Q39FLTB!K M6F;&;AY2)Y9W%DU[Q57]
1.Q_0I$@;DFW]KZO+3*- B/';6AB'"2\I@[!]< MX0BH.=17&4!5 *@KH&X.!@"5':#NHE'#,14$G"5]T?1QK# @=]&<0@&R1&U9 M=4 *"360?G'25SDUSK+;2V I94."Z$ '&3"05-P'&SKGY@X:&RLW .RL1! MX^CK-+OK@X;@.-
C6/] '@ /0!RL<:(+C8%O_0!\ #D ?)*1T""1[X#W(6TQ^ MQS)5-)*RM57>30'EG=BG0\H[1PZ*=H!:Y!6]^<)>H0E^-T]6]% *>[#A;Z^A M5E=4,J6 MA%;VT1R9A0VH&T8U3:'@(V][@.;2L*C "&J:G%"E)MUM053AO!3
M!I4SH["!*8/9*:-0V.SLURS2%U=UIL2#RR!4@>;4 M]-J-X@AUA_J4?,^I(%0!YU00JH!S*@A5P#DU\<@4<>29[T08OF=2$*4P\R>(M4IA9$T3)ZERIA?J:@6I4ZWT\0#X.6WTL?*+<5B|V^LB_]OTY,G^W@LFMK1L4
MQ+T'^@>;?.0=V^S<5D N9S "D904.18'DBYG'C <6-Z(.5R MX@$%2[EX4^V/X7SD6Z:E>\]#W4:)ITMHJUN1JPW/FI%C49(K]6I5:X?"LJ@W78YN:=5L-W$!6@ZT7$6@_R*.2ZN7
MDY&,1NSB^:MC_3E'5V@U,@2[:Q=&0TF$>^\N!Y9QT&;L:027S/T5*Z*;T?I; M7[Y>4)DL;$>CH_)4#WJ;/MNMM]R82=G7=D#LQQ4[-_K@!GU/'BV^$;"E6\PS
M_*#:G+>2FD>F^];G$JL*_"'1Q4/E31[0Q5^Q^,SG"RT';S#&_UK.0P9OG$// M.^/))6FC<00O6X"XH2(O#6+\,LOI-RDACA@$$78TG:#_B/\LRT=L?"X$\EX= MB6+@ES"4JYH5B6-Z0).
<8B6;24ZQ5%0H9RUA,UQ=+P"E8H5&!WI'N>$I)!3:?Y&^&O5I6+KN?!YX9_]=_'3Q MX>(]^>EA%DO71R\Z(1J9]^ZE.YVZ#@P9[&$65D>JHU"\5[U+R$A\E?9"O8N*VZ-/A]PBF#6-#!@'
MC'.MI<5$&VLB94QM@="%X_%A'$A!D5**_\DMCAE37D?U@E]9[F06W-QZP;NL M+8NOEW?R$'C$K0 >PI$0S)I&!HP#QKG6TF*BC361,J:V0.C"\;@\+YA#I CB M!5=3>1W5"U;#
(8YD;HULQ!7.N76(LXU[A;7U3GX#YV@6P(4X/JY9T]Z ?$ ^ MQQH]KQ_%-_"J)EWVO"N^\2.(HU7%69LQT[6Z088R)^UJ!A@ X8!PCHT5(;'& MF$ 94UD@+*!Z>8$<0=J99"8\PIJ3CTR[32*@5[%EP2P'H5L,Z: M0\(IZE@4+6-J#
(0O+*_+$5\2(X8I42YFQY8IH%4=^B>;9 MMJ$7"_8,N"*]4I@G3%7A%?4L2A:QM08"%]87I?FBO"*&#%B6PSI@KPBOJ6!0M8VH,A"\LKTMS17A%C!BN2+64&5NN M2!717J)))CZ\&7 Y --
"89HQUX(G=+$B0L;4$@B9>YZ6YBKPA PQW /QE1-3 M+D&SB@@OSWQ*'&ZQX%V^2P"8%@O3;+D$7*&+%1$RII9 R-SSM"R7@"MD".$2 M5$ Y,>42-*J(\/+,I\3A%@O>Y;L$@&FQ,,V62\ 5NE@1(6-J"83,/4_+<@FX
M0H80+D$%E!-3+H%618279SXE#K=8\"[?)0!,BX5IMEP"KM#%B@@94TL@9.YY M6I9+P!4RA')*J"^!_O$0?9<5S%QA.6U8(K3D')R#PG=Y2?HP5UCQ[F#2%Q?K['SJ:O&P27]\\S1'EWAPB&$17]$(LZ8)MS
MK_6/*S0*KC%VO#F-'80*U9A[5H)?COW MC(GNH\U0RV?+08/Q)2:^%7S4#0L/U#/]Z8T;H%]]CV5%]"O6NA; ML_4H HJR]1: FQ5%5MKFFT#7:]IMHU+49JF;B]H@ MS<*EF96;!TH% !'N99\7O,ZOD="NTHZ_S"2@/W[3/4L?
V>@.8X)>L[KR0?B M"S%S8YOC%#7UB1$;+ONMY:U)AA_*W'AXNX/L6 MOB^^V1@ML?B^%[)$!@Z7TEP8;!UB?B>)<(YO=F']10)'O(KP11<.9[!U8A;W MOMJ[2=TQ=?6RMK'#644O?GH>LC0?
4:IYGO!6>+S8S&1KQ([<3"R M18.;A6S1X!|Y<@&\$RER =+D)7+124M2 A'FFP@+S2)KK"+W#<*QB[EO.\:?<\NWEAL2:!='UE]L2RCEZ>-B6O;AD+'[1O;8?:/8E9B\|HQ]+H)H7W1'
M0"DWR*KNT/4(8\625I07>0\N%\O)*"\0DIOB#EPW&9F=D,I"S>4LRB M%@&(]B">27$;_5?Y?R"M@^8%%BFM;+%0D%;)$=)%C :D== 839'24NJ*7)<; M(*W#2"L:WJ(B:NK*+U2WV))?D(U?B2&UY+X4+ M
G\/R=^L7F#Q_,T:T0'Y3[QT?+L0+TV7I$YK6#;8$':V2C MGN^CP+]X_J+_S_5H"5QZBROTB&\R0^8],B.:.[L/S_10#L;KB12*E-W[45&>#"^0\'< MJY+Q(3BOHB'9)FKF256"N77C.H8[G:%@5>8,+*VBB)$^N&!D%0M6L*QX SJ8
M4[PRB!S>X 2>(Q MZ35) Z46+KZGFVBJ>]_EF.!/IOB M.$+;FE #XQP,^!+1> >;EW_<*?+ND$VK/_@3:Y9;K_>"P*,/)]]0("_(IJC M*_D$"8.:S\4F($0IA #E?VCE#RXP(U ';WB?#=V0&,KA5NX;BHWXCR*ET99^IF@W(B8\Z-B
G/BK8 M@)SXJ%T#9>DH"EAH[IO%IK$=%&FWGF6@WURRN++*A_WC3L?^ M77B]_F1-YU, 81$@3!SLW1^$G .XE%1X+.":N #AF1!N.8!PCA >%Q<@G":> M6OZWCQY"U[A=#_FQ.0X4^6%@GC[BH,U9P#JH=/ZPSI5>-
^-8WQGVE8!F,:LZ M61,/F\4D'A8CWQUW1OO!">59&L=;C(W@/][T24&/%]=PGS/(9/>AVGSXQO8P> M1_$9Z0]S6&:,M6HBZVQCJ.+G=\0'C'FXQ"8F)?:2M1--M>S9ZQN7%J/RE#]Z MWW7/7,8=[Y ?
>)81(',8N,:WKWCV\.^&7R,>_8:_M9R'D$/D>[KN@9U*!P^: MRC.5UOJYFNM>[?#^\V]LQ!942AFW@S*JB(RJ%$8!@ 0$D*@Z2@&([00Q!704 M (@Q)6OHXI&6U3U%*;#/%!+'#3 67:<@4K; 6>@S[+,GA/=0_1 #EJ%UO%I
M+#R\6SB,]]]=0-\6]"T^S#&: ,O78!F]_H*;F-B,%[UF ']4^R6-&:!L8^ K M 2(NA;O/XL'V^@E#A-LRU[;\APZ0_DS&"!8F]ZBFD&ULF5^..#H +W5_O@[M"/Y>#BW ;W., '*%0@Y@!F6*."Q3=,P]"&RN[)>4S/1JM9\+W7&0-WZ&-
+P7 MI$P=FOUYR7HFWD&J3RVXJJR<:H F0'//^$'68L-:L=7N&G59K:O=/Z[)X6YH M&.![D2Y879Z5Q8\K3(6Z$/!C&X]=F/6:!C$]WQJ7@+NN.7"H)N M0/$Q->GQL;;F5<1'\;-KZ$N?>!!,D$=.E)Y['NY/Z)=%Z@]0&7.?4P9PY;*^
M,I+[.]%BD.(@GE VG-]Z.*9;9O^)Y#8A4JV"RNL28+\G[+,/++#@6"S($\[D M H;YBR3P);VT2/8&X-R-6B'%./5@$_W+5L7)GSQX':V2[E9':Z-SA)ILB#X-9'#(" M8CRN&!E@(ZTYZJ#@RIWJEL-!/<2=Y)G:2W'Y"8(5E+&\%"
[=O81H)?@)8A2" MC=?.V)XCQT">3J)A\8-?>D@/7$\DL=(@RK:>BDM5D/&!9

?FK3LN(5H6G4]<)R^:X)'YDZ;;]?.W[3&OUO!Y'Z" M^D_(,RP?#<:#>4"@3=+Q5LE[U\XC\@,RZ#PXZ@<@$QK:[0*%A]6V$ Q\KGO#8VAU3")>6\)FQ1 M!_!5"WSE[5D_NN9;SE!?'1-Y]C.9<&P[-OW0+P ME%O]F?@&T;
[.A)^MBHS.9WC D/?BFNBWJ_+XGUS7) -_XSIH.K/=9X2EZSU: M!O))H7Q?-*"B(L[AIE_W]W?\$ PGSZT;617QD3B$*?";Y\'>%E:?(NP]G^* M_:0=T7M3YFS,/FN192&X"5PJ@TO\@C;!9.)O0ADX*%0NP(&JS"<;(A?0U&." MF4
E'J<3/OV3.V0@ZS$C;A=Y"&DS2IB_$%T4;3B:> @M/Q(-WYNC=R2(;Y'# M[D\1UK[;%.+"FT@0I5C&F;63WB^20D"-DJC!2B[921 M3;1(4'0B[@T*,E#IUG/-N1&D,2GZ>N!%OE;(6=N.VA"&2(D#=R06O2Z"_4B4 M)+_%#II-
;)A%)7N%P.'@$/L<:C4>6@S*1HX!!SBD$-,)50#AX!#''(J61L M1CAT.Q_9EC\A.4B.>1F6@AD&<]-R@5+<4FJ;4,%; H8!P[AD&/A2P#!@&'A: MP#!@&*\, S\L(99ATEUZ?BB-X;R.03LX%'Q M,[7D?NT8>
R6YS=\=@TZ#!1]GY"#/-WN.6;/G%J.Y=,Q>D3]IQD><,0V!E_I MV H"F7I8C95A $)Y0& J!@! *%4CL.,3 !!*U0A\V AWR$>Z9TSP.,7.UA,' M!AGZ!_8!@ !L P !V 4 K)Z F6MATFT'S1O6\HP*_%0<"VSH$U .*OM!T
MXJ^T!0#B%W[N[WW7/7.Y1M6/JNA_(]<@?7%-+(=PZ!A?PEWK1;1TN:TO D[N M26=5@WR%4M\OSJ<#^8ICG26=L0WR%73^#4^W /F6._\6>MX""+5(H<8.)=B0 MT[Z'$F"$-%=V$GT)(CL$#YO9[:3XI?OS$(1Z(!ZNR:D
'F[Q5YZ008_\%4)F MVSI328\%)"RZSP(2YMYK:1"QQEZ"A ^CI1LQL6W1THUB)&R!6]M,<4E58#% MM(6+BW-P]?X-IB1#D9[4WY#/EGC"!=VED?H7KI3LN81KH_0.^'QP5(;.(RO M\6P(>?%Q:O]3Y9NYQ=@
QE:1LH^D6(HC!8Z'A@O/8[-!50K1WW6/*"0.-6K" MXXN)\->73&^1-W:]*:8ZHKJ +TDN2S0E]X*-&.UQUTA!H(*%&$"@@D440*"" M!1!2AN*/.]UY"*_XHC]9T_FT$H+>VAZIV+ <&FR-T0(.L?$1TPS;&T*6 Q!Z
M#4+Q\1$+0J\$N6 N*3.FE5\P+\-8(Q)\N=6?24]ZQ!M]H$F_4?3EH_7(9R"K M<,HGAK%"3S[/,#*/J?WF"X"7./#B<>+)#4!W[@$]P?@#W QRQR;^& W2QBZX* M:#=>4\E8P]]!$LFXUVZ +H;15;YVVPN*@D-
8($./.O!"\>M91H!,NA_VJV,% M_MWP:R6FEMA!"NEC(.Q$$^&AJ(EF!WA5 B8<""FUY@1G LI?.X-%X3!0@>@ M?:115DYV1AYSI^+ZH'>+6NY037CK@H2.@B M6 , !; + K'TPK<6@@ !7%MA5O/->=&L"
[[*\M#1G#O7KJ./Y\B1O.G2& J MZ?&C1<7D3E1CV@>IBCB#@U1%G(Q!JI695R_)#YU@J-NL[A#;(M&7':CP? K2 M%&D>!6F*-'^"-$6:-WOF(_("RR=9?(XYG&%[PO7\B37C4[;;NE/A.14D797Y M%B1=E;D8),W[/+T0;^QE_||Y?
NIK?*&'_.#:]^?("CD7WUDHXOG97+SM3.V M'"M =TBW\2\NW>G4=6B&<+3'81C@1R,C,C20H^,'"W<[1&]N;7UQ "&YY6 < MVZ*:=/][YV'X0"-K&U3)7..'P1YK8-8BKF,H$]40*QK1(O1+%[<\NEER19 M)G=V0Z*'I%>
<,YS0"_B4DT^+7P"'1.'06HZ]2*!F0\ '2=%/TWLI^U*$$.O. MFUDX TSY&B$MN'0QQU8[\OV>@:<+WZ(]/@F.+G3'0=[X.?8YFQ!:"#]E(Y&H M4[LC8& I0/]@6[F)D,V]R/!!X&-S-5W; L[J0\Q6S*Y,P**-R%]#.(5 M*E2]0H&,3UNSK
MGF,Y#XPN!>24<'*G#N2,:X4YXU9V6H+8&(NAY)Y#08*5FD=!W)S.I6G)%"#N M2F54@+B%3*N(ER@"&1_8Y"JNZE+DX(#8CN/@%"PVN04:]2A^::M8OQ3$=AR_MM$BQ93-7>Z9)ER=U^U:WS&OG4I]9@6X+(;U7^R923
B$*%:$".19X7@1"+_" MT2,0?H5C22!\(2)+A>4^B@B7HO,FQ< I4^8)X!1PRH,E!3@%G/)@] %. :<\ MVZ?#.;[YR/H+<'J6.A2"XY0+^Q1P6GF<5QRH5]^@79 M^!6 -'D_T07^[U8PB8K#)&U %Q'"J4,4@7BG@1(,5]
<>7Y9DU'J.B?]I))5F7$BTN@C?89@$QSDZC\@+K)&- ,P;8,XV1(+CFC?K&' -N!;19@9< ZY%M*0! MUX!K$>UK;:+ ;^ 7X[MWZ6$5]-UC=T7 M/R"_HMGE F?39T5SYD$2'-NQD M0#(@60P[604DIR)YV]@(CF3.[&1 ,B!9##L9D
Q(%L-.!B0#DL6PDP'(J4"N M-HXYLY(!QX!C$6QDP#'@6 0+&7 ,.!; /FX">-? FS@>@B.6+TL8$ N(Y!D/F/ *7-R1=SWW*0 M[_<,/#H^->?#B.4CUS8CU^0C5]5$XS)?1<0B5Q8CH#$"B"1"YL1D%@!)')A M+0(2*X!$UC/-
N,$3"Y(M.Z,,A,51YA@(BZ,,,1!6V9E@NU?!V'.[*G^BWW:< M.RM[5"L: P'$ F+YBI4 8@&Q?,54 +& 6#9C+[O;L8#2Y#0)FE"="L$#3Y M,C4!FA6")E.V9EIFXX7N.,@;/U3PR954"'BN/1Z9,
M2CM$$K@4_K94J5>&XVA3PJ$AR*X7!W@%O/+DY0%> :||>8& 5\ KBU[B'O:K M!GB-X_65X1 3K[S9KX#7:N.5-_L5\%IMO/)FOP)>JXU7WNQ7-130?EM6A81N MMI1\6\6;6 8D Q_[8NH!A0S+\%#"@&%/-
O%X,;%T=NU;PXWNQ?0&N5T;-G :U51BMG=FL3W*Y-R&X;$C%QRYD%"[@%W/)HRP)N ;<\6K6 M6\ MC_9M W"[B=MM0R(F;CFS;P&W@%L>[5O +>"61_L6< NXY=&^U0"WF[C= M-B1BXI8S^Q9P"[CET;X%W)N>;1O ;>
6Q[M6Q5PNXG;;4,B)FXYLV\!MX!; M'NU;P"W@ED?[%G +N.71O@78;L*VD]CES+H%U)]^;-M ;6 6OXL6T MH)8[MN[8)4$T=!C'QR9<%"_BL&C[YLE4!GU7#)U]6*>"S:O@L[S0^M:ZH=4T1$5W, M'.T6C?&RDWN>QJ>!R
XN,JUHD8S) &X!MSRN%?8 JZG#("8^.;-C 9\5 MPR=G]BK@LV+XY,PN!7Q6#)]\V9_5A>?RDO2!$!.@?!F@ -#* 90O"Q0 6CF M\F6" D
K!]#R\M4:=47!_SLT6/+F,="'RIW'8#V=>_OH=N>Y$TCW#>_WBZ(IW8]T(ZF/7#1PW0"=2X-ZA ML?_SR;C3U=3NV&SA9]?E>D.3S?I(:ZIUO3U2].;(;&B=[HDT]MQI^ -#Z315 M"?]MT+^:0OZJ,ODK=_'?=K=#_G;:Y&^[1?
ZV&N0O_56[0:YL]_0:A7XK-_'? M5I=H-SM:N]XPL8CUKCZJCT<=<]265;G5D3=& MID%'0Z.CH73IF-">=NEH=&A_VTTZ)AH=$W)]6Z/CIM)K%/JM3$>C2T>CH](Q M49@8DW:CK>/_*'6UW<9H:6MF7==&H[J)#*-M=.3FN-
59'Q.5]E1MJ?2O0O_* M3/1%'CTN:LK-36W67>DQC>HQVM,.G9<[=%YNTWFY M39'0;M,QH;]J4XW7UN@U*OU6H?.[K-#QD>G(=)D8&4-KC3&_L<9K=[5Z0T%& M76_J>AUWT>R,1T;7U-'ZR'2;9#2ZS1;]VZ!_5?
J7]*M+=7Z7:OLNU?-=JN&[MU+;ITI'L:O1;C7ZKT6\I]KK4\NFJ+29&1NGB_YC=5KV-1N-ZH]%JU[OMQJC> M[(X;;54>RRUEM*$KNE0/4/FJG2[]VV&B+YVVUD C[N/FC*J-T9J"\]KIEH? MR?
JHT46]]C0W\=*9W/ZE\JNHW8IK]E@] @KIU%KC.H:4O%,C=I:O6LVM3HF MG"*W6F9KW-V4#N6F2M&K-JE6;[*!-&P;Z8J!H3525)E8':C>:6]M>K,M(]1L MF%I+V90.15>G0_42G:$Z5$MWVM2:HKJHTZ92:
[&A9]1QJ]O2.HUZLS7&,Z^) ME2]^3%0WQKIJFNUVI[EI3ZI=*B_J,:ET)E*[1%X?WM&^^.[<,Y"/NT;>3Y!N M4K?4M![Q1^3O/WY46O+[Z!/ZD620 ,7/)\[J._]\3[_UK;_0F2+/@O#MH^Y9V(,].O2Q$/CGT]^#%QL&26T(?
WCS[D;O-]H*?SPO;1]3R(-XAOZ,]U9 MW(=XQL2C<#T]S#-I[N">8S&A]]+)^;T^LI'DC]5+XD,[@?_A'?DQ'A@=_W]& M!F+B+6XU0=;#)#B3M-G3>\EP;=<[DWZ4Z7_>2R/=^/;@N?CN]NIP7 *.C>]0V/XS.O]YOI.%]
[[X__/!N='[T)QCV+[_>7=]? M]X=2[^9*ZO_G\I?>S:>^=#GX\N5Z.+P>W)3R6+_K6+,Y#X'KU*2KT\M3296; MC>ZV1]F?[WOAH+-S=S\.[KY(1*]C*MS,I\BS#"F*G-T1[9.RX']95AZNX*U M$*G]>ZY[^-
;V\QV:N5X0"5##LRAYB.#G$PL_A(^,LY'KVB/=MMU@Y#Z1'F,[MMO5^4\32O[_V[N[[=Y__*]WU;P=W]]+MU[OAU][-O70_D##G[S&Q)463!G>2 MTGQCOI4&'Z7[7_I23!TL54'O\IY\38Q\|<3WT?6D8(*D/Q<"D,(MH3P5&Q*
MF)O%"/B6WK4?+@A$XFVLB??,Q-_4I_CV$_+SNJD_UY^1[M61S?":*H9(9WR] MN>K?O:8M*J(BL"-#=42P'/*%DB ^CI3#I%||?FC'P^\J^;O !NE.IY9/DC^DCY:-)#P-$>MF;WNK3Y,8R"W#.T;38HOD0"AUK=-1NB5;3@$-
MZX2QCYJ/\,,;R+9GNFEB?W?Y'DO=6+S/+X\PRD*#+.%SU&TT#L[T>> N/O!H M_(9^#=V.Q#FU3--&42/+.^!? M',]?+@(C=^C!\LF4'MS@;R*'7MX!EM%DUJ-)_OTIT[@?=\Z9H+FG5>>BD^N7+FN8_D?L3EO4*V_EWW
M4!;*9>68PPT6W\L@CSN]:?K*-G/H#)9FQB[)^>-=EWI=N6VEAY3V$F[ME3IX;RCR)->37.RZ>=+_YI[EFY9!O3>LZZPX2O%EH08YX@.ZWH/N6'_1]E_H M42'Q_.;Z;BCUIS/;?<8"6<>D=..>LC:;\$7SGFEZ>-:._OF,IW
EHK@BGYRK MG69+NB2+<;KI2KU'=%I[$0 J9:&GP*Y?XI<#[]]][BPZKF!K#C^-+GUQ'0RT MS1[7]EQR66N=ZIN!=XMG,*Q;%A.=HF:8Z2[Q".&+'.O%$Q;Y@+NL^]E*$]L3JH(-_M"E7>;/*]=.T\(C_<_+=
(GWE3%)EK=YN*'7LF2LEH.Z:.CG_^+&C*NWWOA0@ M&\U(KR2'=HMSN/UO[N,Y]GF]T6O')+,N=I2>L2.'C&\D]>*;]'V"]*5$(MW> MTC>6WBAOI0GV <>6C?T_XB!Z=+W!Q__^,;<|_&'@2B,478#O.42AE:5HQ/P*
M%PPPJH/OAQ6EY,^-B>1/7.*#+D+QP40/-I_]N[[^E.01PQ]'?7A;DW3'E-ZH M81]'6!WC[T?_PST@U]-+\8_(4T3W(4LO/GT(^I"Z'TA=63+U9_^T$&5].?<\ MW$2XIH/;)=/*W%^PJW5R_E_DOY@EHE5@;$1)R]6=BL.6B!-
+-0(L.UGR8VB&)$'@*3O:"3Y5H!]DC7&B'BN20A;SL]886&$Z0:=@*YT;$C0 M6.4&\%?-S.:>/R>MXR_NYOC*AMPDV+Y##_-0X4G#^KWT!M/@5-74T^CK8&+1 MD,J,A%0.S8'P:9?0QC-J,<"-#149J0C'"^"V
;@9@8NAH$LV_CV2=,/ P"4 M-:FH/**M$C\E*73UA"]H1_^WX2W4"98MM31]1#7CFV%]1I[T07KPW._!9/'U M*=;4B#Z9B<:60]<\J65&)DI5?I_V?/1KY?WBLJT7I#_?XD*BGJ.+4YYU<:7E MA)Q3U%%=74PX\5GF%(+\NT0BE5-
EQQA#XU0[9(PAD6R?DY&9(\"R>O[F:>/U MYR\"-"NME_?QRAC>7B$#VRIM8'>)7O)%@**63[U++.0'UWM>3.$),?MPQSC% M@1%=3>(9-TF3TQP%[Q9)]W+!,!1H^2/9/1]_ MXHA@ASS9>[+&21X_]?/QC..XU >?
^Z$3@Y\@3.=.R.#$?A!IRWXFC7^W<-.X M6H/117WA, GF=4_S[:GT M7]R#0F8Z\A0;&B9A32ECCO&B75-Z,E);&\SB RD#TR M,'*#P)U&C:C;3)6PH_7P1V>^:ULFV32ZW!'ZVLT5Y;150M+-O16$^VZ1;DS" M?<;
[Y!S)8:;%88:H&R: "N$/)U&I8?/TY%KOR&+LHR.C](Y;98P0#=11B5% M$%K,#%CS?)]8^)/5.N=Q'VNE%G,*;#OGL_M,^?0'<_IAKSD[FJ*>L>5 MY)C[H]1])/\JDL*\1]%]O2I4M]9@78 MQ2*;Q5%P".TDNBO=HVMT-
^YCN%584<*MPC5BYWIDE1O_B:3^D:[5DH5P*K'6 MR9K\UZJ/2G/'"C\>$@64D+- 51?57/0*?S /J'.,&8?M5RPH1"W9^&9G9SZM MFR[=_V3AKIU(T0O_YY/KFX\GYXI:ZS;56HO475U_XO-0#_H+^WWEMRVS>(Q0
ME_JA+EUHT(5*K84[&TRZMNBN'O68ZX-'].3R6N&6]2)R5"XI>!1C-4!NOUT M\>O25UI[V+@+))&;2&L^$/GHY'SC7C=?ORQO%B.=%*G1^&BL'BD]3K0:Z]O> MIW[]X]]?^[7>^WC?
OSN3=/N[_NQO#N#:XRX$I.82$!WRM2[\>M'X MJU65OD?=ITD'6/A1!25RQ>:"'YAL?)RA+E--HA_7)!_//:,759K>)]9>TI<5 MJ9+^.0;@X_6O$DIB':]:$LG;UNG,0>47$%,V>AW)]816J;KO77SND\(EX.; M^_[-_=821]6-
M>1<(BHZ]I)T\V/:HK?Z \]R#%?T,.7^\6X/E62A%CJ*47K M2/"\Y3,1.[R.Q4#L*&R/3ZR118>^=WC>7U[W/$C; !G=?>O>T M^)>^LT.T9YR@.$$V\FZ3*K(;98E^3 OS!_XV\5\':"HHSD%O=:KQ?BRU"T\ M;YO((6MW^!55?
S05Y>-R(6]YTH2_3]=+4)5X+"*K#$^XD:FZ.3CG2E*G*L>] M56+!$8EG85BIF5BG46CKB5Y9OS,,J'\39[CFZ_>Q;U'5? M,9%0-5R3)]?<(7]N!_22P0R%^W/S4O2P),R.1@I:)H!I7 M!-W:IW^3=7 +3Q!D.POA&O[_7KPG5+5=?
TXB:[V1.P^B.*QT9_G?Q)DBPX$Z M;S: @B53L)&)@@VN*+BU3R2?SZ/7O6"K M)1:Z]-BG'IS_TK\#?UX$E:FKA%]*8.Y\QEY]1@_84:#ZDNZ"%4AA+D;@O E> M 0/\TK,1K,<;P[;VBYCYTD?\F>N)QRX=Z,4$O42+BV7LU524\
MXCA>$X4X!5]]NNX?;$[,<+37"R^+!K+&L R)EC6S,2R)FNV$Z=66ZXC&KR;PBPE^M3+QJ\49O[;VJA^^$F[::FVA55F[92"K'[+ZF=8D.8:BTT+:ZRE7;5("BS5 MA4_O7^P\2)FU))(J=[(YM47W[BCT<=-
G,>G%6&R0]2]K2W[ZLJ M^,FDQ?\[]"G?W!';)2PO37;D.HCLSR65J-VYKSLFI@=Z,A"^GN[@9Z#R1_"^M[V&FVY?#CP^B- M7)/(_]XRR0M2/>58?) BJR0^3H :3E&C,84:4*V"DH1%]+_YZNASTPJ0N;6< M)/<_*+R-
#\MX%QVZETT=$E\9FC]P4W%%=22ME+!J0R8856[4)%7KX#_-YMO#_MZ:Z$B2^*-+3EUU<:#\#O%USN#8?QJ)00-"X;X]PW!4(25>.&[:IHLG5+55_+_X>/<:G[$[HL9Y 7Y+381]T. M$V2VKIHK?R].0J\!\0#-
)4TH/[W6MOKW=6>6)IL=]GD2ZS5K6F*]YJA(]I)> M\]?AU:):\]RO/^CZ](Q(NN>8Y)_^2LR]X%+W/'($TF^D0O(.19OEDW.UTZW) MLORB7G.)PCPJF@"\&<';2 "O5E?4NJ:4!MYVK24S#E^&9LQ2#'ZF9LQ>> X< M.6K*0!B)
(_M%_5JQU$V6YIC1,,U=I\>%6.^64KU!P?(L^UT42Z/65)IL*Q8& MD%-5H":=NY%I*BP>]V:VFFS#52&9D#P&6\]--,M4T)/,U)H.3Q-A6Y%-*+ MF+XU,,:_MLF<;L"@4LK\[,FZJ[WK)!LAIQ\"!QOT= =K&$;=2X6U.VJI"BPI
MIZ)JTV^%"='9=3(_&"$Z+1X)P= T7X]CJW38F.>CY[AWR:E\59K4F51..5]G MN[.ON[]^:=::G1;;/@,#4*DH,AORSL[M_LA46K5VL\,V-!F:YTK+6BLU@^/6 M>X&^NNAUI]=%-A665L6)&E@0LJ"Y9V[0CCN4FS5-
M+7<18S<6,#1M'\G+%K7L!;0!;4 Y%0'CQ?7GZ_OK_M#J7=S)0WO M!Y>__C+X?-6_&X8GDG14I4V.))'Z__YZ??]?*) '38&0#M440RJQFDL3BP)Y MGRU]9-G1 =NB:#MH]H LZY2%0^6-7]F^C-
=:B7;1G3#\.9H60:A<\Q>*/+8M+;G)LJN"OM* ,090+QSFNW!0:S(M88*^TZ8 M=@A8FTSIO$GP;#D/Q$_+WW+1)Y.8"/V/,ID*D::UMDY)?=B[EL.\OU+=SJR M'"K6RZ6X+^/27JBAY[V4D-J"'2],-
<<,B'=.X3TVB)5:1RFW:@]/$REXI;>> M.[5\W_6>\<4!DNHPL*OC7;.W+W!(EY8\7NJF78+ZM(RUAPS^-PYK38'/AE, MJN5IY@,7DIAA!"&2G6V!"73(477(SHFN"[G^;@63R[F/V82\@FSK)N/;Z1C M3T7AVMHY(_5P<-4T.)($',
<^$0&7,/F9+MZLYR%^CP\YWT43&ZN[M":ZU*2]HU!0%'%?&FF,&GCLG!166^Z/5M+;"-CX9FO:JN3]J6[Y/ MY>H6<:5CCID"Q&4Y%I@@V07O,5-_]B^G!35KF?8?2Y](?]<]3X_YBA#6%37" ME3M)R+ED%?
TI8Y6R#WCC1=-@Y:3$FG9YC MKLDF;DH\^=:98]D_GP3>')V\ YDQU48Z+I+R^D3"!4/:'>P_: /:8*X-AC1$ M->V_#Z/S8> :WR:N;2+/WZS=_.>]*C;L^1]%.R#9^4DIQHP]\B;SC1/;1IRR^;I'KX5O<&WC#0 V3^
M1H=_2IWY/CZYF-:+#LIQS$QEEW.0\NGLJPDQ+HW/I!F"%.&-/1>2NYG4CK< M2^%DZ"&]Q._-@XGK87B9Q8HC*?OEI3B.^)@*W>Z5LN*P*04J 5_2EZVF22,I MTV$/:5S[_KQH261;W\S\B(-YX
>Z0Y9.=GU.5:XUNVH&,9#H76*G.ME6KLH< M]TY2A&R/1RQBW+5:]]G*#G^+C@J5@KMJ7=)]R1U+0S0+T'2$U94FX]D58XI> M>(6,Z%.%?]K5)'RK&<)W?D3V\ZG8:11,+A*G 73G4-TZ/.GT"+G^,D"()FT M5S-
30H+@D&3(H8)*+62E B,VHS?5V=N;"ML[GBO5V=N5.N 3%^5'=;)M*]K6 MO8,Z49UL6PB.]8P-^1 N5&$6IM4DY@4Y['P>J MNX<#=8Q1[^[A/1UBU!NU=KM14Q3PGL!4#0&Z5Z)#!,]7[=0M1448KRW(%2] MBLR=G:B"D
FU1&!Q*O,Y0J9I$7CH-G:D++-N.9*ASZQ MV&J8T:A9/9@7YQ; MMI3N+1;NM7,9BG;7XX':V.IE7+DP)NJHC1SU.*P*&UV:EULMS.-4H:F0 @G M]@QC/IW;)$*&H32V#$OPTEF5V'#Y)EE)92%!2=RC0+0>9?=US+.?!CZ'F
M*@3-3OI*\O&X_7Q2)],K61UF;'I-W*3Y&G,WVGV_:H*VL,;-B)H1,T,BO 7J MB4J];!E)I5"OT:W)K)6(+9]Z#%DI4.MZ41'%CV761UGU$HI2ZD%S(Q9:AL[Q"]BJH>WWN80(4DW#']U_;*\69S]T=!):PTD&SL+ MX&
[*ZN2\KM27$)HLC*NW_NUWOMXW[\[DW3[N_[L+Q0"L9H#^X M_&PYWR3\I8%L.UDJIN7/;!V/C^78EH/J(QNKFW552QO':DZ7)AY163]BC72R MAJKO4?H&D2I)20(0(']{IYY&($_\1
M2G60&A9?;_MWTN=^[]/7OM2_P>B]O;L>]FO2]'B M-?SR@X@Z,4WCS+%ZP:RB$W.D)ZEY0O1.-.LOW_LSW5B^#W^/)S'*W605];I> MSZ$QZ,A:9!JETTVX-D%##:%A$7BQ!_H%Z5'V]W&"$.(5X*3'9:U_-)Z]4Y M_) Y+$>-
HB1U[D69H7L\AR+I"[[!Q!>KHA @(!L";K"953(XC%6T'@"X3WS MH@5[M.A3*VQMD].QZ)&2MP @ A 5#")0O ?FC J.R7I+Z2%WZU@ M<-U,P+6VPK7& M%*[;-:7;!%P#KK?CNI6LKQ4F];6BUMK-%@
;@+T=V.UDA:TPJ;"59JW98KRF M)4.N#YS]"6U &] &M %M<-0&0S/HD8*'90<,+P?#>[(MIS]!P\+*E!S=DM^O M2HDB=PJ(/%ZZ?C 81V;_CIN3:VVY7!<5RO54F@?= B*5!?"@46LURXU! @^J MS -%+B"R60
/VI@'Y1;$!AY4F@=* 8'0 GC0K345E4,>,.2T0=@3VH VH UH M]K@J V&9M"*A#T_W0V&0^GV;O#Q^E[\F">+1GNJ-:X6$*7\Y+F^?^NYXQW/ M7CA7:FT5\L/8:HX=B&H%!!#WAJA::S;*K8$+$&47HBE9YKEB>WM#M%E39,:/
MNBL?,Y6%:$K">*ZPV]X0;=7D9IMMB#+D'4!\#=J -J -: /:X*@-AF;0BL37 MHBK?-Y^D_G]N24UPL[KH)H7<;C=^5#]+*(3=KQDG>AKFC$:C6E!25UV&J.'<0F[4W)NVY7 M-&+;-:WD#5N 6&81JR;M(LF[C%J;=AHD=DNS-
RG"IX&\SHE:1=.?GK)/I(]XP)5BQ7*R'OI5]Z2H-M MQ5(^ABH+V:34U?PE$ N'K%J36V"_L=4<.Z!-2F;-7]^P<-![M88,&=AL-<<. M:)/26_/7+BPAG0(V*HUM0U+'&PU
MQPYL4Y:1\VU-.@1L6[5FDW'KK7P<51:V*6O)^;8K'0*V[9K<93PFR9#3487% M#E**WW(>L#=+(.M;)B(PK/)%[A?W2] ME;POX^(>S.@+>DH?KTB^7B(?CZIXWF1N4GQ+3N0JBR"M92%_TSNQY$1W&B5
M6U@/(,PFA%/6F#.Y(D>&L,)<' @07+I3HJ6L.&=R2HX"X/-F@_&E9X9\DRHL MB'QV?5\B '8"W7FP1C:2=-]'@61:_LSU=5ML)Z6Z99:UE$2#?*LLNN40! V< M*PH7BVJH\?423.2@NS?0;\&<7FDN%%&Z MH" NM&NR!@=V
A=*XT(111$*XH+2KJE-'BU8((,89&@446^A(#*HS5JWV>60 M# RYB7Z *^Q=:/=]ZLF: MK?(SH&+%QF?@* MI!.3=$54<"J>=(U:H\M8%BV0#DA7%.F*J$!5/.D4M:8T&:MBD,(Z07=B5)D3 M112X.@ GNK6NS-
A6NFV<8,A3A5@OM %M0!O0!K3!41L,S: 5B?4.[G_IWTG7 M-Y>#+WWI372$YELX0Q.: B'QU10(B8.F0$B%-L60O5"%B@IDYQ:I].#K-I+< M\8O*"K[8D7,6PW^IR9M)._7R+NI>184R/F&XSV[<+\G][2<.3*CD)_K;&[G
M(S&]?/M:2]S.6K%D9JX0G+1'*^**2"8 4A5%L%).ZOR+C<6C. M>TX:C)?W M+1]=E05STM:HO.N$H(Y9]#'DG55A0692HQI"UG(>YY4\(X(A_GX)>XI M*^T3N2-
X/37Y#X87Z%1L.^VN9(+*,'Q#4S.C4EE;7I8ACZ,*ZR'7&)L>\H-5E6-P+UB9 M]E+2!7*Y%POY1N7V;ES'W>]4K0:$<+&&<+.&AL!=+8+"&J@ M/R%?_.@IBY9]:KRS742!H=5)1Q^QN"]=6L4,V[S+,F;^!45%>-T]@4'_*?!T
M[&U8CNX]7P=HZF/#GSR(Y]HV-?W#I+V]#\YL:;=H+D+ R-&?*6QL5$]P0_=QA"C,L08]+V_6UKS[?(&Q*0;(8: M^[KG6,Z#O_B>XFV'D./US<=8T%$^;3:8#S?"4AA0<5\J)NV4V[80?5PJ:J=*
M%Z@(5!2>BDG;]+:M2A^7BNHI3XMP0!1!B9*T@V_;"O5QB:+(IVJ3'Z8PY!)7 M(=C^.R(<0V9=QZ.L/R)XVJ$?6%WO.8.^Y([#_P N\Y8=+6D@+O0AD%F-<'^ MILST9T_1<$F[,E]UD!-UVP)GO1!F-
Q1E@S&]UK_V_3DR]U%WY]U:5Y5K:KO# MS!Y-#38O5XLH2;L87G5?2R&*6NLVVY@H"A %B%(.49(V'+S]7)9"E'9-D[NU MIEQ>P >(4FVB=)/V!KSJ7)8THZA=K:9T>9M1(D_S!_SOR#6?R=.2-*-S_(%I M/9[_\$.R2_;/C6?
|9^XPZN(Q9JEM[!"HC2';0*3V\WJ;0X0DW< NW4QWGO%8 M8733?C(\M^3&!=]0JE-/\+.]?J]/M[?+6\6UP;1H$FQ!C9^.QG7 M/??[RP\-9-O2[:>;KU]>O7&R>[Z_Z;$3\[K:CT"XOH_/WR8+",CM[U/_?K% M7;_W:
[WW\;Y_=R;I]G?]V5^H'N+U.VBM4^^E"0I'1R4LB>(=/\KT/TFAD.BK MDW>;(_G+5?)($G'L/([W@\O/EO-M>6/3\F>VC@?($0)_ABXQLD:1+]'/;:PGK1(#"24!;EB\|-EN&3]XT(FSGN:Q>B.)5+@ M/>23?
IXHX]MBO2=>_/=&/Y/OP1GC,IQY-G MJQ@INR_T?P[%0D?3(I,VG>*23)V7\R"-,M.P>FCK!%[LH7]!.NG:\K$/&'#O MK@+>A4;2NX=/3TQM D^4& S.SR>M[0;_H^0[XRE?1I*7C](ZMJ+!/Y[/!4C MZ0N^P63KZ8(@?=&D?
X,MM7*%'U]%!#TG"-(SUQ=ECA!]:H\-L. M1(STJ (!0H0 "=7M(MJC EGQL(8M(+-$#$,,!8C1 #" &= P@IBHZYKB9 MMMU2$VUIZU$TMJG^_&%6P^-D>I9(,DGI%.M5L;1Z#]LTR-;(>G 36 &A6CABIG.]D,J '4J!PULIUK
M)@HULA00**/*!F^NHOA+7TFN8@||17X4FUJ0I]B[=!W*LI&-N-!Q,/T#2S*S M).G,@5V<1F)L$1Y9 $Z")N#1)R6W)[UIR1Y.MV:VU9BFGS_'F6U9TQ;*N@6_)C9I34O*4\ON6 M&F]J#JP!H$EFFJ3D+.7W+8$F0!-Q:9*2 9/?MP2:
WI4E*"DQ^WY([FFSW M+>52SFOFS;>LZKIE WQ+?M1<2@Y3?M^RP9N: VL :)*9)BE)3/E]2Z)T$1< MFJ1DP>3W+8$F0!-Q:9*2!9/?M^2.)EE\2W9+3+'C6U9UW1*J\G"DYHJJRM-K M\J;FP!H FF2F25$5>H F0!-Q::(65:T':
(T$9@F157NX8\FVWS+9A,R8F'5 M,L6S[$G_PMAT/? O^5%UA=7RZ86RYT++@3$ #,G,D,+J^ !#@"%",J2P&CX\ M,63[*HRJL&LKEP[>BE*EL$(^/%&%R\F$'6^RHNN4I'@/^).*;C":OCTU%#X
MXD70%&9U7NDPKBAI"JOHPRMIN+002L=O1=E26&$?7MD"4PR0)B]I"BOSPRMI MN)QBV"%"J[JD6=? ">5-V6F%%?OI:1R%V;:9!:UNFUE%5SIV*\J4PNK]<,44 M+FV!TD%;48H45NN'*XK 9
),R//B+]0%J[\^D23Q3R:%VY,X&+U-IWBJ^A[<&&./.N\29EV MDI+-=O%ACC3;K- 6/4,XST3I!\A4=IUHNBS5R'K+#%"K2HNDK+)='!;>:4'V M+76 &:6WQ@XSDE+'=O%3>&=&L\U26B7PHF1>-)*RC'99[N*>%[6VRI+/_I8]
MIU#\1:YDIQ"\0EZ465(BV$XK6[QK,Z76;&LL:K/2P5I5:B0E@.VTE,4[-=1: MFZFL+Z!&V=1(ROC::0F+=VHHM:X&\<3R6V.'&DFI0CLE0_).#69G#7;1_;UG4>IF?/$TY)F6'[99'>?QM MR =4E'C68$912C/=-"WG(2YD40V+"C
QA8A).6B[I6ER1,3T+$W)QU+[^:1> M8KIF$NVJE<-9 3:FS8LIN3D[I(1R1,>M&:&UA@+S(C#QF/-B2C;0#EL9.2*B M@/,B.SZ^^$O 'T;G%[I-=CK6).28Q-&?T9T!']Z-SJODR&M8V9CN'#.>.SV9
M_N@IBG(C.:79457:95WL:O$&6:<@)E M7A@4[%%&:=8Z[=("^4"9*E-&@5D&* .4R4,9%6:98U&&'2?S6 O)HF^+AB:@ M"6@"FH FQ"[64(F@[.U&BM6;WA0/1% CA>9N=4_Z3;?GZ.W9MB@M3WC#O5ZT M,DJT':E!"_+8&
&&\)!%1<2^Q8"^*G:2_7;T<(?^I8SD-\%5?@%=R$&,]/ M#$4#4Z-\S>3 >&OO*-_7X55BW;^):YO(\|-;YDLDD:$()J#Y532WDF/6@&9 M,X=H;B>B65'KF@)H!C1SAN9. I50'-^-+/CSX@?_4PZ>]/>W-QT6I-^DD]E
M69%FNB<]DFAH#0[A8%<3I=0CS+UYM%E\/GZ:+GM9+9T&W6]V.T^ :?56.DZK MR8I62C7"W#LY@17 "G%8D5+6+O>&2F %L$(<5J14M,N]NQ%8(;:#*/Z"5^+9 MC. ?H$36 (,$1(AK2+.DL3&%(=C[*BJY-
U#3Q*KG5=84=M:J#KP!H0D2&% MG;@)# &&",F0P@[>!(8 0X1D2&'G;P)#*N-15G6-L@$>)=>ZKK#C-!N@Z\ : M$)$AA9US"0P!A@C)D,*.G@2& $.$9$AA9T("0RKC459UC1)J[/"MZXJJL=-K M@JX#:T! AG2*JK<##
&&B,F0HFKO $. (6(RI*@Z/,"0ZGB4%5VC[$G_PGAT MO4V_$IQ(=M5;885X>J'L0;/!W"\,.0HKP@/D '*(1H[""O .8 1-MQ56;:>GAL*'P!@8 2(2I;"B.T 4((K(1"FL]@X0 M!8@B,%&ZA97@ :)4S<6LZHD70,7DSL]5UCYG9X&\3.P
@1C1V&E=X =P [A MV%%8V1U@![!#.'845G('V%$)M[&R*Y,-.PFKK #N '<*QH["Z.L".2KB-XJ\VABOG/N%(S'%\X2T&+B;.=(JO MHN_!4SRR/JNSPLW2QQXD#9(&28.D0=)<6U;B!^23+2LPK8"FH0S3,'M.=CVRT29^?
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M,M<]F.^ZY^$[^.#*E#J;YCWL8C]-Y-L/#Z^KH=\C6"P09,*4RG1KS$RI><^E M8 ;(V^;55KO6E&5FIU70P@5HX;S'1C #7M#"3+3&C!;.>\(#,T#F7 NSX]R(MORBSEGYN4> 1*$E?D(T_[AD8TKY%T
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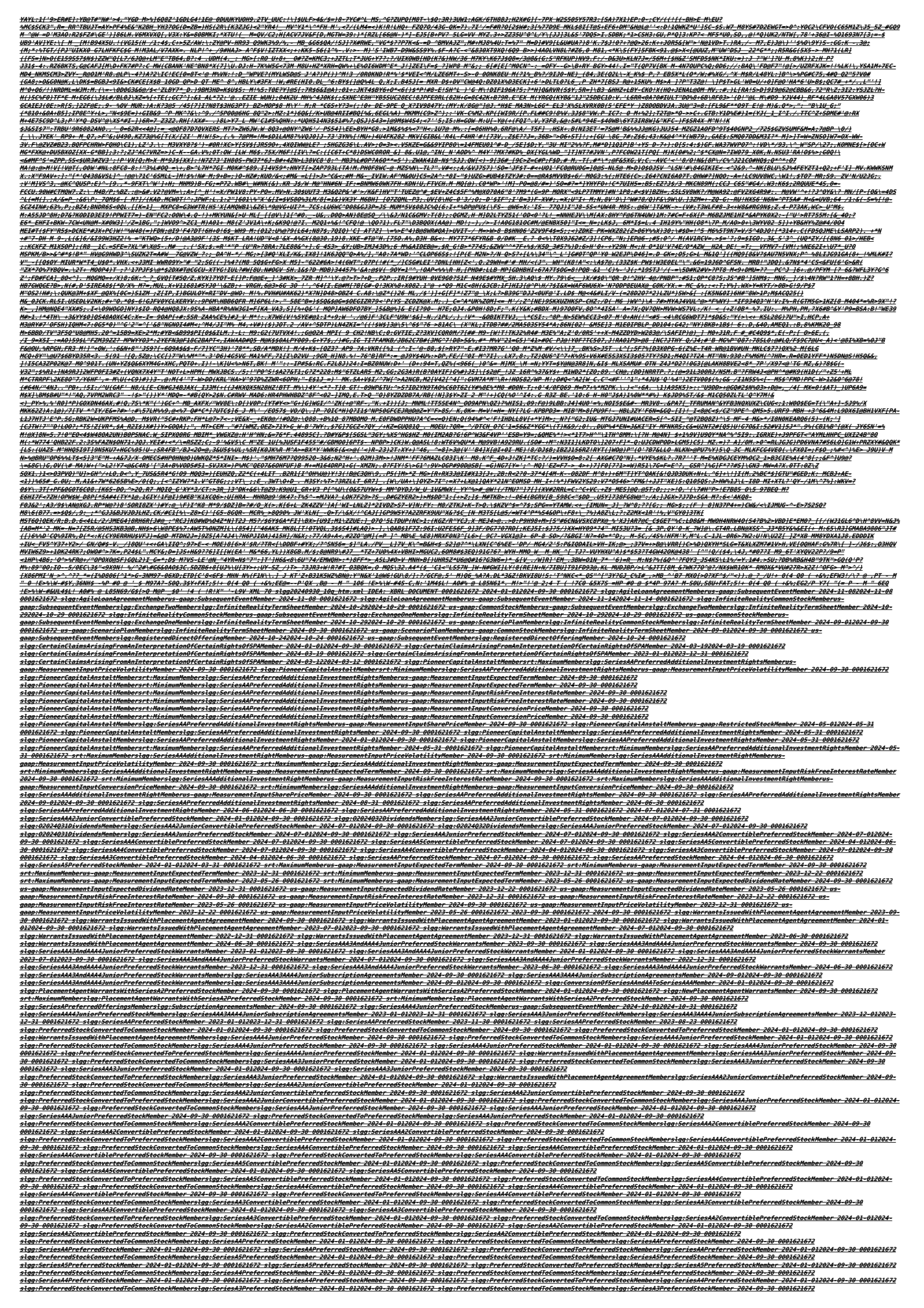

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FilertruetruefalsefalseCommon Stock, par value $0.001 per
shareSLENASDAQ12952601289000760900045150008287000782000862000558600016758000370007000046980006636000186400018640003950000125800002532800059270001042000026800018120001765000015400033900008000000811400013371000039600094700015710009061000153380
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size:10pt;width:100%;margin-left:auto;margin-right:auto;"> <tbody><tr> <td style="vertical-align:top;width:3.3%;"> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;">1.</p> </td> <td
style="vertical-align:top;width:auto;"> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">DESCRIPTION OF BUSINESS</p> </td> </tr> </tbody></table> <p style="font-family:'Times
New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Super League Enterprise, Inc. (Nasdaq: SLE), (“Super League,” the
“Company,” “we,” “us” or “our”) is redefining the gaming industry as a media channel for global brands. As a leading end-to-end immersive content partner, Super League enables marketers, advertisers, and IP owners to reach massive
audiences through creativity, innovation, and gameplay within the world’s largest immersive platforms. Boasting an award-winning development studio, a vast community of native creators, and a proprietary suite of tools that maximize user
engagement, Super League is a one-of-a-kind holistic solutions provider. Whether a partner is focused on building a world-class creative experience, achieving lift in brand awareness, inspiring deeper customer loyalty, or finding new
sources of revenue, Super League is at the forefront - always pioneering within immersive worlds.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New
Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Super League was incorporated on October 1, 2014 as Nth Games, Inc. under the laws of the State of Delaware and changed its name to Super League Gaming, Inc. on June
15, 2015, and to Super League Enterprise, Inc. on September 11, 2023. We are an “emerging growth company” as defined by the Jumpstart Our Business Startups Act of 2012, as amended.</p> <p style="font-family:'Times New Roman';font-
size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">On September 7, 2023, the Company filed a Certificate of Amendment (the “2023 Second
Amendment”) to the Charter, which Second Amendment became effective as of September 11, 2023, to change the name of the Company from Super League Gaming, Inc. to Super League Enterprise, Inc. (the “Name Change”) and to effect a reverse
stock split of the Company’s issued and outstanding shares of common stock at a ratio of 1-for-20 (the “Reverse Split”). The Name Change and the Reverse Split were approved by the Company’s Board on July 5, 2023, and approved by the
stockholders of the Company on September 7, 2023. Refer to Note 6 below for additional information regarding the Reverse Split. In connection with the Name Change, the Company also changed its Nasdaq ticker symbol to “SLE” from
“SLGG.”</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">All references to common
stock, warrants to purchase common stock and other rights, options to purchase common stock, restricted stock, share data, per share data and related information contained in the condensed consolidated financial statements (hereinafter,
“consolidated financial statements”) have been retroactively adjusted to reflect the effect of the Reverse Split for all periods presented.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p>
<p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">All references to “Note,” followed by a number reference herein, refer to the applicable corresponding numbered footnotes to these
consolidated financial statements.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;"><span style="text-
decoration: underline; "><i>Infinite Reality Transaction</i></p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-
variant:normal;margin:0pt;">On September 30, 2024, the Company entered into a binding term sheet (the “iR Term Sheet”) with Infinite Reality, Inc. (“Infinite Reality”), whereby, subject to the satisfaction of certain conditions as more
specifically set forth in the iR Term Sheet (including receipt of the approval of the Company’s stockholders), and the entry into definitive documentation, the Company will:</p> <p style="font-family:'Times New Roman';font-size:10pt;font-
variant:normal;margin:0pt;text-indent:9pt;"> </p> <table border="0" cellpadding="0" cellspacing="0" style="width: 100%; text-indent: 0px;"> <tbody><tr style="vertical-align: top;"> <td style="width: 18pt;"> <p style="font-family: 'Times
New Roman', Times, serif;font-size: 10pt;font-variant:normal;margin:0pt;">(i)</p> </td> <td style="width: auto;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt; text-
align: justify;">acquire from Infinite Reality, (a) a perpetual, royalty free license to name and to create and host events for Drone Racing League, Inc., (b) to be determined esports assets and all related intellectual property, (c) cash
in the amount of up to $20 million to come from divestiture of certain assets to be determined and/or other sources of capital, (d) TalentX and all related intellectual property, (e) Fearless Media and all related intellectual property,
and (f) Thunder Studios and all related intellectual property (each an “Asset” and, collectively, the “Purchased Assets”)(the “Asset Acquisition”), in exchange for the Company issuing that number of shares of a to-be designated class of
its preferred stock equal in priority to existing Series A, AA and AAA preferred shares (the “Consideration Shares”), which Consideration Shares will be convertible into 75% of the then issued and outstanding shares of Super League’s
common stock, par value $0.001 per share (“Common Stock”), calculated at the time of the consummation of the Asset Acquisition;</p> </td> </tr> </tbody></table> <p style="font-family: "Times New Roman"; font-size: 10pt; font-
variant: normal; margin: 0pt 0pt 0pt 18pt; text-indent: -18pt; text-align: justify;">   </p> <table border="0" cellpadding="0" cellspacing="0" style="width: 100%; text-indent: 0px;"> <tbody><tr style="vertical-align: top;"> <td
style="width: 18pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt; text-align: justify;">(ii)</p> </td> <td style="width: auto;"> <p style="font-family: "Times
New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt; text-align: justify;">issue to Infinite Reality 2,499,090 shares of the Company’s Common Stock, in exchange for 139,592 shares of Infinite Reality’s common
stock (the “Share Exchange”), pursuant to an Equity Exchange Agreement, and to appoint a designee of Infinite Reality to the Company’s Board of Directors (the “Board”) upon the consummation of the Share Exchange (the “Closing”); and</p>
</td> </tr> </tbody></table> <p style="font-family: "Times New Roman"; font-size: 10pt; font-variant: normal; margin: 0pt 0pt 0pt 18pt; text-indent: -18pt; text-align: justify;"> </p> <table border="0" cellpadding="0"
cellspacing="0" style="width: 100%; text-indent: 0px;"> <tbody><tr style="vertical-align: top;"> <td style="width: 18pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin:
0pt; text-align: justify;">(iii)</p> </td> <td style="width: auto;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt; text-align: justify;"> receive a credit facility in
the amount of $30,000,000 from Infinite Reality, to be established in January 2025 (the “Credit Facility”, and the Asset Acquisition, Share Exchange, and Credit Facility are collectively, the “iR Transaction”).</p> </td> </tr> </tbody>
</table> <p style="font-size: 10pt; font-family: "Times New Roman"; margin: 0pt; text-align: justify;"> </p> <p style="font-family: "Times New Roman"; font-size: 10pt; font-variant: normal; margin: 0pt; text-align:
justify;">The Term Sheet contemplates that, subject to the satisfaction of the conditions contained therein (including approval of the iR Transaction by the Company’s stockholders), upon the consummation of the iR Transaction, Infinite
Reality will beneficially own 84.9% of the issued and outstanding shares of the Company as of the Closing.</p> <p style="font-size: 10pt; font-family: "Times New Roman"; margin: 0pt;"> </p> <p style="font-family: 'Times New
Roman', Times, serif; font-size: 10pt; margin: 0pt; text-align: left"> </p> <p style="font-family: "Times New Roman"; font-size: 10pt; font-variant: normal; margin: 0pt; text-align: justify;"><i>Equity Exchange Agreement. </i>On
September 30, 2024, in connection with the Term Sheet and the Share Exchange, the Company entered into an Equity Exchange Agreement with Infinite Reality (the “Exchange Agreement”), pursuant to which the Company agreed, subject to the
receipt of the approval of the Company’s stockholders and other customary closing conditions, to issue 2,499,090 shares of Common Stock (the
“Exchange Shares”) in exchange for 139,592 shares of Infinite Reality common stock of equal value, based on the Company’s Common Stock being
valued at $1.30 per share. The Exchange Agreement contains representations, warranties, and covenants of the Company and Infinite Reality that are customary for a transaction of this nature. Refer to Note 8 for information on the Amended
and Restated Equity Exchange Agreement.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-
align:justify;margin:0pt;"><i>Sale of Minehut</i></p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-
align:justify;margin:0pt;">On February 29, 2024, the Company sold its Minehut related assets (“Minehut Assets”) to GamerSafer, Inc. (“GamerSafer”), in a transaction approved by the Board of Directors of the Company. Pursuant to the Asset
Purchase Agreement entered into by and between GamerSafer and the Company on February 26, 2024 (the “GS Agreement”), the Company will receive $1.0 million of purchase consideration (“Purchase Consideration”) for the Minehut Assets, which
amount will be paid by GamerSafer in revenue and royalty sharing over a multiple year period, as described in the GS Agreement (the “Minehut Sale”). Other than with respect to the GS Agreement, there is no relationship between the Company
or its affiliates with GamerSafer or its affiliates.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-
align:justify;margin:0pt;">The transaction allows Super League to streamline its position in partnering with major brands to build, market, and operate 3D experiences across multiple immersive platforms, including open gaming powerhouses
like Minecraft, and aligns with the Company’s cost improvement initiatives. Super League and GamerSafer will maintain a commercial relationship which ensures that Minehut can remain an ongoing destination available to Super League’s
partners. </p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;"><i>Bylaw Amendment</i>
</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">On June 4, 2024, the Board of
Directors (the “Board”) of the Company approved an amendment (the “Amendment”) to the Company’s Second Amended and Restated Bylaws, effective June 4, 2024, to reduce the number of shares that are required to be present at a meeting of the
Company’s stockholders (a “<i>Meeting</i>”) for purposes of establishing a quorum. Prior to the Amendment, the presence, in person or by proxy duly authorized, of the holders of a majority of the outstanding shares of stock was required
to establish a quorum for the transaction of business at a Meeting. As approved in the Amendment, the presence, in person or by proxy duly authorized, of the holders of not less than one-third (1/3) of the outstanding shares of stock
entitled to vote will constitute a quorum for the transaction of business at a Meeting.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-
size:10pt;font-variant:normal;text-align:justify;margin:0pt;">The Board adopted the Amendment to more practically obtain a quorum and conduct business at a Meeting. The Board based its decision on the increasing prevalence of brokerage
firms opting to forgo discretionary or proportionate voting of the shares held by them in street name, which is making it increasingly difficult for companies with a large retail stockholder base to obtain a quorum of the majority. The
change to the quorum requirement was made to improve the Company’s ability to hold Meetings when called. </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;"> </p>
20200000000249909013959230000000024990901395921.31000000 <table border="0" cellpadding="0" cellspacing="0" style="font-family:Times New Roman;font-size:10pt;width:100%;margin-left:auto;margin-right:auto;"> <tbody><tr> <td style="vertical-
align:top;width:3.3%;"> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;">2.</p> </td> <td style="vertical-align:top;width:auto;"> <p style="font-family:Times New Roman;font-size:10pt;font-
variant:normal;text-align:justify;margin:0pt;">SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES</p> </td> </tr> </tbody></table> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p
style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;"><i>Basis of Presentation</i></p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p
style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">The accompanying condensed consolidated financial statements have been prepared in accordance with accounting principles generally
accepted in the United States of America (“U.S. GAAP”) for interim financial information and with the instructions to Form 10-Q and Rule 8-03 of Regulation S-X. Accordingly, certain information and footnotes required by U.S. GAAP in
annual financial statements have been omitted or condensed in accordance with quarterly reporting requirements of the Securities and Exchange Commission (“SEC”). These interim condensed consolidated financial statements should be read in
conjunction with our audited financial statements for the year ended December 31, 2023 included in our Annual Report on Form 10-K for the year ended December 31, 2023, filed with the SEC on April 15, 2024.</p> <p style="font-family:'Times
New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">The December 31, 2023 condensed consolidated balance sheet data was
derived from audited financial statements, but does not include all disclosures required by U.S. GAAP. The condensed consolidated interim financial statements of Super League include all adjustments of a normal recurring nature which, in
the opinion of management, are necessary for a fair statement of Super League’s financial position as of September 30, 2024, and results of its operations and its cash flows for the interim periods presented. The results of operations for
the three and nine months ended September 30, 2024 are not necessarily indicative of the results to be expected for the entire fiscal year, or any future period.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-
variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;"><i>Principles of Consolidation</i></p> <p style="font-family:'Times New Roman';font-
size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">The condensed consolidated financial statements include the accounts of the Company
and its wholly owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:
'Times New Roman', Times, serif; font-size: 10pt; margin: 0pt; text-align: left"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;"><i>Reclassifications</i></p> <p style="font-family:'Times
New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Certain reclassifications to operating expense line items and
revenue detail line items have been made to prior year amounts for consistency and comparability with the current year’s condensed consolidated financial statement presentation. These reclassifications had no effect on the reported total
revenue, operating expense, total assets, total liabilities, total stockholders' equity, or net loss for the prior periods presented.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p
style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;"><i>Use of Estimates</i></p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p
style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect
the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expense during the reporting period. Actual results could
differ from these estimates. The Company believes that, of the significant accounting policies described herein, the accounting policies associated with revenue recognition, impairment of intangibles, stock-based compensation expense,
capitalized internal-use-software costs, accounting for business combinations and related contingent consideration, derecognition of assets, accounting for convertible debt, including estimates and assumptions used to calculate the fair
value of debt instruments, accounting for convertible preferred stock, including modifications and exchanges of equity and equity-linked instruments, accounting for warrant liabilities and accounting for income taxes and valuation
allowances against net deferred tax assets, require its most difficult, subjective, or complex judgments.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New
Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;"><i>Going Concern</i></p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New
Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">The accompanying condensed consolidated financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the
realization of assets and satisfaction of liabilities in the normal course of business. The Company incurred net losses for the periods presented herein as reflected in the accompanying condensed consolidated statement of operations, and
had an accumulated deficit of $263.7 million as of September 30, 2024. For the nine months ended September 30, 2024 and 2023, net cash used in operating activities totaled $8.2 million and $14.1 million, respectively.</p> <p style="font-
family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">The Company had cash and cash equivalents of $0.3
million and $7.6 million as of September 30, 2024 and December 31, 2023, respectively. To date, our principal sources of capital used to fund our operations and growth have been the net proceeds received from equity and debt financings.
We have and will continue to use significant capital for the growth and development of our business, and, as such, we expect to seek additional capital either from operations, or that may be available from future issuance(s) of common
stock, preferred stock and / or debt financings, to fund our planned operations. Accordingly, our results of operations and the implementation of our long-term business strategies have been and could continue to be adversely affected by
general conditions in the global economy, including conditions that are outside of our control. The most recent global financial crisis caused by severe geopolitical conditions, including conflicts abroad, and the threat of other
outbreaks or pandemics, have resulted in extreme volatility, disruptions and downward pressure on stock prices and trading volumes across the capital and credit markets in which we traditionally operate. A severe or prolonged economic
downturn could result in a variety of risks to our business and could have a material adverse effect on us, including limiting our ability to obtain additional funding from the capital and credit markets. In management’s judgement, these
conditions raise substantial doubt about the ability of the Company to continue as a going concern as contemplated by the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”), Topic 205-40, “Going
Concern,” (“ASC 205”).</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">
<i>Management</i>’<i>s Plans</i></p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-
align:justify;margin:0pt;">During the prior fiscal year and the nine months ended September 30, 2024, we continued our focus on the expansion of our service offerings and revenue growth opportunities through internal development,
collaborations, and through opportunistic strategic acquisitions, as well as management and reduction of operating costs. Management continues to explore alternatives for raising capital to facilitate our growth and execute our business
strategy, including strategic partnerships and or other forms of equity or debt financings. </p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-
size:10pt;font-variant:normal;text-align:justify;margin:0pt;">In September 2024, the Company announced the iR Transaction as described above.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-
variant:normal;margin:0pt;"> </p> <p style="font-family: "Times New Roman"; font-size: 10pt; font-variant: normal; margin: 0pt; text-align: justify;">On October 24, 2024, the Company entered into a securities purchase agreement
with a certain accredited investor for the registered direct offering of an aggregate of 1,136,364 shares of the Company’s common stock, par value $0.001 per share (the “Shares”), at a purchase price of $0.88 per Share (the “Registered
Direct Offering”). The Registered Direct Offering closed on October 25, 2024, and resulted in gross proceeds to the Company of approximately $1.0 million.</p> <p style="font-family: "Times New Roman"; font-size: 10pt; font-
variant: normal; margin: 0pt; text-align: justify;"> </p> <p style="font-family: "Times New Roman"; font-size: 10pt; font-variant: normal; margin: 0pt; text-align: justify;">On November 8, 2024 (the “Effective Date”), the
Company and its subsidiary, InPVP, LLC (“Subsidiary”), entered into a Business Loan and Security Agreement (the “Agile Loan Agreement”), with Agile Capital Funding, LLC as collateral agent (“Collateral Agent”), and Agile Lending, LLC
(“Agile”), pursuant to which the Company issued to Agile a Confessed Judgment Secured Promissory Note for an aggregate value of $1.85 million (the “Agile Note”). Pursuant to the Agile Loan Agreement: (i) the Agile Note matures 28 weeks
from the Effective Date; (ii) carries an aggregate total interest payment of approximately $0.78 million (the “Applicable Rate”), and (iii) immediately upon the occurrence and during the continuance of an Event of Default (as defined in
the Agile Loan Agreement), interest shall accrue at a fixed per annum rate equal to the Applicable Rate plus five percent. The Company is required to repay all the obligations due under the Agile Loan Agreement and the Agile Note in 28
equal payments of $93,821.43, with the first payment being made to Agile on November 14, 2024, and every seven days thereafter until the Maturity Date. The proceeds received from the Agile Note
will be used to fund general working capital needs. For more information on the Agile Loan Agreement and the Agile Note, refer to Note 8.</p> <p style="font-family: "Times New Roman"; font-size: 10pt; font-variant: normal;
margin: 0pt; text-align: justify;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">The Company considers historical operating results, costs, capital resources and financial
position, in combination with current projections and estimates, as part of its plan to fund operations over a reasonable period. Management’s considerations assume, among other things, that the Company will continue to be successful
implementing its business strategy, that there will be no material adverse developments in the business, liquidity or capital requirements, and the Company will be able to raise additional equity and / or debt financing on acceptable
terms. If one or more of these factors do not occur as expected, it could cause a reduction or delay of the Company’s business activities, sales of material assets, default on its obligations, or forced insolvency. The accompanying
consolidated financial statements do not contain any adjustments which might be necessary if the Company were unable to continue as a going concern. No assurance can be given that any future financing will be available or, if available,
that it will be on terms that are satisfactory to the Company.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family: 'Times New Roman', Times, serif; font-size: 10pt;
margin: 0pt; text-align: left"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">We may continue to evaluate potential strategic acquisitions. To finance such strategic
acquisitions, we may find it necessary to raise additional equity capital, incur debt, or both. Any efforts to seek additional funding could be made through issuances of equity or debt, or other external financing. However, additional
funding may not be available on favorable terms, or at all. The capital and credit markets have experienced extreme volatility and disruption periodically and such volatility and disruption may occur in the future. If we fail to obtain
additional financing when needed, we may not be able to execute our business plans which, in turn, would have a material adverse impact on our financial condition, our ability to meet our obligations, and our ability to pursue our
business strategies.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;"><i>Revenue Recognition</i>
</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Revenue is recognized when the
Company transfers promised goods or services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods and services and when the customer obtains control of the good
or service. In this regard, revenue is recognized when: (i) the parties to the contract have approved the contract (in writing, orally, or in accordance with other customary business practices) and are committed to perform their
respective obligations; (ii) the entity can identify each party’s rights regarding the goods or services to be transferred; (iii) the entity can identify the payment terms for the goods or services to be transferred; (iv) the contract has
commercial substance (that is, the risk, timing, or amount of the entity’s future cash flows is expected to change as a result of the contract); and (v) it is probable that the entity will collect substantially all of the consideration to
which it will be entitled in exchange for the goods or services that will be transferred to the customer.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New
Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Transaction prices are based on the amount of consideration to which we expect to be entitled in exchange for transferring promised goods or services to a customer,
excluding amounts collected on behalf of third parties, if any. We consider the explicit terms of the revenue contract, which are typically written and executed by the parties, our customary business practices, the nature, timing, and the
amount of consideration promised by a customer in connection with determining the transaction price for our revenue arrangements. Refunds and sales returns historically have not been material.</p> <p style="font-family:'Times New
Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">The Company generates revenue from (i) innovative advertising including
immersive game world and experience publishing and in-game media products, (ii) content and technology through the production and distribution of our own, advertiser and third-party content, and (iii) direct to consumer offers, including
in-game items, e-commerce and digital collectibles.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-
align:justify;margin:0pt;">The Company reports revenue on a gross or net basis based on management’s assessment of whether the Company acts as a principal or agent in the transaction and is evaluated on a transaction-by-transaction basis.
To the extent the Company acts as the principal, revenue is reported on a gross basis net of any sales tax from customers, when applicable. The determination of whether the Company acts as a principal or an agent in a transaction is based
on an evaluation of whether the Company controls the goods or services prior to transfer to the customer. Where applicable, the Company has determined that it acts as the principal in all of its media and advertising, publishing and
content studio and direct to consumer revenue streams, except in situations where we utilize a reseller partner with respect to media and advertising sales arrangements.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-
variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">In the event a customer pays us consideration, or we have a right to an amount of consideration
that is unconditional, prior to our transfer of a good or service to the customer, we reflect the contract as a contract liability when the payment is made or the payment is due, whichever is earlier. In the event we perform by
transferring goods or services to a customer before the customer pays consideration or before payment is due, we reflect the contract as a contract asset, excluding any amounts reflected as a receivable.</p> <p style="font-family:'Times

New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Media and
Advertising</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Media and
advertising revenue primarily consists of direct and reseller sales of our on-platform media and analytics products, and influencer marketing campaign sales to third-party brands and agencies (hereinafter, “Brands”).</p> <p style="font-
family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;"><i>On Platform Media </i></p> <p style="font-
family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">On platform media revenue is generated from third
party Brands advertising in-game on Roblox or other digital platforms, and prior to the Minehut Sale, on our Minehut Minecraft platform. Media assets include static billboards, video billboards, portals, 3D characters, Pop Ups and other
media products. We work with Brands to determine the specific campaign media to deploy, target ad units and target demographics. We customize the media advertising campaign and media products with applicable branding, images and design
and place the media on the various digital platforms. Media is delivered via our Super Biz Roblox platform, the Roblox Immersive Ads platform, other platforms, and prior to the Minehut Sale, on our owned and operated Minehut platform.
Media placement can be based on a cost per thousand, other cost per measure, or a flat fee. Media and advertising arrangements typically include contract terms for time periods ranging from one week to two or three months in length.</p>
<p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">For on-platform media campaigns, we
typically insert media products on-platform (in-game) to deliver to the Brand a predetermined number of impressions identified in the underlying contract. The benefit accrues to the Brand at the time that we deliver the impression on the
platform, and the media product is viewed or interacted with by the on-platform user. The performance obligation for on-platform media campaigns is each impression that is guaranteed or required to be delivered per the underlying
contract.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family: 'Times New Roman', Times, serif; font-size: 10pt; margin: 0pt; text-align: left"> </p> <p style="font-
family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Each impression is considered a good or service that is distinct under the revenue standard, and the performance obligation under our on-platform
media contracts is the delivery of a series of impressions. Each impression required to be delivered in the series that we promise to transfer to the Brand meets the criteria to be a performance obligation satisfied over time, due to the
fact that (1) our performance does not create an asset with an alternative use to the Company, and (2) we have an enforceable right to payment for performance completed to date per the terms of the contract. Further, the same method is
used to measure our progress toward complete satisfaction of the performance obligation to transfer each distinct impression, as in the transfer of the series of impressions to the customer, which is based on actual delivery of
impressions. As such, we account for the specified series of impressions as a single performance obligation.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New
Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">The delivery of the impression on platform represents the change in control of the good or service, and therefore, the Company satisfies its performance obligations
and recognizes revenue based on the delivery of impressions under the contract.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-
variant:normal;text-align:justify;margin:0pt;"><i>Influencer Marketing</i></p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-
variant:normal;text-align:justify;margin:0pt;">Influencer marketing revenue is generated in connection with the development, management and execution of influencer marketing campaigns on behalf of Brands, primarily on YouTube, Instagram
and TikTok. Influencer marketing campaigns are collaborations between Super League, popular social-media influencers, and Brands, to promote a Brands’ products or services. Influencers are paid a flat rate per post to feature a Brand’s
product or service on their respective social media outlets.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-
align:justify;margin:0pt;">For influencer marketing campaigns that include multiple influencers, the customer can benefit from the influencer posts either on its own or together with other resources that are readily available to the
customer. Our influencer marketing campaigns for Brands (1) incorporate a significant service of integrating the goods or services with other goods or services promised in the contract (typically additional influencer posts) into a bundle
of goods or services that represent the combined output that the customer has contracted for, and (2) the goods or services are interdependent in that each of the goods or services is affected by one or more of the other goods or services
in the contract which combined, create an influencer marketing campaign to satisfy the Brand’s specific campaign objectives. The interdependency of the performance obligations is supported by an understanding of what a customer expects to
receive as a final product with respect to an influencer marketing campaign, which is an integrated influencer marketing advertising campaign that the influencer posts create when they are combined into an overall integrated campaign.</p>
<p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Our customers receive and consume the
benefits of each influencer’s post as the content is posted on the influencers respective social media outlet. In addition, the influencer marketing campaigns and videos created by influencers are highly customized advertising
engagements, where Brand specific assets and collateral are created for the customer based on specific and customized specifications, and therefore, does not create an asset with an alternative use. Further, based on contract terms, we
typically have an enforceable right to payment for performance to date during the term of the arrangement.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New
Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">We recognize revenues for influencer marketing campaigns based on input methods which recognize revenue on the basis of the entity’s efforts or inputs to the
satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation. As such, revenues are recognized over the term of the campaign, as the influencer videos are posted, based
on costs incurred to date relative to total costs for the influencer marketing campaign.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-
size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Publishing and Content Studio</p> <p style="font-family:'Times New Roman';font-size:10pt;font-
variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Publishing and content studio revenue consists of revenue generated from immersive game development
and custom game experiences within our owned and affiliate game worlds, and revenue generated in connection with our production, curation and distribution of entertainment content for our own network of digital channels and media and
entertainment partner channels.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;"><i>Publishing</i></p>
<p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Custom builds are highly customized
branded game experiences created and built by Super League for customers on existing digital platforms such as Roblox, Fortnite, Decentraland and others. Custom builds often include the creation of highly customized and branded gaming
experiences and other campaign specific media or products to create an overall customized immersive world campaign.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-
family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Custom integrations are highly customized advertising campaigns that are integrated into and run on existing affiliate Roblox gaming experiences.
Custom integrations will often include the creation of highly customized and branded game integration elements to be integrated into the existing Roblox gaming experience to the customers specifications and other campaign specific media
or products. Prior to the Minehut Sale, we also created custom integrations on the digital property “Minehut” for Brands.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-
family: 'Times New Roman', Times, serif; font-size: 10pt; margin: 0pt; text-align: left"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Our custom builds and custom
integration (hereinafter, “Custom Programs”) campaign revenue arrangements typically include multiple promises and performance obligations, including requirements to design, create and launch a platform game, customize and enhance an
existing game, deploy media products, and related performance measurement. Custom Programs offer a strategically integrated advertising campaign with multiple integrated components, and we provide a significant service of integrating the
goods or services with other goods or services promised in the contract into a bundle of goods or services that represent the combined output or outputs that the customer has contracted for. As such, Custom Program revenue arrangements
are combined into a single performance unit, as our performance does not create an asset with an alternative use to the entity and we typically have an enforceable right to payment for performance to date during the term of the
arrangement.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">We recognize revenues
for Custom Programs based on input methods, that recognize revenue based upon estimates of progress toward complete satisfaction of the contract performance obligations, utilizing primarily costs or direct labor hours incurred to date to
estimate progress towards completion.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;"><i>Content
Production</i></p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Content production
revenue is generated in connection with our production, curation and distribution of entertainment content for our own network of digital channels and media and entertainment partner channels. We distribute three primary types of content
for syndication and licensing, including: (1) our own original programming content, (2) user generated content (“UGC”), including online gameplay and gameplay highlights, and (3) the creation of content for third parties utilizing our
remote production and broadcast technology.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-
align:justify;margin:0pt;">Content production arrangements typically involve promises to provide a distinct set of videos, creative, content creation and or other live or remote production services. These services can be one-off in nature
(relatively short services periods of one day to one week) or can be specified as monthly services over a multi-month period.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p
style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">One-off and monthly content production services are distinct in that the customer can benefit from the service either on its own or
together with other resources that are readily available to the customer. Further, promises to provide one-off or monthly content production services are typically separately identifiable as the nature of the promises, within the context
of the contract, is to transfer each of those goods or services individually. Each month’s content production services are separate and not integrated with a prior month’s or subsequent months services and do not represent a combined
output; each months content production services do not modify any other prior period content production services, and the monthly services are not interdependent or highly interrelated.</p> <p style="font-family:'Times New Roman';font-
size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">As a result, each one-off or monthly promise to provide content production services
is a distinct good or service that we promise to transfer and are therefore performance obligations. In general, content production contracts do not meet the criteria for recognition of revenues over time as the customer typically does
not simultaneously receive and consume the benefits provided by our performance as we perform, our performance does not typically create or enhance an asset that the customer controls, and while our performance does not create an asset
with an alternative use, we typically have a right to payment upon completion of each distinct performance obligation.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-
family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">A performance obligation is satisfied at a point in time if none of the criteria for satisfying a performance obligation over time are met. For
content production arrangements, we have a right to payment and the customer has control of the good or service at the time of completion and delivery of the one-off or monthly content production services in accordance with the terms of
the underlying contract. As such, revenue is recognized at the time of completion of the one-off or monthly content production services.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p
style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;">Direct to Consumer</p> <p style="font-family:'Times New Roman';font-size:10pt;font-
variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Direct to consumer revenue primarily consists of monthly digital subscription fees, and sales of
in-game digital goods. Subscription revenue is recognized in the period the services are rendered. Payments are typically due from customers at the point of sale.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-
variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;"><i>InPvP Platform Generated Sales Transactions</i></p> <p style="font-family:'Times New
Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Through a relationship with Microsoft, the owner of Minecraft, we
operate a Minecraft server world for players playing the game on consoles and tablets. We are one of seven partner servers with Microsoft that, while “free to play,” monetize the players through in-game micro transactions. We generate in-
game platform sales revenue from the sale of digital goods, including cosmetic items, durable goods, player ranks and game modes, leveraging the flexibility of the Microsoft Minecraft Bedrock platform, and powered by the InPvP cloud
architecture technology platform. Revenue is generated when transactions are facilitated between Microsoft and the end user, either via in-game currency or cash.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-
variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">InPvP revenues are generated from single transactions for various distinct digital goods sold to
users in-game. Microsoft processes sales transactions and remits the applicable revenue share to us pursuant to the terms of the Microsoft agreement.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-
variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Revenue for digital goods sold on the platform is recognized when Microsoft (our partner) collects
the revenue and facilitates the transaction, including delivery of digital goods, on the platform. Revenue for such arrangements includes all revenue generated, make goods, and refunds of all transactions managed via the platform by
Microsoft. Payments are made to the Company monthly based on the sales revenue generated on the platform.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family: 'Times New
Roman', Times, serif; font-size: 10pt; margin: 0pt; text-align: left"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;">Revenue was comprised of the following for the three and nine months ended
September 30:</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family:
"Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New
Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times,
serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Three
Months</p> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Ended September 30,</p> </td> <td style="font-family: "Times New
Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New
Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin:
0pt;">Nine Months</p> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Ended September 30,</p> </td> <td style="font-family:
"Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td
style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family:
"Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align:
center; margin: 0pt;">2024</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size:
10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New
Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">2023</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td
style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom:
1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">2024</p> </td> <td style="font-family: "Times New
Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New
Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin:
0pt;">2023</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif;
font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 52%;"> <p style="font-family: "Times New Roman", Times, serif;
font-size: 10pt; font-variant: normal; margin: 0pt;">Media and advertising</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New
Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1,538,000</td> <td style="width:
1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-
family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left:
0pt;">2,886,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size:
10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-
size: 10pt; margin-left: 0pt;">4,637,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times,
serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman",
Times, serif; font-size: 10pt; margin-left: 0pt;">6,904,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-
family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family:
"Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Publishing and content studio</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td>
<td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left:
0pt;">2,646,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size:
10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-
left: 0pt;">3,960,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size:
10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-
left: 0pt;">7,388,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size:
10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-
left: 0pt;">7,547,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times,
serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif;
font-size: 10pt; font-variant: normal; margin: 0pt;">Direct to consumer</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New
Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom:
1px solid rgb(0, 0, 0);">247,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New
Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right;
font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">349,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;
padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size:
10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">731,000</td>
<td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size:
10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman",
Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">1,118,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left:
0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif;
font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left:
0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0,
0);">4,431,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times,
serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%; text-align: right;
font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">7,195,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size:
10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif;
font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px
double rgb(0, 0, 0);">12,756,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New
Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%;
text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">15,569,000</td> <td style="width: 1%; font-family: "Times New Roman", Times,
serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td
style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Revenue
Recognition:</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-
family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman",
Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td>
<td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New
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10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family:
"Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family:
"Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times
New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Single point in time</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-
align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: right; margin:
0pt;">52</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;">%</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%;
font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">16</td> <td
style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">%</td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-
align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: right; margin:
0pt;">43</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;">%</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%;

font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">25</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">%</td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Over time </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 48 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;">%</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">84</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">%</td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 57 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;">%</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">75</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">%</td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Total </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">100</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">%</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">100</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">%</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">%</td> </tr> </tbody></table>   Contract assets totaled $642,000 at September 30, 2024, $546,000 at December 31, 2023, and $1,013,000 at December 31, 2022. Contract liabilities totaled $154,000 at September 30, 2024, $339,000 at December 31, 2023, and $111,000 at December 31, 2022.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Three Months</p> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Ended September 30,</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Nine Months</p> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Ended September 30,</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">2024</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">2023</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">2024</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">2023</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 52%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Revenue recognized related to contract liabilities as of the beginning of the respective period</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">154,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">339,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">234,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">82,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> </tbody></table>   In accordance with ASC 606-10-50-13, the Company is required to include disclosure on its remaining performance obligations as of the end of the current reporting period. Due to the nature of the Company's contracts with customers, these reporting requirements are not applicable pursuant to ASC 606-10-50-14, as the performance obligation is part of a contract that has an original duration of one year or less.   Seasonality. Our revenue fluctuates quarterly and is generally higher in the second half of our fiscal year, with the fourth quarter typically representing our highest revenue quarter each year. Advertising spending is traditionally seasonally strong in the second half of each year, reflecting the impact of seasonal back to school, game release and holiday season advertising spending by brands and advertisers. We believe that this seasonality in advertising spending affects our quarterly results, which generally reflect relatively higher advertising revenue in the second half of each year, compared to the first half of the year.   Cost of Revenue Cost of revenue includes direct costs incurred in connection with the satisfaction of performance obligations under our revenue arrangements, including internal and third-party engineering, creative, content, broadcast and other personnel, talent and influencers, virtual and third-party game developers, content capture and production services, software licensing, and revenue sharing and royalty costs.   Advertising   Advertising costs include the cost of ad production, social media, print media, marketing, promotions, and merchandising. The Company expenses advertising costs as incurred. Advertising costs are included in selling, marketing and advertising expense in the condensed consolidated statements of operations. Advertising expense for the three and nine months ended September 30, 2024 were $0 and $56,000, respectively. Advertising expense for the three and nine months ended September 30, 2023 were $28,000 and $50,000, respectively.   Engineering, Technology and Development Costs   Components of our platform are available on a "free to use," "always on basis," and are utilized and offered as an audience acquisition tool, as a means of growing our audience, engagement, viewership, players and community. Engineering, technology and development related operating expense includes the costs described below, incurred in connection with our audience acquisition and viewership expansion activities. Engineering, technology and development related operating expense includes (i) allocated internal engineering personnel expense, including salaries, noncash stock compensation, taxes and benefits, (ii) third-party contract software development and engineering expense, (iii) internal use software cost amortization expense, and (iv) technology platform related cloud services, broadband and other platform expense, incurred in connection with our audience acquisition and viewership expansion activities, including tools and product offering development, testing, minor upgrades and features, free to use services, corporate information technology and general platform maintenance and support.   Accounts Receivable   Accounts receivable are recorded at the invoice amount, less allowances for credit losses, if any, and do not bear interest. The Company provides an allowance for potential credit losses based on its evaluation of the collectability and the customers' creditworthiness. Accounts receivable are written off when they are determined to be uncollectible. As of September 30, 2024 and December 31, 2023, the allowance for expected credit losses was $200,000 and $0, respectively.   Fair Value Measurements   Fair value is defined as the exchange price that would be received from selling an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The Company measures financial assets and liabilities at fair value at each reporting period using a fair value hierarchy which requires the Company to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument's classification within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. Three levels of inputs may be used to measure fair value: Level 1. Quoted prices in active markets for identical assets or liabilities.   Level 2. Quoted prices for similar assets and liabilities in active markets or inputs that are observable or can be corroborated, directly or indirectly, for substantially the full term of the financial instruments.   Level 3. Unobservable inputs which are supported by little or no market activity and which are significant to the fair value of the assets or liabilities.   Certain assets and liabilities are required to be recorded at fair value on a recurring basis, including derivative financial instruments, contingent consideration and warrant liabilities recorded in accordance with FASB ASC Topic 480, "Distinguishing liabilities from equity," ("ASC 480"). As described in the notes below, contingent consideration, warrant liabilities and contingent interest derivatives outstanding during the periods presented are recorded at fair value. Transfers to/from Levels 1, 2, and 3 are recognized at the beginning of the reporting period. There were no transfers to/from Levels 1, 2, and 3 during the periods presented.   Certain long-lived assets may be periodically required to be measured at fair value on a nonrecurring basis, including long-lived assets that are impaired. The fair value for other assets and liabilities such as cash, restricted cash, accounts receivable, other receivables, prepaid expense and other current assets, accounts payable and accrued expense, and liabilities to customers have been determined to approximate carrying amounts due to the short maturities of these instruments.   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 reassessed at the end of each reporting period. Equity instruments that are initially classified as equity that become subject to reclassification are reclassified to a liability at the fair value of the instrument on the reclassification date. 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. In circumstances where the embedded conversion option in a convertible instrument is required to be bifurcated and there are also other embedded derivative instruments in the convertible instrument that are required to be bifurcated, the bifurcated derivative instruments are accounted for as a single, compound derivative instrument.   Equity-linked instruments that are deemed to be freestanding instruments issued in conjunction with preferred stock are accounted for separately. For equity linked instruments classified as equity, the proceeds are allocated based on the relative fair values of the preferred stock and the equity linked instrument following the guidance in FASB ASC Topic 470, "Debt," ("ASC 470").   Acquisitions   Acquisition Method. Acquisitions that meet the definition of a business under FASB ASC Topic 805, "Business Combinations," ("ASC 805") are accounted for using the acquisition method of accounting. Under the acquisition method of accounting, assets acquired, liabilities assumed, contractual contingencies, and contingent consideration, when applicable, are recorded at fair value at the acquisition date. Any excess of the purchase price over the fair value of the net assets acquired is recorded as goodwill. The application of the acquisition method of accounting requires management to make significant estimates and assumptions in the determination of the fair value of assets acquired and liabilities assumed in connection with the allocation of the purchase price consideration to the assets acquired and liabilities assumed. Transaction costs associated with business combinations are expensed as incurred and are included in general and administrative expense in the consolidated statements of operations.   Contingent consideration, representing an obligation of the acquirer to transfer additional assets or equity interests to the seller if future events occur or conditions are met, is recognized when probable and reasonably estimable. Contingent consideration recognized is included in the initial cost of the assets acquired, with subsequent changes in the recorded amount of contingent consideration recognized as an adjustment to the cost basis of the acquired assets. Subsequent changes are allocated to the acquired assets based on their relative fair value. Depreciation and/or amortization of adjusted assets are recognized as a cumulative catch-up adjustment, as if the additional amount of consideration that is no longer contingent had been accrued from the outset of the arrangement.   Contingent consideration that is paid to sellers that remain employed by the acquirer and linked to future services is generally considered compensation cost and recorded in the statement of operations in the post-combination period.   Intangible Assets   Intangible assets primarily consist of (i) internal-use software development costs, (ii) domain name, copyright and patent registration costs, (iii) commercial licenses, (iv) developed technology acquired, (v) partner, customer, creator and influencer related intangible assets acquired and (vi) other intangible assets, which are recorded at cost (or in accordance with the acquisition method or cost accumulation methods described above) and amortized using the straight-line method over the estimated useful lives of the assets, ranging from 3 to 10 years.   Software development costs incurred to develop internal-use software during the application development stage are capitalized and amortized on a straight-line basis over the software's estimated useful life, which is generally three years. Software development costs incurred during the preliminary stages of development are charged to expense as incurred. Maintenance and training costs are charged to expense as incurred. Upgrades or enhancements to existing internal-use software that result in additional functionality are capitalized and amortized on a straight-line basis over the applicable estimated useful life.   Transfer or Sale of Intangible Assets   Upon the sale of an intangible asset, or group of intangible assets (hereinafter, "nonfinancial assets"), the Company initially evaluates whether the Company has a controlling financial interest in the legal entity that holds the nonfinancial assets by applying the guidance on consolidation. Any nonfinancial assets transferred that are held in a legal entity in which the Company does not have (or ceases to have) a controlling financial interest is further evaluated to determine whether the underlying transaction contract meets all of the criteria for accounting for contract under the revenue standard. Once a contract meets all of the criteria, the Company identifies each distinct nonfinancial asset promised to a counterparty and derecognizes each distinct nonfinancial asset when the Company transfers control of the nonfinancial asset to the counterparty. The Company evaluates the point in time at which a counterparty obtains control of the nonfinancial assets, including whether or not the counterparty can direct the use of, and obtain substantially all of the benefits from, each distinct nonfinancial asset.   If the consideration promised in a contract is variable or includes a variable amount, the Company estimates the amount of consideration to which the Company will be entitled in exchange for transferring the promised assets to a counterparty. Purchase consideration is variable if the amount the Company will receive is contingent on future events occurring or not occurring, even though the amount itself is fixed. The Company determines the total transaction price, including an estimate of any variable consideration, at contract inception and reassesses this estimate at each reporting date. The Company estimates the transaction price utilizing the expected value method. The expected value is the sum of probability-weighted amounts in a range of possible consideration amounts.   The accounting for an arrangement with a put option depends on the amount the Company pays to the counterparty in the event the counterparty exercises the put option, and whether the counterparty has a significant economic incentive to exercise its right. The accounting for put options requires the Company to assess at contract inception, whether the counterparty has a significant economic incentive to exercise its right, including how the repurchase price compares to the expected market value of the nonfinancial assets at the date of repurchase and the amount of time until the right expires. A customer has a significant economic incentive to exercise a put option when the repurchase price is expected to significantly exceed the market value of the good at the time of repurchase. The Company accounts for a put option as a sale of an asset or group of assets with a right of return, if the repurchase price is less than the original sales price and the customer does not have a significant economic incentive to exercise its right.   Impairment of Long-Lived Assets   The Company assesses the recoverability of long-lived assets whenever events or changes in circumstances indicate that their carrying value may not be recoverable. Factors we consider important, which could trigger an impairment review, include the following: significant underperformance relative to expected historical or projected future operating results; significant changes in the manner of our use of the acquired assets or the strategy for our overall business; significant negative industry or economic trends; significant adverse changes in legal factors or in the business climate, including adverse regulatory actions or assessments; and significant decline in our stock price for a sustained period. In the event the sum of the expected undiscounted future cash flows resulting from the use of the asset is less than the carrying amount of the asset, an impairment loss equal to the excess of the asset's carrying value over its fair value is recorded.   Other assets of a reporting unit that are held and used may be required to be tested for impairment when certain events trigger interim goodwill impairment tests. In such situations, other assets, or asset groups, are tested for impairment under their respective standards and the other assets' or asset groups' carrying amounts are adjusted for impairment before testing goodwill for impairment as described below. For the periods presented herein, management believes that there was no impairment of long-lived assets. There can be no assurance, however, that market conditions or demand for the Company's products or services will not change, which could result in long-lived asset impairment charges in the future.   Goodwill   Goodwill represents the excess of the purchase price of the acquired business over the acquisition date fair value of the net assets acquired. Goodwill is tested for impairment at the reporting unit level (operating segment or one level below an operating segment) on an annual basis (December 31) and between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value. We consider our market capitalization and the carrying value of our assets and liabilities, including goodwill, when performing our goodwill impairment tests. We operate in one reporting segment.   If a potential impairment exists, a calculation is performed to determine the fair value of existing goodwill. This calculation can be based on quoted market prices and / or valuation models, which consider the estimated future undiscounted cash flows resulting from the reporting unit, and a discount rate commensurate with the risks involved. Third-party appraised values may also be used in determining whether impairment potentially exists. In assessing goodwill impairment, significant judgment is required in connection with estimates of market values, estimates of the amount and timing of future cash

flows, and estimates of other factors that are used to determine the fair value of our reporting unit. If these estimates or related projections change in future periods, future goodwill impairment tests may result in charges to earnings.   When conducting the Company's annual or interim goodwill impairment assessment, we have the option to initially perform a qualitative evaluation of whether it is more likely than not that goodwill is impaired. The Company is also permitted to bypass the qualitative assessment and proceed directly to the quantitative test. In evaluating whether it is more likely than not that the fair value of our reporting unit is less than its carrying amount, we consider the guidance set forth in ASC 350, which requires an entity to assess relevant events and circumstances, including macroeconomic conditions, industry and market considerations, cost factors, financial performance and other relevant events or circumstances.   Stock-Based Compensation   Compensation expense for stock-based awards is measured at the grant date, based on the estimated fair value of the award, and is recognized as an expense, typically on a straight-line basis over the employee's requisite service period (generally the vesting period of the equity award) which is generally two to four years. Compensation expense for awards with performance conditions that affect vesting is recorded only for those awards expected to vest or when the performance criteria are met. The fair value of restricted stock and restricted stock unit awards is determined by the product of the number of shares or units granted and the grant date market price of the underlying common stock. The fair value of stock option and common stock purchase warrant awards is estimated on the date of grant utilizing the Black-Scholes-Merton option pricing model. The Company utilizes the simplified method for estimating the expected term for options granted to employees due to the lack of available or sufficient historical exercise data for the Company for the applicable options terms. The Company accounts for forfeitures of awards as they occur. Estimates of expected volatility of the underlying common stock for the expected term of the stock option used in the Black-Scholes-Merton option pricing model are determined by reference to historical volatilities of the Company's common stock and historical volatilities of similar companies.   Grants of equity-based awards (including warrants) to non-employees in exchange for consulting or other services are accounted for using the grant date fair value of the equity instruments issued.   A condition affecting the exercisability or other pertinent factors used in determining the fair value of an award that is based on an entity achieving a specified share price constitutes a market condition pursuant to FASB ASC Topic 718, "Stock based Compensation." ("ASC 718"). A market condition is reflected in the grant-date fair value of an award, and therefore, a Monte Carlo simulation model is utilized to determine the estimated fair value of the equity-based award. Compensation cost is recognized for awards with a market condition, provided the requisite service period is satisfied, regardless of whether the market condition is ever satisfied.   Cancellation of an existing equity-classified award along with a concurrent grant of a replacement award is accounted for as a modification under ASC 718. Total compensation cost to be recognized in connection with a modification and concurrent grant of a replacement award is equal to the original grant date fair value plus any incremental fair value, calculated as the excess of the fair value of the replacement award over the fair value of the original awards on the cancellation date. Any incremental compensation cost related to vested awards is recognized immediately on the modification date. Any incremental compensation cost related to unvested awards is recognized prospectively over the remaining service period, in addition to the remaining unrecognized grant-date fair value.   On March 19, 2024, the Board approved that an equity pool consisting of (i) 1,692,606 shares of common stock, collectively, which amount is equivalent to ten percent of the then existing and outstanding common stock of the Company on an as-converted basis, be issued to executives of the Company in the following form, amounts and vesting conditions: (a) stock options to purchase 846,303 shares of common stock, with vesting at the rate of 1/36th per month in arrears, and exercisable at a price per share of $1.85 (collectively, the "2024 Options"); and (b) restricted stock units consisting of 846,303 shares of common stock with vesting of (i) fifty percent in equal one-third increments on the first, second and third anniversaries of the restricted stock unit grant issuances, and (ii) fifty percent to be allocated equally between (a) achievement of a profitable fiscal quarter, on a net income basis, in accordance with U.S. GAAP, (b) achievement of 85% of earnings before interest, taxes, depreciation and amortization ("EBITDA") target for fiscal year 2024, and (c) achievement of 85% of EBITDA target for fiscal year 2025 (with such fiscal year 2025 target to be approved by the Board as part of the fiscal year 2025 financial plan) (collectively, the "2024 RSUs"). The issuance of the 2024 Options and 2024 RSUs, as described above, is contingent upon the Company receiving approval from its stockholders to increase the number of shares available under the 2014 Plan at the Company's 2024 annual meeting of stockholders, and will be subject to cancellation in the event stockholder approval is not obtained.   Modifications to Equity-Based Awards   On January 1, 2022, the Company issued 67,500 performance stock units ("Original PSUs") under the Company's 2014 Amended and Restated Stock Option and Incentive Plan, which vest in five equal increments of 13,500 PSUs, based on satisfaction of the following vesting conditions during the three-year period commencing on January 1, 2022: (i) the Company's stock price equaling $95.00 per share based on 60-day volume weighted average price ("VWAP"); (ii) the Company's stock price equaling $120.00 per share based on 60-day VWAP; (iii) the Company's stock price equaling $140.00 per share based on 60-day VWAP; (iv) the Company's stock price equaling $160.00 per share based on 60-day VWAP; and (v) the Company's stock price equaling $180.00 per share based on 60-day VWAP. The Original PSUs were fully expensed as of June 30, 2023. Noncash stock compensation expense related to the Original PSUs totaled $0 and $200,000 for the three and nine months ended September 30, 2023, respectively.   On April 30, 2023, the Board approved the cancellation of the 67,500 Original PSUs previously granted to certain executives (four plan participants in total) under the 2014 Plan. In exchange for the cancelled Original PSUs, the executives were granted an aggregate of 67,500 PSUs, which vest over a five-year term, upon the Company's common stock achieving certain VWAP goals as follows: (i) 20% upon achieving a 60-day VWAP of $16.00 per share, (ii) 20% upon achieving a 60-day VWAP of $20.00 per share; (iii) 20% upon achieving a 60-day VWAP of $24.00 per share; (iv) 20% upon achieving a 60-day VWAP of $28.00 per share; and (v) 20% upon achieving a 60-day VWAP of $32.00 per share, in each case, as quoted on the Nasdaq Capital Market ("Modified PSUs"). Total incremental compensation cost related to the Modified PSUs totaled $540,000 which is recognized prospectively over the implied service period, ranging from .69 years to 1.5 years, calculated in connection with the Monte Carlo simulation model used to determine the fair value of the equity awards immediately before and after the modifications. Noncash stock compensation expense related to the Modified PSUs totaled $28,000 and $125,000 for the three and nine months ended September 30, 2024, respectively. Noncash stock compensation expense related to the Modified PSUs totaled $131,000 and $220,000 for the three and nine months ended September 30, 2023, respectively.   On April 30, 2023, the Board approved the cancellation of certain stock options to purchase an aggregate of 58,951 shares of the Company's common stock previously granted to certain executives and employees (six plan participants in total) under the Company's 2014 Amended and Restated Employee Stock Option and Incentive Plan (the "2014 Plan"), with an average exercise price of approximately $56.40. In addition, the Board approved the cancellation of certain warrants to purchase an aggregate of 26,100 shares of the Company's common stock previously granted to certain executives and employees, with an average exercise price of approximately $199.80. In exchange for the cancelled options and warrants, certain executives and employees were granted options to purchase an aggregate of 305,000 shares of common stock under the 2014 Plan, at an exercise price of $9.80 (the closing price of the Company's common stock as listed on the Nasdaq Capital Market on April 28, 2023, the last trading day before the approval of the awards), with one-third of the options vesting on the April 30, 2023, the grant date, with the remainder vesting monthly over the thirty-six month period thereafter, subject to continued service ("Executive Grant Modifications") (collectively, "Modified Executive Grants"). The grant and exercise of the Modified Executive Grants was contingent upon the Company receiving approval from its stockholders to increase the number of shares available under the 2014 Plan, which was obtained in connection with the Company's 2023 annual shareholder meeting in September 2023. As such, the grant date and the commencement of noncash stock compensation amortization for the Modified Executive Grants was September 7, 2023. Total incremental compensation cost related to the Modified Executive Grants totaled $347,000, $112,000 of which related to vested awards as of the modification date and was recognized as expense immediately, and $235,000 related to unvested awards which is recognized prospectively over the remaining service period of 3 years. Noncash stock compensation expense related to the Modified Executive Grants totaled $54,000 and $162,000 for the three and nine months ended September 30, 2024, respectively. Noncash stock compensation expense related to the Modified Executive Grants totaled $132,000 for the three and nine months ended September 30, 2023.   On May 1, 2023, the Board approved the cancellation of options to purchase an aggregate of 29,224 shares of the Company's common stock previously granted to its employees (60 plan participants in total) under the 2014 Plan, in exchange for newly issued options to purchase an aggregate of 63,000 shares of the Company's common stock under the 2014 Plan, at an exercise price equal to the closing trading price on May 1, 2023, or $9.01, with a range of zero to one-third of the options vesting on the May 1, 2023, the grant date, dependent upon the tenure of the employee, and the remainder vesting monthly over the forty-eight month period thereafter, subject to continued service ("Employee Grant Modifications")(collectively, "Modified Employee Grants"). Unrecognized compensation expense related to the original award as of the date of the Employee Grant Modifications totaled $960,000 which is recognized prospectively over the remaining service period of 4 years. Total incremental compensation cost related to the Modified Employee Grants totaled $449,000, $101,000 of which related to vested awards as of the modification date and was recognized as expense immediately, and $348,000 related to unvested awards which is recognized prospectively over the remaining service period of 4 years. Noncash stock compensation expense related to the Modified Employee Grants totaled $39,000 and $135,000 for the three and nine months ended September 30, 2024, respectively. Noncash stock compensation expense related to the Modified Employee Grants totaled $46,000 and $46,000 for the three and nine months ended September 30, 2023, respectively.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family: 'Times New Roman', Times, serif; font-size: 10pt; margin: 0pt; text-align: left"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Total noncash stock-based compensation expense for the periods presented was included in the following financial statement line items: </p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Three Months</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Nine Months</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; 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margin: 0pt;">2023</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">2024</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">2023</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;">Sales, marketing and advertising</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">124,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">231,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">370,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">631,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Engineering, technology and development</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">6,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">14,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">23,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">205,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">General and administrative</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">226,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">390,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">585,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">1,339,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Total noncash stock compensation expense </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">356,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">643,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">986,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">2,175,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> </tr> </tbody></table>   Financing Costs   Specific incremental costs directly attributable to a proposed or actual offering of securities are deferred and charged against the gross proceeds of the equity financing. In the event that the proposed or actual equity financing is not completed, or is deemed not likely to be completed, such costs are expensed in the period that such determination is made. Deferred equity financing costs, if any, are included in other current assets in the accompanying condensed consolidated balance sheet. Deferred financing costs totaled $104,000 and $202,000 as of September 30, 2024 and December 31, 2023, respectively.   Debt Modifications   Modifications to debt obligations are initially analyzed to determine whether the modification qualifies as a troubled debt restructuring (TDR). A modification is a troubled debt restructuring if both (1) the borrower is experiencing financial difficulty, and (2) the lender grants the borrower a concession. In determining if a company is experiencing financial difficulties for a TDR, as contemplated by the applicable standard, several factors are considered including whether the company is currently in payment default on any debt; if there is a high probability of future default without modification, bankruptcy considerations, or if there is substantial doubt about the company's ability to continue as a going concern. A lender is granting a concession when the effective borrowing rate on the restructured debt is less than the effective borrowing rate on the original debt. The recognition and measurement of the impact of a TDR on the financial statements depends on whether the future undiscounted cash flows specified by the new terms are greater (gain is recorded in the statement of operations for the difference) or less (no gain is recorded in the statement of operations for the difference) than the carrying value of the debt.   For an exchange of debt instruments or a modification of a debt instrument by a debtor and a creditor in a nontroubled debt situation, the Company initially evaluates whether the modified debt terms are "substantially different" from the original debt. An exchange of debt instruments or a modification of a debt instrument by a debtor and a creditor is deemed to have been accomplished with debt instruments that are substantially different if the present value of the cash flows under the terms of the new debt instrument is at least 10 percent different from the present value of the remaining cash flows under the terms of the original instrument. If the terms of a debt instrument are changed or modified and the cash flow effect on a present value basis is less than 10 percent, the debt instruments are not considered to be substantially different.   If the modification is not deemed to be substantially different, the modification is accounted for as an adjustment to the carrying amount of the debt, with a recalculated effective interest rate. If the modification is deemed to be substantially different, then the modification is accounted for as an extinguishment of the original debt and issuance of new debt, requiring the recognition of a gain or loss on the extinguishment in the statement of operations.   Transfers of Financial Assets   The Company accounts for transfers of financial assets as sales when it has surrendered control over the related assets. Whether control has been relinquished requires, among other things, an evaluation of relevant legal considerations and an assessment of the nature and extent of the Company's continuing involvement with the assets transferred. Gains and losses stemming from transfers reported as sales, if any, are included in the statements of income. Assets obtained and liabilities incurred in connection with transfers reported as sales are initially recognized in the balance sheet at fair value.   Transfers of financial assets that do not qualify for sale accounting are reported as collateralized borrowings. Accordingly, the related assets remain on the Company's balance sheet and continue to be reported and accounted for as if the transfer had not occurred. Cash proceeds from these transfers are reported as liabilities, with attributable interest expense recognized over the life of the related transactions. Commitment fees charged irrespective of drawdown activity are recognized as expense on a straight line basis over the commitment period and included in other income (expense) in the consolidated statements of operations. Refer to Note 3 for additional information.   Reportable Segments   The Company utilizes the management approach to identify the Company's operating segments and measure the financial information disclosed, based on information reported internally to the Chief Operating Decision Maker ("CODM") to make resource allocation and performance assessment decisions. An operating segment of a public entity has all the following characteristics: (1) it engages in business activities from which it may earn revenue and incur expense; (2) its operating

results are regularly reviewed by the public entity's CODM to make decisions about resources to be allocated to the segment and assess its performance; and (3) its discrete financial information is available. Based on the applicable criteria under the standard, the components of the Company's operations are its: (1) media and advertising component, including its publishing and content studio component; and (2) the Company's direct-to-consumer component.   A reportable segment is an identified operating segment that also exceeds the quantitative thresholds described in the applicable standard. Based on the applicable criteria under the standard, including quantitative thresholds, management has determined that the Company has one reportable segment that operated primarily in domestic markets during the periods presented herein.   Concentration of Credit Risks   Financial instruments that potentially subject the Company to concentrations of credit risk are cash equivalents and accounts receivable. Cash and cash equivalents are also invested in deposits with certain financial institutions and may, at times, exceed federally insured limits. Any loss incurred or a lack of access to such funds could have a significant adverse impact on the Company's financial condition, results of operations, and cash flows.   Risks and Uncertainties   Concentrations - The Company had certain customers whose revenue individually represented 10% or more of the Company's total revenue, or whose accounts receivable balances individually represented 10% or more of the Company's total accounts receivable, and vendors whose accounts payable balances individually represented 10% or more of the Company's total accounts payable, as follows: <table cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px; margin-left: 0pt; margin-right: 0pt;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 42%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> <td colspan="12" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); width: 25%;"> Three Months Ended September 30, </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> <td colspan="12" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); width: 25%;"> Nine Months Ended September 30, </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; width: 1%;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 42%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> <td colspan="5" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); width: 10%;"> 2024 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; width: 1%;"> </td> <td colspan="5" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); width: 10%;"> 2023 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; width: 1%;"> </td> <td colspan="5" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); width: 10%;"> 2024 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; width: 1%;"> </td> <td colspan="5" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); width: 10%;"> 2023 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; width: 1%;"> </td> <td colspan="5" style="text-align: center; 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font-size: 10pt; margin-left: 0pt;">Two</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: center;"> </td> <td style="width: 4%; font-family: "Times New Roman", Times, serif; font-size: 10pt;">25%</td> <td style="width: 3%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 4%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">Two</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: center;"> </td> <td style="width: 4%; font-family: "Times New Roman", Times, serif; font-size: 10pt;">36%</td> <td style="width: 3%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 4%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">Two</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: center;"> </td> <td style="width: 4%; font-family: "Times New Roman", Times, serif; font-size: 10pt;">23%</td> <td style="width: 3%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 4%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 4%; text-align: center;"> </td> <td style="width: 4%; font-family: "Times New Roman", Times, serif; font-size: 10pt;">%</td> <td style="width: 1%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> </tbody></table>   Revenue concentrations were comprised of the following revenue categories: <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Three Months </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Nine Months </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Ended September 30, </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Ended September 30, </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;">Media and advertising </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> % </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">17</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> % </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">11</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> % </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> % </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;">Publishing and content studio </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);">25</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">%</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);">19</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">%</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);">12</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">%</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">%</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">%</td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; 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font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">%</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">%</td> </tr> </tbody></table>   <table cellpadding="0" cellspacing="0" style="font-family:Times New Roman;font-size:10pt;width:100%;margin-left:auto;margin-right:auto;"> <tbody><tr> <td style="vertical-align:bottom;width:34.3%;"> </td> <td style="vertical-align:bottom;width:0.5%;"> </td> <td colspan="4" style="border-bottom:solid 1px #000000;vertical-align:bottom;width:3.2%;"> September 30, 2024 </td> <td style="vertical-align:bottom;width:0.5%;"> </td> <td colspan="3" style="border-bottom:solid 1px #000000;vertical-align:bottom;width:2.8%;"> December 31, 2023 </td> <td style="vertical-align:bottom;width:0.5%;"> </td> <td style="vertical-align:bottom;width:34.3%;"> </td> <td style="vertical-align:bottom;width:0.5%;"> </td> <td style="vertical-align:bottom;width:2.3%;"> </td> <td style="vertical-align:bottom;width:0.5%;"> </td> <td style="vertical-align:bottom;width:2.3%;"> </td> <td style="vertical-align:bottom;width:0.5%;"> </td> <td style="vertical-align:bottom;width:2.3%;"> </td> <td style="vertical-align:bottom;width:0.5%;"> </td> </tr> <tr style="background-color: rgb(204, 238, 255);"> <td style="vertical-align:bottom;width:34.3%;"> Number of customers > 10% of accounts receivable / percent of accounts receivable </td> <td style="vertical-align:bottom;width:0.5%;"> </td> <td style="vertical-align:bottom;width:2.3%;"> Three </td> <td style="vertical-align:bottom;width:0.5%;"> </td> <td style="vertical-align:bottom;width:2.3%;"> 45% </td> <td style="vertical-align:bottom;width:0.5%;"> </td> <td style="vertical-align:bottom;width:2.3%;"> Three </td> <td style="vertical-align:bottom;width:0.5%;"> </td> <td style="vertical-align:bottom;width:2.3%;"> 55% </td> <td style="vertical-align:bottom;width:0.5%;"> </td> </tr> <tr style="background-color: rgb(255, 255, 255);"> <td style="vertical-align:bottom;width:34.3%;"> Number of vendors > 10% of accounts payable / percent of accounts payable </td> <td style="vertical-align:bottom;width:0.5%;"> </td> <td style="vertical-align:bottom;width:2.3%;"> One </td> <td style="vertical-align:bottom;width:0.5%;"> </td> <td style="vertical-align:bottom;width:2.3%;"> 22% </td> <td style="vertical-align:bottom;width:0.5%;"> </td> <td style="vertical-align:bottom;width:2.3%;"> Two </td> <td style="vertical-align:bottom;width:0.5%;"> </td> <td style="vertical-align:bottom;width:2.3%;"> 37% </td> <td style="vertical-align:bottom;width:0.5%;"> </td> </tr> </tbody></table>   Earnings (Loss) Per Share   Basic earnings (loss) per share is computed by dividing the income or loss by the weighted-average number of outstanding shares of common stock for the applicable period. Diluted earnings per share is computed by dividing the income or loss by the weighted-average number of outstanding shares of common stock for the applicable period, including the dilutive effect of common stock equivalents. Potentially dilutive common stock equivalents primarily consist of common stock potentially issuable in connection with the conversion of outstanding preferred stock, convertible notes payable, employee stock options, warrants issued to employees and non-employees in exchange for services and warrants issued in connection with financings.   Common stock underlying all outstanding stock options, restricted stock units and warrants, totaling 3,782,000 and 1,044,000 at September 30, 2024 and 2023, respectively, have been excluded from the computation of diluted loss per share because the effect of inclusion would have been anti-dilutive. Common stock potentially issuable in connection with the conversion of outstanding preferred stock totaling 11,346,000 and 4,077,000 at September 30, 2024 and 2023, respectively, have been excluded from the computation of diluted loss per share because the effect of inclusion would have been anti-dilutive. Common stock potentially issuable in connection with the exercise of outstanding additional investment rights, as described below, totaling 8,414,000 and 1,602,000 at September 30, 2024 and 2023, respectively, have been excluded from the computation of diluted loss per share because the effect of inclusion would have been anti-dilutive.   A reconciliation of net loss to net loss attributable to common stockholders is as follows for the three and nine months ended September 30:   <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Three Months </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Nine Months </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Ended September 30, </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Ended September 30, </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2024 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2023 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2024 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td

colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2023 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 52%;"> Net loss </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">(3,632,000)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"></td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">(2,984,000)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"></td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">(11,347,000)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"></td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">(1,056,000)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"></td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Preferred Dividends paid in shares of common stock </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">(1,694,000)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"></td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">(3,290,000)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"></td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">(23,502,000)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"></td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Deemed dividend on Series AA Preferred Stock – down round feature </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">–</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(6,446,000)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">)</td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);">–</td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; 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font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;"></td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">(9,430,000)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;"></td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">(14,637,000)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">(23,502,000)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">)</td> </tr> </tbody></table>   Modifications of Preferred Stock Instruments   The financial statement impact of a modification or an exchange of a freestanding equity- classified written call options is recognized in the same manner as if cash had been paid as consideration. The Company considers the circumstances of modifications or exchanges of the instrument to determine whether the modification or exchange is related to a financing or other arrangement. The effect of a modification or an exchange is measured as the excess, if any, of the fair value of the modified or exchanged instrument over the fair value of that instrument immediately before it is modified or exchanged. The effect of a modification or an exchange that is directly attributable to a proposed or actual equity offering is recognized as an equity issuance cost.   For preferred stock instruments classified as liabilities under ASC 480 (see placement agent warrants described below), the Company follows the accounting models for the modification or extinguishment of debt, which require that modifications or exchanges of preferred stock instruments classified as liabilities are considered extinguishments, with gains or losses recognized in current earnings if the terms of the new instrument and original instrument are substantially different.   Preferred Stock Dividends   Dividends on preferred stock paid in another class of stock are recorded at the fair value of the shares issued as a charge to retained earnings. Dividends declared on preferred stock that are payable in the Company's common shares are deducted from earnings available to common shareholders when computing earnings per share. Dividends on preferred stock that are due, but unpaid, are reflected in accrued liabilities in the condensed consolidated balance sheet until paid.   Certain of the Company's outstanding preferred stock contain a conversion price down round feature subject to a contractual floor pursuant to the underlying rights in the applicable certificate of designation. Upon the occurrence of a triggering event that results in a reduction of the conversion price for an equity-classified convertible preferred stock, the Company measures the value of the effect of the feature as the difference between the fair value of the financial instrument without the down round feature, with a conversion price corresponding to the currently stated conversion price of the issued instrument, and the fair value of the financial instrument without the down round feature with a conversion price corresponding to the reduced conversion price upon the down round feature being triggered. The value of the effect of a down round feature that is triggered is recognized as a charge to retained earnings and a reduction in income available to common stockholders in the computation of earnings per share. For the three and nine months ended September 30, 2023, total charges to retained earnings as a result of the down round feature related to Series AA preferred stock totaled $0.6 million and $4.6 million, respectively. Series A preferred stock   Income Taxes   Income taxes are accounted for using an asset and liability approach that requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been recognized in the Company's consolidated financial statements or income tax returns. A valuation allowance is established to reduce deferred tax assets if all, or some portion, of such assets will more than likely not be realized, or if it is determined that there is uncertainty regarding future realization of such assets.   Under U.S. GAAP, a tax position is a position in a previously filed tax return, or a position expected to be taken in a future tax filing that is reflected in measuring current or deferred income tax assets and liabilities. Tax positions are recognized only when it is more likely than not, based on technical merits, that the position will be sustained upon examination. Tax positions that meet the more likely than not thresholds are measured using a probability weighted approach as the largest amount of tax benefit being realized upon settlement. The Company considers many factors when evaluating and estimating its tax positions and tax benefits, which may require periodic adjustments, and which may not accurately forecast actual outcomes. Management believes the Company has no uncertain tax positions for the periods presented.   Contingencies   Certain conditions may exist as of the date the consolidated financial statements are issued, which may result in a loss to the Company, but which will only be resolved when one or more future events occur or fail to occur. The Company's management, in consultation with its legal counsel as appropriate, assesses such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company, in consultation with legal counsel, evaluates the perceived merits of any legal proceedings or unasserted claims, as well as the perceived merits of the amount of relief sought or expected to be sought therein. If the assessment of a contingency indicates it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's consolidated financial statements. If the assessment indicates a potentially material loss contingency is not probable, but is reasonably possible, or is probable, but cannot be estimated, then the nature of the contingent liability, together with an estimate of the range of possible loss, if determinable and material, would be disclosed. Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed.   Recent Accounting Guidance   Recent Accounting Pronouncements Not Yet Adopted   In November 2023, the FASB issued Accounting Standards Update ("ASU") No. 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures ("ASU 2023-07") which updates required disclosures of significant reportable segment expenses that are regularly provided to the CODM and included within each reported measure of a segment's profit or loss. This standard also requires disclosure of the title and position of the individual identified as the CODM and an explanation of how the CODM uses the reported measures of a segment's profit or loss in assessing segment performance and deciding how to allocate resources. The standard is effective for annual periods beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, though early adoption is permitted. Adoption of ASU 2023-07 should be applied retrospectively to all prior periods presented in the financial statements. The Company is currently evaluating the potential impact of ASU 2023-07 and expects to adopt the standard in the year ended December 31, 2024.   In December 2023, the FASB issued ASU No. 2023-09 – Income Taxes (Topic 740): Improvements to Income Tax Disclosures ("ASU 2023-09") which enhances the transparency and usefulness of income tax disclosures. The updates are effective for annual periods beginning after December 15, 2024 on a prospective or retrospective basis, though early adoption is permitted. The Company is currently evaluating the presentational impact of ASU 2023-09 and expects to adopt the standard in the year ended December 31, 2025. Basis of Presentation   The accompanying condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") for interim financial information and with the instructions to Form 10-Q and Rule 8-03 of Regulation S-X. Accordingly, certain information and footnotes required by U.S. GAAP in annual financial statements have been omitted or condensed in accordance with quarterly reporting requirements of the Securities and Exchange Commission ("SEC"). These interim condensed consolidated financial statements should be read in conjunction with our audited financial statements for the year ended December 31, 2023 included in our Annual Report on Form 10-K for the year ended December 31, 2023, filed with the SEC on April 15, 2024.   The December 31, 2023 condensed consolidated balance sheet data was derived from audited financial statements, but does not include all disclosures required by U.S. GAAP. The condensed consolidated interim financial statements of Super League include all adjustments of a normal recurring nature which, in the opinion of management, are necessary for a fair statement of Super League's financial position as of September 30, 2024, and results of its operations and its cash flows for the interim periods presented. The results of operations for the three and nine months ended September 30, 2024 are not necessarily indicative of the results to be expected for the entire fiscal year, or any future period. Principles of Consolidation   The condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation. Reclassifications   Certain reclassifications to operating expense line items and revenue detail line items have been made to prior year amounts for consistency and comparability with the current year's condensed consolidated financial statement presentation. These reclassifications had no effect on the reported total revenue, operating expense, total assets, total liabilities, total stockholders' equity, or net loss for the prior periods presented. Use of Estimates   The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expense during the reporting period. Actual results could differ from these estimates. The Company believes that, of the significant accounting policies described herein, the accounting policies associated with revenue recognition, impairment of intangibles, stock-based compensation expense, capitalized internal-use-software costs, accounting for business combinations and related contingent consideration, derecognition of assets, accounting for convertible debt, including estimates and assumptions used to calculate the fair value of debt instruments, accounting for convertible preferred stock, including modifications and exchanges of equity and equity-linked instruments, accounting for warrant liabilities and accounting for income taxes and valuation allowances against net deferred tax assets, require its most difficult, subjective, or complex judgments. Going Concern   The accompanying condensed consolidated financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The Company incurred net losses for the periods presented herein as reflected in the accompanying condensed consolidated statements of operations, and had an accumulated deficit of $263.7 million as of September 30, 2024. For the nine months ended September 30, 2024 and 2023, net cash used in operating activities totaled $8.2 million and $14.1 million, respectively.   The Company had cash and cash equivalents of $0.3 million and $7.6 million as of September 30, 2024 and December 31, 2023, respectively. To date, our principal sources of capital used to fund our operations and growth have been the net proceeds received from equity and debt financings. We have and will continue to use significant capital for the growth and development of our business, and, as such, we expect to seek additional capital either from operations, or that may be available from future issuance(s) of common stock, preferred stock and / or debt financings, to fund our planned operations. Accordingly, our results of operations and the implementation of our long-term business strategies have been and could continue to be adversely affected by general conditions in the global economy, including conditions that are outside of our control. The most recent global financial crisis caused by severe geopolitical conditions, including conflicts abroad, and the threat of other outbreaks or pandemics, have resulted in extreme volatility, disruptions and downward pressure on stock prices and trading volumes across the capital and credit markets in which we traditionally operate. A severe or prolonged economic downturn could result in a variety of risks to our business and could have a material adverse effect on us, including limiting our ability to obtain additional funding from the capital and credit markets. In management's judgement, these conditions raise substantial doubt about the ability of the Company to continue as a going concern as contemplated by the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC"), Topic 205-40, "Going Concern," ("ASC 205").   Management's Plans   During the prior fiscal year and the nine months ended September 30, 2024, we continued our focus on the expansion of our service offerings and revenue growth opportunities through internal development, collaborations, and through opportunistic strategic acquisitions, as well as management and reduction of operating costs. Management continues to explore alternatives for raising capital to facilitate our growth and execute our business strategy, including strategic partnerships and or other forms of equity or debt financings.   In September 2024, the Company announced the iR Transaction as described above.   On October 24, 2024, the Company entered into a securities purchase agreement with a certain accredited investor for the registered direct offering of an aggregate of 1,136,364 shares of the Company's common stock, par value $0.001 per share (the "Shares"), at a purchase price of $0.88 per Share (the "Registered Direct Offering"). The Registered Direct Offering closed on October 25, 2024, and resulted in gross proceeds to the Company of approximately $1.0 million.   On November 8, 2024 (the "Effective Date"), the Company and its subsidiary, InPVP, LLC ("Subsidiary"), entered into a Business Loan and Security Agreement (the "Agile Loan Agreement"), with Agile Capital Funding, LLC as collateral agent ("Collateral Agent"), and Agile Lending, LLC ("Agile"), pursuant to which the Company issued to Agile a Confessed Judgment Secured Promissory Note for an aggregate value of $1.05 million (the "Agile Note"). Pursuant to the Agile Loan Agreement: (i) the Agile Note matures 20 weeks from the Effective Date; (ii) carries an aggregate total interest payment of approximately $0.70 million (the "Applicable Rate"), and (iii) immediately upon the occurrence and during the continuance of an Event of Default (as defined in the Agile Loan Agreement), interest shall accrue at a fixed per annum rate equal to the Applicable Rate plus five percent. The Company is required to repay all the obligations due under the Agile Loan Agreement and the Agile Note in 20 equal payments of $93,821.43, with the first payment being made to Agile on November 14, 2024, and every seven days thereafter until the Maturity Date. The proceeds received from the Agile Note will be used to fund general working capital needs. For more information on the Agile Loan Agreement and the Agile Note, refer to Note 8.   The Company considers historical operating results, costs, capital resources and financial position, in combination with current projections and estimates, as part of its plan to fund operations over a reasonable period. Management's considerations assume, among other things, that the Company will continue to be successful implementing its business strategy, that there will be no material adverse developments in the business, liquidity or capital requirements, and the Company will be able to raise additional equity and / or debt financing on acceptable terms. If one or more of these factors do not occur as expected, it could cause a reduction or delay of the Company's business activities, sales of material assets, default on its obligations, or forced insolvency. The accompanying consolidated financial statements do not contain any adjustments which might be necessary if the Company were unable to continue as a going concern. No assurance can be given that any future financing will be available or, if available, that it will be on terms that are satisfactory to the Company.   We may continue to evaluate potential strategic acquisitions. To finance such strategic acquisitions, we may find it necessary to raise additional equity capital, incur debt, or both. Any efforts to seek additional funding could be made through issuances of equity or debt, or other external financing. However, additional funding may not be available on favorable terms, or at all. The capital and credit markets have experienced extreme volatility and disruption periodically and such volatility and disruption may occur in the future. If we fail to obtain additional financing when needed, we may not be able to execute our business plans which, in turn, would have a material adverse impact on our financial condition, our ability to meet our obligations, and our ability to pursue our business strategies. -263700000-8200000-1410000030000076000001136364O.0010.0010000001050000P196D700000 Revenue Recognition   Revenue is recognized when the Company transfers promised goods or services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods and services and when the customer obtains control of the good or service. In this regard, revenue is recognized when: (i) the parties to the contract have approved the contract (in writing, orally, or in accordance with other customary business practices) and are committed to perform their respective obligations; (ii) the entity can identify each party's rights regarding the goods or services to be transferred; (iii) the entity can identify the payment terms for the goods or services to be transferred; (iv) the contract has commercial substance (that is, the risk, timing, or amount of the entity's future cash flows is expected to change as a result of the contract); and (v) it is probable that the entity will collect substantially all of the consideration to which it will be entitled in exchange for the goods or services that will be transferred to the customer.   Transaction prices are based on the amount of consideration to which we expect to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties, if any. We consider the explicit terms of the revenue contract, which are typically written and executed by the parties, our customary business practices, the nature, timing, and the amount of consideration promised by a customer in connection with determining the transaction price for our revenue arrangements. Refunds and sales returns historically have not been material.   The Company generates revenue from (i) innovative advertising including immersive game world and experience publishing and in-game media products, (ii) content and technology through the production and distribution of our own, advertiser and third-party content, and (iii) direct to consumer offers, including in-game

items, e-commerce and digital collectibles.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">The Company reports revenue on a gross or net basis based on management’s assessment of whether the Company acts as a principal or agent in the transaction and is evaluated on a transaction-by-transaction basis. To the extent the Company acts as the principal, revenue is reported on a gross basis net of any sales tax from customers, when applicable. The determination of whether the Company acts as a principal or an agent in a transaction is based on an evaluation of whether the Company controls the goods or services prior to transfer to the customer. Where applicable, the Company has determined that it acts as the principal in all of its media and advertising, publishing and content studio and direct to consumer revenue streams, except in situations where we utilize a reseller partner with respect to media and advertising sales arrangements.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">In the event a customer pays us consideration, or we have a right to an amount of consideration that is unconditional, prior to our transfer of a good or service to the customer, we reflect the contract as a contract liability when the payment is made or the payment is due, whichever is earlier. In the event we perform by transferring goods or services to a customer before the customer pays consideration or before payment is due, we reflect the contract as a contract asset, excluding any amounts reflected as a receivable.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Media and Advertising</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Media and advertising revenue primarily consists of direct and reseller sales of our on-platform media and analytics products, and influencer marketing campaign sales to third-party brands and agencies (hereinafter, “Brands”).</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;"><i>On Platform Media </i></p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">On platform media revenue is generated from third party Brands advertising in-game on Roblox or other digital platforms, and prior to the Minehut Sale, on our Minehut Minecraft platform. Media assets include static billboards, video billboards, portals, 3D characters, Pop Ups and other media products. We work with Brands to determine the specific campaign media to deploy, target ad units and target demographics. We customize the media advertising campaign and media products with applicable branding, images and design and place the media on the various digital platforms. Media is delivered via our Super Biz Roblox platform, the Roblox Immersive Ads platform, other platforms, and prior to the Minehut Sale, on our owned and operated Minehut platform. Media placement can be based on a cost per thousand, other cost per measure, or a flat fee. Media and advertising arrangements typically include contract terms for time periods ranging from one week to two or three months in length.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">For on-platform media campaigns, we typically insert media products on-platform (in-game) to deliver to the Brand a predetermined number of impressions identified in the underlying contract. The benefit accrues to the Brand at the time that we deliver the impression on the platform, and the media product is viewed or interacted with by the on-platform user. The performance obligation for on-platform media campaigns is each impression that is guaranteed or required to be delivered per the underlying contract.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family: 'Times New Roman', Times, serif; font-size: 10pt; margin: 0pt; text-align: left"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Each impression is considered a good or service that is distinct under the revenue standard, and the performance obligation under our on-platform media contracts is the delivery of a series of impressions. Each impression required to be delivered in the series that we promise to transfer to the Brand meets the criteria to be a performance obligation satisfied over time, due to the fact that (1) our performance does not create an asset with an alternative use to the Company, and (2) we have an enforceable right to payment for performance completed to date per the terms of the contract. Further, the same method is used to measure our progress toward complete satisfaction of the performance obligation to transfer each distinct impression, as in the transfer of the series of impressions to the customer, which is based on actual delivery of impressions. As such, we account for the specified series of impressions as a single performance obligation.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">The delivery of the impression on platform represents the change in control of the good or service, and therefore, the Company satisfies its performance obligations and recognizes revenue based on the delivery of impressions under the contract.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;"><i>Influencer Marketing</i></p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Influencer marketing revenue is generated in connection with the development, management and execution of influencer marketing campaigns on behalf of Brands, primarily on YouTube, Instagram and TikTok. Influencer marketing campaigns are collaborations between Super League, popular social-media influencers, and Brands, to promote a Brands’ products or services. Influencers are paid a flat rate per post to feature a Brand’s product or service on their respective social media outlets.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">For influencer marketing campaigns that include multiple influencers, the customer can benefit from the influencer posts either on its own or together with other resources that are readily available to the customer. Our influencer marketing campaigns for Brands (1) incorporate a significant service of integrating the goods or services with other goods or services promised in the contract (typically additional influencer posts) into a bundle of goods or services that represent the combined output that the customer has contracted for, and (2) the goods or services are interdependent in that each of the goods or services is affected by one or more of the other goods or services in the contract which combined, create an influencer marketing campaign to satisfy the Brand’s specific campaign objectives. The interdependency of the performance obligations is supported by an understanding of what a customer expects to receive as a final product with respect to an influencer marketing campaign, which is an integrated influencer marketing advertising campaign that the influencer posts create when they are combined into an overall integrated campaign.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Our customers receive and consume the benefits of each influencer’s post as the content is posted on the influencers respective social media outlet. In addition, the influencer marketing campaigns and videos created by influencers are highly customized advertising engagements, where Brand specific assets and collateral are created for the customer based on specific and customized specifications, and therefore, does not create an asset with an alternative use. Further, based on contract terms, we typically have an enforceable right to payment for performance to date during the term of the arrangement.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">We recognize revenues for influencer marketing campaigns based on input methods which recognize revenue on the basis of the entity’s efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation. As such, revenues are recognized over the term of the campaign, as the influencer videos are posted, based on costs incurred to date relative to total costs for the influencer marketing campaign.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Publishing and Content Studio</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Publishing and content studio revenue consists of revenue generated from immersive game development and custom game experiences within our owned and affiliate game worlds, and revenue generated in connection with our production, curation and distribution of entertainment content for our own network of digital channels and media and entertainment partner channels.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;"><i>Publishing</i></p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Custom builds are highly customized branded game experiences created and built by Super League for customers on existing digital platforms such as Roblox, Fortnite, Decentraland and others. Custom builds often include the creation of highly customized and branded gaming experiences and other campaign specific media or products to create an overall customized immersive world campaign.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Custom integrations are highly customized advertising campaigns that are integrated into and run on existing affiliate Roblox gaming experiences. Custom integrations will often include the creation of highly customized and branded game integration elements to be integrated into the existing Roblox gaming experience to the customers specifications and other campaign specific media or products. Prior to the Minehut Sale, we also created custom integrations on the digital property “Minehut” for Brands.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family: 'Times New Roman', Times, serif; font-size: 10pt; margin: 0pt; text-align: left"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Our custom builds and custom integration (hereinafter, “Custom Programs”) campaign revenue arrangements typically include multiple promises and performance obligations, including requirements to design, create and launch a platform game, customize and enhance an existing game, deploy media products, and related performance measurement. Custom Programs offer a strategically integrated advertising campaign with multiple integrated components, and we provide a significant service of integrating the goods or services with other goods or services promised in the contract into a bundle of goods or services that represent the combined output or outputs that the customer has contracted for. As such, Custom Program revenue arrangements are combined into a single performance unit, as our performance does not create an asset with an alternative use to the entity and we typically have an enforceable right to payment for performance to date during the term of the arrangement.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">We recognize revenues for Custom Programs based on input methods, that recognize revenue based upon estimates of progress toward complete satisfaction of the contract performance obligations, utilizing primarily costs or direct labor hours incurred to date to estimate progress towards completion.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;"><i>Content Production</i></p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Content production revenue is generated in connection with our production, curation and distribution of entertainment content for our own network of digital channels and media and entertainment partner channels. We distribute three primary types of content for syndication and licensing, including: (1) our own original programming content, (2) user generated content (“UGC”), including online gameplay and gameplay highlights, and (3) the creation of content for third parties utilizing our remote production and broadcast technology.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Content production arrangements typically involve promises to provide a distinct set of videos, creative, content creation and or other live or remote production services. These services can be one-off in nature (relatively short services periods of one day to one week) or can be specified as monthly services over a multi-month period.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">One-off and monthly content production services are distinct in that the customer can benefit from the service either on its own or together with other resources that are readily available to the customer. Further, promises to provide one-off or monthly content production services are typically separately identifiable as the nature of the promises, within the context of the contract, is to transfer each of those goods or services individually. Each month’s content production services are separate and not integrated with a prior month’s or subsequent months services and do not represent a combined output; each months content production services do not modify any other prior period content production services, and the monthly services are not interdependent or highly interrelated.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">As a result, each one-off or monthly promise to provide content production services is a distinct good or service that we promise to transfer and are therefore performance obligations. In general, content production contracts do not meet the criteria for recognition of revenues over time as the customer typically does not simultaneously receive and consume the benefits provided by our performance as we perform, our performance does not typically create or enhance an asset that the customer controls, and while our performance does not create an asset with an alternative use, we typically have a right to payment upon completion of each distinct performance obligation.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">A performance obligation is satisfied at a point in time if none of the criteria for satisfying a performance obligation over time are met. For content production arrangements, we have a right to payment and the customer has control of the good or service at the time of completion and delivery of the one-off or monthly content production services in accordance with the terms of the underlying contract. As such, revenue is recognized at the time of completion of the one-off or monthly content production services.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;">Direct to Consumer</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Direct to consumer revenue primarily consists of monthly digital subscription fees, and sales of in-game digital goods. Subscription revenue is recognized in the period the services are rendered. Payments are typically due from customers at the point of sale.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;"><i>InPvP Platform Generated Sales Transactions</i></p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Through a relationship with Microsoft, the owner of Minecraft, we operate a Minecraft server world for players playing the game on consoles and tablets. We are one of seven partner servers with Microsoft that, while “free to play,” monetize the players through in-game micro transactions. We generate in-game platform sales revenue from the sale of digital goods, including cosmetic items, durable goods, player ranks and game modes, leveraging the flexibility of the Microsoft Minecraft Bedrock platform, and powered by the InPvP cloud architecture technology platform. Revenue is generated when transactions are facilitated between Microsoft and the end user, either via in-game currency or cash.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">InPvP revenues are generated from single transactions for various distinct digital goods sold to users in-game. Microsoft processes sales transactions and remits the applicable revenue share to us pursuant to the terms of the Microsoft agreement.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Revenue for digital goods sold on the platform is recognized when Microsoft (our partner) collects the revenue and facilitates the transaction, including delivery of digital goods, on the platform. Revenue for such arrangements includes all revenue generated, make goods, and refunds of all transactions managed via the platform by Microsoft. Payments are made to the Company monthly based on the sales revenue generated on the platform.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family: 'Times New Roman', Times, serif; font-size: 10pt; margin: 0pt; text-align: left"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;">Revenue was comprised of the following for the three and nine months ended September 30:</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Three Months</p> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Ended September 30,</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Nine Months</p> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Ended September 30,</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">2024</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">2023</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">2024</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">2023</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 52%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Media and advertising</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1,538,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">2,886,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">4,637,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">6,904,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Publishing and content studio</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">2,646,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">3,960,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">7,388,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">7,547,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Direct to consumer</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">247,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">349,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">731,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">1,118,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">4,431,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">7,195,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">12,756,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">15,569,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Revenue Recognition:</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr style="vertical-align: bottom; 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&quot;Times New Roman&quot;, Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: &quot;Times
New Roman&quot;, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Single point in time</p> </td> <td style="font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-
align: right; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; font-variant: normal; text-align: right; margin:
0pt;">52</p> </td> <td style="font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;">%</td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;"> </td> <td style="width: 1%;
font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt;">16</td> <td
style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt;">%</td> <td style="font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-
align: right; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; font-variant: normal; text-align: right; margin:
0pt;">43</p> </td> <td style="font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;">%</td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;"> </td> <td style="width: 1%;
font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt;">25</td> <td
style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt;">%</td> </tr> <tr style="vertical-align: bottom; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;
background-color: rgb(204, 238, 255);"> <td style="font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; font-
variant: normal; margin: 0pt;">Over time</p> </td> <td style="font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: right; font-family: &quot;Times New Roman&quot;, Times,
serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; font-variant: normal; text-align: right; margin: 0pt;">48</p> </td> <td
style="font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; padding-bottom: 1px;">%</td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;"> </td> <td style="width: 1%;
font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;
margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">84</td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">%</td> <td style="font-family:
&quot;Times New Roman&quot;, Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: right; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0,
0);"> <p style="font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; font-variant: normal; text-align: right; margin: 0pt;">57</p> </td> <td style="font-family: &quot;Times New Roman&quot;, Times, serif; font-size:
10pt; padding-bottom: 1px;">%</td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;
border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">75</td> <td
style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">%</td> </tr> <tr style="vertical-align: bottom; font-family: &quot;Times New Roman&quot;, Times, serif;
font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: &quot;Times New Roman&quot;, Times, serif; font-size:
10pt; font-variant: normal; margin: 0pt;">Total</p> </td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif;
font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0,
0);">100</td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">%</td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif;
font-size: 10pt;"> </td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: &quot;Times New
Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">100</td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt; padding-
bottom: 1px;">%</td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; border-bottom: 1px
solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">100</td> <td style="width: 1%; font-
family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">%</td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;"> </td> <td style="width:
1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;
margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">100</td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">%</td> </tr> </tbody></table> <p
style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Contract assets totaled $642,000 at
September 30, 2024, $546,000 at December 31, 2023, and $1,013,000 at December 31, 2022. Contract liabilities totaled $154,000 at September 30, 2024, $339,000 at December 31, 2023, and $111,000 at December 31, 2022.</p> <p style="font-
family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: &quot;Times New Roman&quot;, Times, serif;
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&quot;Times New Roman&quot;, Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"><b>Ended September 30,</b></p> </td> <td style="font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;
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recognized related to contract liabilities as of the beginning of the respective period</p> </td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family:
&quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt;">-</td> <td
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1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt;">-
</td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;"> </td> <td
style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-
left: 0pt;">234,000</td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size:
10pt;"> </td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: &quot;Times New Roman&quot;, Times, serif; font-
size: 10pt; margin-left: 0pt;">82,000</td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> </tbody></table> <p style="font-family:'Times New Roman';font-
size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">In accordance with ASC 606-10-50-13, the Company is required to include disclosure
on its remaining performance obligations as of the end of the current reporting period. Due to the nature of the Company's contracts with customers, these reporting requirements are not applicable pursuant to ASC 606-10-50-14, as the
performance obligation is part of a contract that has an original duration of one year or less.</p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;"> </p> <p style="font-family:
&quot;Times New Roman&quot;; font-size: 10pt; font-variant: normal; margin: 0pt; text-align: justify;"><i>Seasonality</i>. Our revenue fluctuates quarterly and is generally higher in the second half of our fiscal year, with the fourth
quarter typically representing our highest revenue quarter each year. Advertising spending is traditionally seasonally strong in the second half of each year, reflecting the impact of seasonal back to school, game release and holiday
season advertising spending by brands and advertisers. We believe that this seasonality in advertising spending affects our quarterly results, which generally reflect relatively higher advertising revenue in the second half of each year,
compared to the first half of the year.</p> <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: &quot;Times New Roman&quot;, Times, serif; text-indent: 0px;"> <tbody><tr
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and advertising</p> </td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left:
0pt;">$</td> <td style="width: 9%; text-align: right; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt;">1,538,000</td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif;
font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size:
10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt;">2,886,000</td> <td style="width: 1%; font-family: &quot;Times New
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Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt;">4,637,000</td> <td style="width: 1%; font-
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&quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt;">6,904,000</td> <td
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consumer</p> </td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; border-bottom: 1px
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font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">349,000</td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td
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left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">1,118,000</td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> </tr> <tr style="vertical-
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rgb(0, 0, 0);">$</td> <td style="width: 9%; text-align: right; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">12,756,000</td> <td style="width: 1%; font-
family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;"> </td> <td style="width:
1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%; text-align: right; font-family: &quot;Times New Roman&quot;, Times,
serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">15,569,000</td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left:
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font-size: 10pt; margin-left: 0pt;"> <p style="font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;"><b>Revenue Recognition:</b></p> </td> <td style="font-family: &quot;Times New
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<b> </b></td> <td style="font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;"><b> </b></td> <td style="font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;"> </td> <td style="font-family:
&quot;Times New Roman&quot;, Times, serif; font-size: 10pt;"><b> </b></td> <td style="font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;"><b> </b></td> <td style="font-family: &quot;Times New Roman&quot;, Times,
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<b> </b></td> <td style="font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;"><b> </b></td> </tr> <tr style="vertical-align: bottom; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; background-
color: rgb(255, 255, 255);"> <td style="font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; font-variant: normal;
margin: 0pt;">Single point in time</p> </td> <td style="font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: right; font-family: &quot;Times New Roman&quot;, Times, serif;
font-size: 10pt; margin-left: 0pt;"> <p style="font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; font-variant: normal; text-align: right; margin: 0pt;">52</p> </td> <td style="font-family: &quot;Times New
Roman&quot;, Times, serif; font-size: 10pt;">%</td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-
size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt;">16</td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif;
font-size: 10pt; margin-left: 0pt;">%</td> <td style="font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: right; font-family: &quot;Times New Roman&quot;, Times, serif; font-
size: 10pt; margin-left: 0pt;"> <p style="font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; font-variant: normal; text-align: right; margin: 0pt;">43</p> </td> <td style="font-family: &quot;Times New Roman&quot;,
Times, serif; font-size: 10pt;">%</td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size:
10pt;"> </td> <td style="width: 9%; text-align: right; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt;">25</td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-
size: 10pt; margin-left: 0pt;">%</td> </tr> <tr style="vertical-align: bottom; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: &quot;Times New
Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Over time</p> </td> <td style="font-family: &quot;Times
New Roman&quot;, Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: right; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p
style="font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; font-variant: normal; text-align: right; margin: 0pt;">48</p> </td> <td style="font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;
padding-bottom: 1px;">%</td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; border-
bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">84</td> <td style="width:
1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">%</td> <td style="font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;"> </td> <td colspan="2"
style="text-align: right; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: &quot;Times New Roman&quot;, Times, serif; font-size:
10pt; font-variant: normal; text-align: right; margin: 0pt;">57</p> </td> <td style="font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; padding-bottom: 1px;">%</td> <td style="width: 1%; font-family: &quot;Times New
Roman&quot;, Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right;
font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">75</td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;
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New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Total</p> </td> <td style="width: 1%; font-family:
&quot;Times New Roman&quot;, Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-
align: right; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">100</td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-
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size: 10pt; margin-left: 0pt; padding-bottom: 1px;">%</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">100</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">%</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">100</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">%</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">100</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td></tr></tbody></table>
<table 1538000028600046370006904000264600039600007388000754700024700034900073100011180004431000719500012756000155600000.520.160.430.250.480.840.570.751111642000546000101300015400033900011000 <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Three Months Ended September 30, </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td></tr><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Nine Months Ended September 30, </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2024 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2023 </td></tr><tr><td>Revenue recognized related to contract liabilities as of the beginning of the respective period</td><td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$234,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$2340000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td></tr></tbody></table>
 Cost of Revenue   Cost of revenue includes direct costs incurred in connection with the satisfaction of performance obligations under our revenue arrangements, including internal and third-party engineering, creative, content, broadcast and other personnel, talent and influencers, internal and third-party game developers, content capture and production services, direct marketing, cloud services, software, prizing, and revenue sharing fees. Advertising   Advertising costs include the cost of ad production, social media, print media, marketing, promotions, and merchandising. The Company expenses advertising costs as incurred. Advertising costs are included in selling, marketing and advertising expense in the condensed consolidated statements of operations. Advertising expense for the three and nine months ended September 30, 2024 were $0 and $56,000, respectively. Advertising expense for the three and nine months ended September 30, 2023 were $20,000 and $50,000, respectively. 056000200050000 Engineering, Technology and Development Costs   Components of our platform are available on a "free to use," "always on basis," and are utilized and offered as an audience acquisition tool, as a means of growing our audience, engagement, viewership, players and community. Engineering, technology and development related operating expense includes the costs described below, incurred in connection with our audience acquisition and viewership expansion activities. Engineering, technology and development related operating expense includes (i) allocated internal engineering personnel expense, including salaries, noncash stock compensation, taxes and benefits, (ii) third-party contract software development and engineering expense, (iii) internal use software cost amortization expense, and (iv) technology platform related cloud services, broadband and other platform expense, incurred in connection with our audience acquisition and viewership expansion activities, including tools and product offering development, testing, minor upgrades and features, free to use services, corporate information technology and general platform maintenance and support. Accounts Receivable   Accounts receivable are recorded at the invoice amount, less allowances for credit losses, if any, and do not bear interest. The Company provides an allowance for potential credit losses based on its evaluation of the collectability and the customers' creditworthiness. Accounts receivable are written off when they are determined to be uncollectible. As of September 30, 2024 and December 31, 2023, the allowance for expected credit losses was $200,000 and $0, respectively. 2000000 Fair Value Measurements   Fair value is defined as the exchange price that would be received from selling an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The Company measures financial assets and liabilities at fair value at each reporting period using a fair value hierarchy which requires the Company to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument's classification within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. Three levels of inputs may be used to measure fair value: Level 1. Quoted prices in active markets for identical assets or liabilities.   Level 2. Quoted prices for similar assets and liabilities in active markets or inputs other than quoted prices which are observable for the assets or liabilities, either directly or indirectly through market corroboration, for substantially the full term of the financial instruments.   Level 3. Unobservable inputs which are supported by little or no market activity and which are significant to the fair value of the assets or liabilities.   Certain assets and liabilities are required to be recorded at fair value on a recurring basis, including derivative financial instruments, contingent consideration and warrant liabilities recorded in accordance with FASB ASC Topic 480, "Distinguishing Liabilities from equity," ("ASC 480"). As described in the notes below, contingent consideration, warrant liabilities and contingent interest derivatives outstanding during the periods presented are recorded at fair value. Transfers to/from Levels 1, 2, and 3 are recognized at the beginning of the reporting period. There were no transfers to/from Levels 1, 2, and 3 during the periods presented.   Certain long-lived assets may be periodically required to be measured at fair value on a nonrecurring basis, including long-lived assets that are impaired. The fair value for other assets and liabilities such as cash, restricted cash, accounts receivable, other receivables, prepaid expense and other current assets, accounts payable and accrued expense, and liabilities to customers have been determined to approximate carrying amounts due to the short maturities of these instruments. 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 reassessed at the end of each reporting period. Equity instruments that are initially classified as equity that become subject to reclassification are reclassified to a liability at the fair value of the instrument on the reclassification date. 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. In circumstances where the embedded conversion option in a convertible instrument is required to be bifurcated and there are also other embedded derivative instruments in the convertible instrument that are required to be bifurcated, the bifurcated derivative instruments are accounted for as a single, compound derivative instrument.   Equity-linked instruments that are deemed to be freestanding instruments issued in conjunction with preferred stock are accounted for separately. For equity linked instruments classified as equity, the proceeds are allocated based on the relative fair values of the preferred stock and the equity-linked instrument following the guidance in FASB ASC Topic 470, "Debt," ("ASC 470"). Acquisitions   Acquisition Method. Acquisitions that meet the definition of a business under FASB ASC Topic 805, "Business Combinations," ("ASC 805") are accounted for using the acquisition method of accounting. Under the acquisition method of accounting, assets acquired, liabilities assumed, contractual contingencies, and contingent consideration, when applicable, are recorded at fair value at the acquisition date. Any excess of the purchase price over the fair value of the net assets acquired is recorded as goodwill. The application of the acquisition method of accounting requires management to make significant estimates and assumptions in the determination of the fair value of assets acquired and liabilities assumed in connection with the allocation of the purchase price consideration to the assets acquired and liabilities assumed. Transaction costs associated with business combinations are expensed as incurred and are included in general and administrative expense in the consolidated statements of operations.   Contingent consideration, representing an obligation of the acquirer to transfer additional assets or equity interests to the former owners of an acquiree as part of the exchange for control of the acquiree if specified future events occur or conditions are met, is recognized at its estimated acquisition-date fair value. Contingent consideration classified as a liability is remeasured at each reporting date subsequent to the acquisition date until the contingency is resolved. Changes in the fair value of contingent consideration before the resolution of the contingency are recognized in operating expenses unless the change in fair value is an adjustment to the cost basis of the acquired assets. Subsequent changes are allocated to the acquired assets based on their relative fair value. Depreciation and/or amortization of adjusted assets are recognized as a cumulative catch-up adjustment, as if the additional amount of consideration that is no longer contingent had been accrued from the outset of the arrangement.   Contingent consideration that is paid to sellers that remain employed by the acquirer and linked to future services is generally considered compensation cost and recorded in the statement of operations in the post-combination period. Intangible Assets   Intangible assets primarily consist of (i) internal-use software development costs, (ii) domain name, copyright and patent registration costs, (iii) commercial licenses, (iv) developed technology acquired, (v) partner, customer, creator and influencer related intangible assets acquired and (vi) other intangible assets, which are recorded at cost (or in accordance with the acquisition method or cost accumulation methods described above) and amortized using the straight-line method over the estimated useful lives of the assets, ranging from 3 to 10 years.   Software development costs incurred to develop internal-use software during the application development stage are capitalized and amortized on a straight-line basis over the software's estimated useful life, which is generally three years. Software development costs incurred during the preliminary stages of development are charged to expense as incurred. Maintenance and training costs are charged to expense as incurred. Upgrades or enhancements to existing internal-use software that result in additional functionality are capitalized and amortized on a straight-line basis over the applicable estimated useful life.   Transfer or Sale of Intangible Assets   Upon the sale of an intangible asset, or group of intangible assets (hereinafter, "nonfinancial assets"), the Company initially evaluates whether the Company has a controlling financial interest in the legal entity that holds the nonfinancial assets by applying the guidance on consolidation. Any nonfinancial assets transferred that are held in a legal entity in which the Company does not have (or ceases to have) a controlling financial interest is further evaluated to determine whether the underlying transaction contract meets all of the criteria for accounting for contract under the revenue standard. Once a contract meets all of the criteria, the Company identifies each distinct nonfinancial asset promised to a counterparty and derecognizes each distinct nonfinancial asset when the Company transfers control of the nonfinancial asset to the counterparty. The Company evaluates the point in time at which a counterparty obtains control of the nonfinancial assets, including whether or not the counterparty can direct the use of, and obtain substantially all of the benefits from, each distinct nonfinancial asset.   If the consideration promised in a contract is variable or includes a variable amount, the Company estimates the amount of consideration to which the Company will be entitled in exchange for transferring the promised assets to a counterparty. Purchase consideration is variable if the amount the Company will receive is contingent on future events occurring or not occurring, even though the amount itself is fixed. The Company determines the total transaction price, including an estimate of any variable consideration, at contract inception and reassesses this estimate at each reporting date. The Company estimates the transaction price utilizing the expected value method. The expected value is the sum of probability-weighted amounts in a range of possible consideration amounts.   The accounting for an arrangement with a put option depends on the amount the Company must pay to the counterparty in the event the counterparty exercises the put option, and whether the counterparty has a significant economic incentive to exercise its right. The accounting for put options requires the Company to assess at contract inception, whether the counterparty has a significant economic incentive to exercise its right, including how the repurchase price compares to the expected market value of the nonfinancial asset at the date of repurchase and the amount of time until the right expires. A customer has a significant economic incentive to exercise a put option when the repurchase price is expected to significantly exceed the market value of the asset at the time of repurchase. The Company accounts for a put option as a lease with a right of return, if the repurchase price is less than the original sales price and the customer does not have a significant economic incentive to exercise its right. P3YP10Y Impairment of Long-lived Assets   The Company assesses the recoverability of long-lived assets whenever events or changes in circumstances indicate that their carrying value may not be recoverable. Factors we consider important, which could trigger an impairment review, include the following: significant underperformance relative to expected historical or projected future operating results; significant changes in the manner of our use of the acquired assets or the strategy for our overall business; significant negative industry or economic trends; significant adverse changes in legal factors or in the business climate, including adverse regulatory actions or assessments; and significant decline in our stock price for a sustained period. In the event the sum of the expected undiscounted future cash flows resulting from the use of the asset is less than the carrying amount of the asset, an impairment loss equal to the excess of the asset's carrying value over its fair value is recorded.   Other assets of a reporting unit that are held and used may be required to be tested for impairment when certain events trigger interim goodwill impairment tests. In such situations, other assets, or asset groups, are tested for impairment under their respective standards and the other assets' or asset groups' carrying amounts are adjusted for impairment before testing goodwill for impairment as described below. For the periods presented herein, management believes that there was no impairment of long-lived assets. There can be no assurance, however, that market conditions or demand for the Company's products or services will not change, which could result in long-lived asset impairment charges in the future. Goodwill   Goodwill represents the excess of the purchase price of the acquired business over the acquisition date fair value of the net assets acquired. Goodwill is tested for impairment at the reporting unit level (operating segment or one level below an operating segment) on an annual basis (December 31) and between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value. We consider our market capitalization and the carrying value of our assets and liabilities, including goodwill, when performing our goodwill impairment tests. We operate in one reporting segment.   If a potential impairment exists, a calculation is performed to determine the fair value of existing goodwill. This calculation can be based on quoted market prices and / or valuation models, which consider the estimated future undiscounted cash flows resulting from the reporting unit, and a discount rate commensurate with the risks involved. Third-party appraised values may also be used in determining whether impairment potentially exists. In assessing goodwill impairment, significant judgment is required in connection with estimates of market values; estimates of the amount and timing of future cash flows, and estimates of other factors that are used to determine the fair value of our reporting unit. If these estimates or related projections change in future periods, future goodwill impairment tests may result in charges to earnings.   When conducting the Company's annual or interim goodwill impairment assessment, we have the option to initially perform a qualitative evaluation of whether it is more likely than not that goodwill is impaired. The Company is also permitted to bypass the qualitative assessment and proceed directly to the quantitative test. In evaluating whether it is more likely than not that the fair value of our reporting unit is less than its carrying amount, we consider the guidance set forth in ASC 350, which requires an entity to assess relevant events and circumstances, including macroeconomic conditions, industry and market considerations, cost factors, financial performance and other relevant events or circumstances. Stock-Based Compensation   Compensation expense for stock-based awards is measured at the grant date, based on the estimated fair value of the award, and is recognized as an expense, typically on a straight-line basis over the employee's requisite service period (generally the vesting period of the equity award) which is generally two to four years. Compensation expense for awards with performance conditions that affect vesting is recorded only for those awards expected to vest or when the performance criteria are met. The fair value of restricted stock and restricted stock unit awards is determined by the product of the number of shares or units granted and the grant date market price of the underlying common stock. The fair value of stock option and common stock purchase warrant awards is estimated on the date of grant utilizing the Black-Scholes-Merton option pricing model. The Company utilizes the simplified method for estimating the expected term for options granted to employees due to the lack of available or sufficient historical exercise data for the Company for the applicable options terms. The Company accounts for forfeitures of awards as they occur. Estimates of expected volatility of the underlying common stock for the expected term of the stock option used in the Black-Scholes-Merton option pricing model are determined by reference to historical volatilities of the Company's common stock and historical volatilities of similar companies.   Grants of equity-based awards (including warrants) to non-employees in exchange for consulting or other services are accounted for using the grant date fair value of the equity instruments issued.   A condition affecting the exercisability or other pertinent factors used in determining the fair value of an award that is based on an entity achieving a specified share price constitutes a market condition pursuant to FASB ASC Topic 718, "Stock based Compensation," ("ASC 718"). A market condition is reflected in the grant-date fair value of an award, and therefore, a Monte Carlo simulation model is utilized to determine the estimated fair value of the equity-based award. Compensation cost is recognized for awards with a market condition, provided the requisite service period is satisfied, regardless of whether the market condition is ever satisfied.   Cancellation of an existing equity-classified award along with a concurrent grant of a replacement award is accounted for as a modification under ASC 718. Total compensation cost to be recognized in connection with a modification and concurrent grant of a replacement award is equal to the original grant date fair value plus any incremental fair value, calculated as the excess of the fair value of the replacement award over the fair value of the original awards on the cancellation date. Any incremental compensation cost related to vested awards is recognized immediately on the modification date. Any incremental compensation cost related to unvested awards is recognized prospectively over the remaining service period, in addition to the remaining unrecognized grant date fair value.   On March 19, 2024, the Board approved that an equity pool consisting of (i) 1,692,606 shares of common stock, collectively, which amount is equivalent to ten percent of the then existing and outstanding common stock of the Company on an as-converted basis, be issued to executives of the Company in the following form, amounts and vesting conditions: (a) stock options to purchase 846,303 shares of common stock, with vesting at the rate of 1/36th per month in arrears, and exercisable at a price per share of $1.85 (collectively, the "2024 Options"); and (b) restricted stock units consisting of 846,303 shares of common stock with vesting of (i) fifty percent in equal one-third increments on the first, second and third anniversaries of the restricted stock unit grant issuances, and (ii) fifty percent to be allocated equally between (a) achievement of a profitable fiscal quarter, on a net income basis, in accordance with U.S. GAAP, (b) achievement of 85% of earnings before interest, taxes, depreciation and amortization ("EBITDA") target for fiscal year 2024, and (c) achievement of 85% of EBITDA target for fiscal year 2025 (with such fiscal year 2025 target to be approved by the Board as part of the fiscal year 2025 financial plan)

(collectively, the “2024 RSUs”). The issuance of the 2024 Options and 2024 RSUs, as described above, is contingent upon the Company receiving approval from its stockholders to increase the number of shares available under the 2014 Plan at the Company’s 2024 annual meeting of stockholders, and will be subject to cancellation in the event stockholder approval is not obtained.   Modifications to Equity-Based Awards   On January 1, 2022, the Company issued 67,500 performance stock units (“Original PSUs”) under the Company’s 2014 Amended and Restated Stock Option and Incentive Plan, which vest in five equal increments of 13,500 PSUs, based on satisfaction of the following vesting conditions during the three-year period commencing on January 1, 2022: (i) the Company’s stock price equaling $95.00 per share based on 60-day volume weighted average price (“VWAP”); (ii) the Company’s stock price equaling $120.00 per share based on 60-day VWAP; (iii) the Company’s stock price equaling $140.00 per share based on 60-day VWAP; (iv) the Company’s stock price equaling $160.00 per share based on 60-day VWAP; and (v) the Company’s stock price equaling $180.00 per share based on 60-day VWAP. The Original PSUs were fully expensed as of June 30, 2023. Noncash stock compensation expense related to the Original PSUs totaled $0 and $298,000 for the three and nine months ended September 30, 2023, respectively.   On April 30, 2023, the Board approved the cancellation of the 67,500 Original PSUs previously granted to certain executives (four plan participants in total) under the 2014 Plan (as described above). In exchange for the cancelled Original PSUs, the executives were granted an aggregate of 67,500 PSUs, which vest, over a five year term, upon the Company’s common stock achieving certain VWAP goals as follows: (i) 20% upon achieving a 60-day VWAP of $51.00 per share; (ii) 20% upon achieving a 60-day VWAP of $70.00 per share; (iii) 20% upon achieving a 60-day VWAP of $90.00 per share; and (iv) 20% upon achieving a 60-day VWAP of $132.00 per share, in each case, as quoted on the Nasdaq Capital Market (“Modified PSUs”). Total incremental compensation cost related to the Modified PSUs totaled $540,000 which is recognized prospectively over the implied service period, ranging from 0.60 years to 1.5 years, calculated in connection with the Monte Carlo simulation model used to determine the fair value of the equity awards immediately before and after the modifications. Noncash stock compensation expense related to the Modified PSUs totaled $28,000 and $125,000 for the three and nine months ended September 30, 2024, respectively. Noncash stock compensation expense related to the Modified PSUs totaled $131,000 and $220,000 for the three and nine months ended September 30, 2023, respectively.   On April 30, 2023, the Board approved the cancellation of certain stock options to purchase an aggregate of 58,951 shares of the Company’s common stock previously granted to certain executives and employees (six plan participants in total) under the Company’s 2014 Amended and Restated Employee Stock Option and Incentive Plan (the “2014 Plan”), with an average exercise price of approximately $56.40. In addition, the Board approved the cancellation of certain warrants to purchase an aggregate of 26,100 shares of the Company’s common stock previously granted to certain executives and employees, with an average exercise price of approximately $199.80. In exchange for the cancelled options and warrants, certain executives and employees were granted options to purchase an aggregate of 305,000 shares of common stock under the 2014 Plan, at an exercise price of $9.80 (the closing price of the Company’s common stock as listed on the Nasdaq Capital Market on April 20, 2023, the last trading day before the approval of the awards), with one-third of the options vesting on the April 30, 2023, the grant date, with the remainder vesting monthly over the thirty-six month period thereafter, subject to continued service (“Executive Grant Modifications”) (collectively, “Modified Executive Grants”). The grant and exercise of the Modified Executive Grants was contingent upon the Company receiving approval from its stockholders to increase the number of shares available under the 2014 Plan, which was obtained in connection with the Company’s 2023 annual shareholder meeting in September 2023. As such, the grant date and the commencement of noncash stock compensation amortization for the Modified Executive Grants was September 7, 2023. Total incremental compensation cost related to the Modified Executive Grants totaled $347,000, $112,000 of which related to vested awards as of the modification date and was recognized as expense immediately, and $235,000 related to unvested awards which is recognized prospectively over the remaining service period of 3 years. Noncash stock compensation expense related to the Modified Executive Grants totaled $54,000 and $162,000 for the three and nine months ended September 30, 2024, respectively. Noncash stock compensation expense related to the Modified Executive Grants totaled $132,000 for the three and nine months ended September 30, 2023.   On May 1, 2023, the Board approved the cancellation of options to purchase an aggregate of 29,224 shares of the Company’s common stock previously granted to its employees (68 plan participants in total) under the 2014 Plan, in exchange for newly issued options to purchase an aggregate of 63,000 shares of the Company’s common stock under the 2014 Plan, at an exercise price equal to the closing trading price on May 1, 2023, or $9.81, with a range of zero to one-third of the options vesting on the May 1, 2023, the grant date, dependent upon the tenure of the employee, and the remainder vesting monthly over the forty-eight month period thereafter, subject to continued service (“Employee Grant Modifications”)(collectively, “Modified Employee Grants”). Unrecognized compensation expense related to the original award as of the date of the Employee Grant Modifications totaled $960,000 which is recognized prospectively over the remaining service period of 4 years. Total incremental compensation cost related to the Modified Employee Grants totaled $449,000, $101,000 of which related to vested awards as of the modification date and was recognized as expense immediately, and $348,000 related to unvested awards which is recognized prospectively over the remaining service period of 4 years. Noncash stock compensation expense related to the Modified Employee Grants totaled $39,000 and $135,000 for the three and nine months ended September 30, 2024, respectively. Noncash stock compensation expense related to the Modified Employee Grants totaled $56,000 and $224,000 for the three and nine months ended September 30, 2023, respectively.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family: 'Times New Roman', Times, serif; font-size: 10pt; margin: 0pt; text-align: left"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Total noncash stock-based compensation expense for the periods presented was included in the following financial statement line items:</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; 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padding-bottom: 1px;"> </td> </tr> <tr class="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 52%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Sales, marketing and advertising</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">124,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">231,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">378,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">631,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Engineering, technology and development</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">6,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; 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<table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Three Months </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Nine Months </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; 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font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">124,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">231,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">378,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">631,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Engineering, technology and development </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">6,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; 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font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">398,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">585,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">1,339,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Total noncash stock compensation expense </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">356,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td

style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">643,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">986,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">2,175,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td> </tbody></table> 12400023100037800063100060014000230002500022600039800085800013390003560006430009860002175000 Financing Costs   Specific incremental costs directly attributable to a proposed or actual offering of securities are deferred and charged against the gross proceeds of the equity financing. In the event that the proposed or actual equity financing is not completed, or is deemed not likely to be completed, such costs are expensed in the period that such determination is made. Deferred equity financing costs, if any, are included in other current assets in the accompanying condensed consolidated balance sheet. Deferred financing costs totaled $104,000 and $202,000 as of September 30, 2024 and December 31, 2023, respectively. 104000202000 Debt Modifications   Modifications to debt obligations are initially analyzed to determine whether the modification qualifies as a troubled debt restructing (TDR). A modification is a troubled debt restructuring if both (1) the lender grants the borrower a concession. In determining if a company is experiencing financial difficulties for a TDR, as contemplated by the applicable standard, several factors are considered including whether the company is currently in payment default on any debt, if there is a high probability of future default without modification, bankruptcy considerations, or if there is substantial doubt about the company's ability to continue as a going concern. A lender is granting a concession when the effective borrowing rate on the restructured debt is less than the effective borrowing rate on the original debt. The recognition and measurement of the impact of a TDR on the financial statements depends on whether the future undiscounted cash flows specified by the new terms are greater (gain is recorded in the statement of operations for the difference) or less (no gain is recorded in the statement of operations for the difference) than the carrying value of the debt.   For an exchange of debt instruments or a modification of a debt instrument by a debtor and a creditor in a nontroubled debt situation, the Company initially evaluates whether the modified debt terms are "substantially different" from the original debt. An exchange of debt instruments or a modification of a debt instrument by a debtor and a creditor is deemed to have been accomplished with debt instruments that are substantially different if the present value of the cash flows under the terms of the new debt instrument is at least 10 percent different from the present value of the remaining cash flows under the terms of the original instrument. If the terms of a debt instrument are changed or modified and the cash flow effect on a present value basis is less than 10 percent, the debt instruments are not considered to be substantially different.   If the modification is not deemed to be substantially different, the modification is accounted for as an adjustment to the carrying amount of the debt, with a recalculated effective interest rate. If the modification is deemed to be substantially different, then the modification is accounted for as an extinguishment of the original debt and issuance of new debt, requiring the recognition of a gain or loss on the extinguishment in the statement of operations. Transfers of Financial Assets   The Company accounts for transfers of financial assets as sales when it has surrendered control over the related assets. Whether control has been relinquished requires, among other things, an evaluation of relevant legal considerations and an assessment of the nature and extent of the Company's continuing involvement with the assets transferred. Gains and losses stemming from transfers reported as sales, if any, are included in the statements of income. Assets obtained and liabilities incurred in connection with transfers reported as sales are initially recognized in the balance sheet at fair value.   Transfers of financial assets that do not qualify for sale accounting are reported as collateralized borrowings. Accordingly, the related assets remain on the Company's balance sheet and continue to be reported and accounted for as if the transfer had not occurred. Cash proceeds from these transfers are reported as liabilities, with attributable interest expense recognized over the life of the related transactions. Commitment fees charged irrespective of drawdown activity are recognized as expense on a straight line basis over the commitment period and included in other income (expense) in the consolidated statements of operations. Refer to Note 3 for additional information. Reportable Segments   The Company utilizes the management approach to identify the Company's operating segments and measure the financial information disclosed, based on information reported internally to the Chief Operating Decision Maker ("CODM") to make resource allocation and performance assessment decisions. An operating segment of a public entity has all the following characteristics: (1) it engages in business activities from which it may earn revenue and incur expense; (2) its operating results are regularly reviewed by the public entity's CODM to make decisions about resources to be allocated to the segment and assess its performance; and (3) its discrete financial information is available. Based on the applicable criteria under the standard, the components of the Company's operations are its: (1) media and advertising component, including its publishing and content studio component; and (2) the Company's direct-to-consumer component.   A reportable segment is an identified operating segment that also exceeds the quantitative thresholds described in the applicable standard. Based on the applicable criteria under the standard, including quantitative thresholds, management has determined that the Company has one reportable segment that operated primarily in domestic markets during the periods presented herein. Concentration of Credit Risks   Financial instruments that potentially subject the Company to concentrations of credit risk are cash equivalents and accounts receivable. Cash and cash equivalents are also invested in deposits with certain financial institutions and may, at times, exceed federally insured limits. Any loss incurred or a lack of access to such funds could have a significant adverse impact on the Company's financial condition, results of operations, and cash flows.   Risks and Uncertainties   Concentrations. The Company had certain customers whose revenue individually represented 10% or more of the Company's total revenue, or whose accounts receivable balances individually represented 10% or more of the Company's total accounts receivable, and vendors whose accounts payable balances individually represented 10% or more of the Company's total accounts payable, as follows: <table cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px; margin-left: 0pt; margin-right: 0pt;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 42%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> <td colspan="12" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); width: 25%;"> Three Months Ended September 30, </td> <td colspan="12" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); width: 25%;"> Nine Months Ended September 30, </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; width: 1%;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 42%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> <td colspan="5" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); width: 10%;"> 2024 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; 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font-size: 10pt;">25%</td> <td style="width: 3%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 4%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">Two</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: center;"> / </td> <td style="width: 4%; font-family: "Times New Roman", Times, serif; font-size: 10pt;">36%</td> <td style="width: 3%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 4%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">Two</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; 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align:center;margin:0pt;"> </td> <td style="vertical-align:bottom;width:2.3%;"> 22 </td> <td style="vertical-align:bottom;width:0.5%;"> </td> <td style="vertical-align:bottom;width:2.3%;"> Two </td> <td style="vertical-align:bottom;width:0.5%;"> </td> <td style="vertical-align:bottom;width:2.3%;"> 37% </td> <td style="vertical-align:bottom;width:0.5%;"> </td> </tr> </tbody></table>   <table cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px; margin-left: 0pt; margin-right: 0pt;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 42%;"> <td></td><td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> <td colspan="12" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); width: 25%;"> Three Months </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> <td colspan="12" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); width: 25%;"> Nine Months </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; width: 1%;"> </td> <td colspan="12" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); width: 25%;"> Ended September 30, </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; width: 1%;"> </td> <td colspan="12" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); width: 25%;"> 2023 </td> <td style="font-family: "Times New Roman", Times, serif; 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text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">Two</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: center;"> </td> <td style="width: 4%; font-family: "Times New Roman", Times, serif; font-size: 10pt;">25%</td> <td style="width: 3%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 4%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">Two</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: center;"> </td> <td style="width: 4%; font-family: "Times New Roman", Times, serif; 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font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">12</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">%</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">-</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">%</td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> Net loss </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">(3,632,000)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"></td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">(2,984,000)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"></td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">(11,347,000)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; 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font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Net loss attributable to common stockholders </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">(5,326,000)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">(9,430,000)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">(14,637,000)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%; 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margin-left: 0pt; width: 52%;"> Net loss </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">(3,632,000)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"></td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">(2,984,000)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"></td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; 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font-size: 10pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">(23,502,000)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> </tbody></table> -3632000-2984000-11347000-17056000169400003290000-0.0644600064460000-5326000-9430000-14637000-23502000 Modifications of Preferred Stock Instruments   The financial statement impact of a modification or an exchange of a freestanding equity- classified written call options is recognized in the same manner as if cash had been paid as consideration. The Company considers the circumstances of modifications or exchanges of the instrument to determine whether the modification or exchange is related to a financing or other arrangement. The effect of a modification or an exchange is measured as the excess, if any, of the fair value of the modified or exchanged instrument over the fair value of that instrument immediately before it is modified or exchanged. The effect of a modification or an exchange that is directly attributable to a proposed or actual equity offering is recognized as an equity issuance cost.   For preferred stock instruments classified as liabilities under ASC 480 (see placement agent warrants described below), the Company follows the accounting models for the modification or extinguishment of debt, which require that modifications or exchanges of preferred stock instruments classified as liabilities are considered extinguishments, with gains or losses recognized in current earnings if the terms of the new instrument and original instrument are substantially different. Preferred Stock Dividends   Dividends on preferred stock paid in another class of stock are recorded at the fair value of the shares issued as a charge to retained earnings. Dividends declared on preferred stock that are payable in the Company's common shares are deducted from earnings available to common shareholders when computing earnings per share. Dividends on preferred stock that are due, but unpaid, are reflected in accrued liabilities in the condensed consolidated balance sheet until paid.   Certain of the Company's outstanding preferred stock contain a conversion price down round feature subject to a contractual floor pursuant to the underlying rights in the applicable certificate of designation. Upon the occurrence of a triggering event that results in a reduction of the conversion price for an equity-classified convertible preferred stock, the Company measures the value of the effect of the feature as the difference between the fair value of the financial instrument without the down-round feature, with a conversion price at the stated conversion price, and the fair value of the financial instrument with the down-round feature with a conversion price corresponding to the current stated conversion price. The value of the effect of a down-round feature that is triggered is recognized as a charge to retained earnings and a reduction to income available to common stockholders in the computation of earnings per share. For the three and nine months ended September 30, 2023, total charges to retained earnings as a result of the triggering of down round features related to Series AA Preferred stock totaled $6,446,000. Refer to Note 6 for additional information.</p> 6446000-6446000 <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;"><i>Income Taxes</i></p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Income taxes are accounted for using an asset and liability approach that requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been recognized in the Company's consolidated financial statements or income tax returns. A valuation allowance is established to reduce deferred tax assets if all, or some portion, of such assets will more than likely not be realized, or if it is determined that there is uncertainty regarding future realization of such assets.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Under U.S. GAAP, a tax position is a position in a previously filed tax return, or a position expected to be taken in a future tax filing that is reflected in measuring current or deferred income tax assets and liabilities. Tax positions are recognized only when it is more likely than not, based on technical merits, that the position will be sustained upon examination. Tax positions that meet the more likely than not thresholds are measured using a probability weighted approach as the largest amount of tax benefit being realized upon settlement. The Company considers many factors when evaluating and estimating its tax positions and tax benefits, which may require periodic adjustments, and which may not accurately forecast actual outcomes. Management believes the Company has no uncertain tax positions for the periods presented.</p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Contingencies</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Certain conditions may exist as of the date the consolidated financial statements are issued, which may result in a loss to the Company, but which will only be resolved when one or more future events occur or fail to occur. The Company's management, in consultation with its legal counsel as appropriate, assesses such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company, in consultation with legal counsel, evaluates the perceived merits of any legal proceedings or unasserted claims, as well as the perceived merits of the amount of relief sought or expected to be sought therein. If the assessment of a contingency indicates it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's consolidated financial statements. If the assessment indicates a potentially material loss contingency is not probable, but is reasonably possible, or is probable, but cannot be estimated, then the nature of the contingent liability, together with an estimate of the range of possible loss, if determinable and material, would be disclosed. Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed.</p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;"><i>Recent Accounting Guidance</i></p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;"><i>Recent Accounting Pronouncements </i></p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">In November 2023, the FASB issued Accounting Standards Update ("ASU") No. 2023-07, <i>Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures</i> ("ASU 2023-07") which updates required disclosures of significant reportable segment expenses that are regularly provided to the CODM and included within each reported measure of a segment's profit or loss. This standard also requires disclosure of the title and position of the individual identified as the CODM and an explanation of how the CODM uses the reported measures of a segment's profit or loss in assessing segment performance and deciding how to allocate resources. The standard is effective for annual periods beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, though early adoption is permitted. Adoption of ASU 2023-07 should be applied retrospectively to all prior periods presented in the financial statements. The Company is currently evaluating the presentational impact of ASU 2023-07 and expects to adopt in the year ended December 31, 2024.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">In December 2023, the FASB issued ASU No. 2023-09, <i>Income Taxes (Topic 740): Improvements to Income Tax Disclosures</i> ("ASU 2023-09") which enhances the transparency and usefulness of income tax disclosures. The updates are effective for annual periods beginning after December 15, 2024 on a prospective or retrospective basis, though early adoption is permitted. The Company is currently evaluating the presentational impact of ASU 2023-09 and expects to adopt the standard in the year ended December 31, 2025.</p> <table border="0" cellpadding="0" cellspacing="0" style="width: 100%; text-indent: 0px;"> <tbody><tr style="vertical-align: top;"> <td style="width: 10pt;"> <p style="font-family: 'Times New Roman', Times, serif;font-size: 10pt;font-variant:normal;margin:0pt;">3.</p> </td> <td style="width: auto;"> <p style="font-family: 'Times New Roman', Times, serif;font-size: 10pt;font-variant:normal;text-align:justify;margin:0pt;">INTANGIBLE ASSETS</p> </td> </tr> </tbody></table> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Intangible assets consisted of the following:</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">September 30,</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">2024</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">December 31,</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Weighted </p> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Average</p> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Amortization</p> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Period (Years)</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 55%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Partner and customer relationships</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;

margin-left: 0pt;">7,645,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-
size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif;
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Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times,
serif; font-size: 10pt; margin-left: 0pt;">6.5</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times
New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New
Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Capitalized software development costs</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td
style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left:
0pt;">4,755,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size:
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margin-left: 0pt;">5,912,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-
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margin-left: 0pt;">3.0</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times,
serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif;
font-size: 10pt; font-variant: normal; margin: 0pt;">Capitalized third-party game property costs</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-
family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">500,000</td> <td
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variant: normal; margin: 0pt;">Developed technology</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times,
serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">3,931,000</td> <td style="width: 1%; font-family: "Times New
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style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Influencers/content
creators</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td
style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">2,559,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size:
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<td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">4.5</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;
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Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">209,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family:
"Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times
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family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Domain</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td
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0pt;">68,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size:
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margin-left: 0pt;">10.0</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman",
Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times,
serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Copyrights and other</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family:
"Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left:
0pt; border-bottom: 1px solid rgb(0, 0, 0);">745,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family:
"Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-
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Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">20,412,000</td> <td style="width: 1%; font-family: "Times
New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New
Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">21,649,000</td> <td style="width: 1%; font-family:
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255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Less:
accumulated amortization</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;
border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(15,714,000</td>
<td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;">)</p> </td> <td
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margin: 0pt;">Intangible assets, net</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size:
10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0,
0, 0);">4,698,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times,
serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right;
font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">6,636,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size:
10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td>
<td style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> </tbody></table> <p
style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Amortization expense included in operating
expense for the three and nine months ended September 30, 2024 totaled $610,000 and $1,896,000, respectively. Amortization expense included in operating expense for the three and nine months ended September 30, 2023 totaled $1,228,000 and
$3,832,000, respectively. Amortization expense included in cost of revenue for the three and nine months ended September 30, 2023 totaled $0 and $31,000, respectively.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-
variant:normal;margin:0pt;"> </p> <p style="font-family: 'Times New Roman', Times, serif; font-size: 10pt; margin: 0pt; text-align: left"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-
align:justify;margin:0pt;">The Company expects to record amortization of intangible assets for the year ending December 31, 2024 and future fiscal years as follows:</p> <p style="font-family:'Times New Roman';font-size:10pt;font-
variant:normal;margin:0pt;"> </p> <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr
class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width:
85%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">For the years ending December 31,</p> </td> <td style="font-family: "Times New Roman", Times,
serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td
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238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin:
0pt;">2024 remaining</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-
left: 0pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">553,000</td> <td style="width: 1%; font-family: "Times New Roman", Times,
serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family:
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font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family:
"Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">2,129,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr
style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-
left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">2026</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size:
10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;
margin-left: 0pt;">1,246,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman",
Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times,
serif; font-size: 10pt; font-variant: normal; margin: 0pt;">2027</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New
Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">520,000</td> <td style="width: 1%; font-family:
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255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin:
0pt;">2028</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td
style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">237,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;
margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman",
Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Thereafter</p> </td> <td style="width: 1%; font-family: "Times
New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align:
right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">13,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size:
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family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;"><i>Sale of Minehut</i></p> <p
style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">On February 29, 2024, the Company sold its
Minehut Assets to GamerSafer in a transaction approved by the board of directors of the Company. Pursuant to the GS Agreement entered into by and between GamerSafer, the Company will receive $1.0 million of purchase consideration for the
Minehut Assets, which amount will be paid by GamerSafer in revenue and royalty sharing over a multiple-year period, as described in the GS Agreement. Other than with respect to the GS Agreement, there is no relationship between the
Company or its affiliates with GamerSafer or its affiliates. The transaction allows Super League to streamline its position in partnering with major brands to build, market, and operate 3D experiences across multiple immersive platforms,
including open gaming powerhouses like Minecraft, and aligns with the Company’s cost improvement initiatives. Super League and GamerSafer will maintain a commercial relationship which ensures that Minehut can remain an ongoing destination
available to Super League’s partners. The carrying value of Minehut related assets totaled $475,000 as of February 26, 2024, comprised of total carrying costs of $1,671,000, net of accumulated amortization of $1,196,000, and historically
were included in intangible assets, net in the condensed consolidated balance sheet.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-
size:10pt;font-variant:normal;text-align:justify;margin:0pt;">The Company recorded a receivable for the total estimated purchase consideration totaling $619,000, of which $224,000 was initially included in prepaid expense and other
current assets and $395,000 is included in other receivables in noncurrent assets, and recognized a gain on sale of the Minehut Assets totaling $144,000, which is included in other income in the condensed consolidated statement of
operations. The Purchase Consideration in the GS Agreement is variable pursuant to the guidance set forth in ASC 606. Under ASC 606, purchase consideration is variable if the amount the Company will receive is contingent on future events
occurring or not occurring, even though the amount itself is fixed. As such, the Company estimated the amount of consideration to which the Company will be entitled, in exchange for transferring the Minehut Assets to GamerSafer, utilizing
the expected value method which is the sum of probability-weighted amounts in a range of possible consideration outcomes over the applicable contractual payment period, resulting in an estimated receivable of $619,000. Amounts collected
over and above the estimated purchase consideration recorded at contract inception, if any, will be recognized as additional gains on the sale of Minehut Assets when realized in future periods, up to the $1.0 million stated contractual
amount of purchase consideration. During the three and nine months ended September 30, 2024, the Company calculated royalties due from GamerSafer pursuant to the GS Agreement totaling $46,000 and $209,000, respectively.</p> <p
style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">In the event GamerSafer does not make
royalty or shortfall payments in the amount of $1.0 million by December 31, 2028 (“Payment Deadline”), GamerSafer shall assign and transfer all of the purchased assets back to the Company. In the event that GamerSafer determines in good
faith that the acquisition of the assets and the operation of GamerSafer’s related Minehut business becomes operationally unsustainable for any reason, GamerSafer reserves the right, at its sole discretion, to terminate operations (the
“Termination”). In the event a Termination occurs prior to the Purchase Consideration being paid in full, then in such event GamerSafer shall promptly assign all Minehut Assets and back to the Company.</p> <p style="font-family:'Times New
Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;"><i>Disposal of intangible assets</i></p> <p style="font-family:'Times
New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">During the three months ended June 30, 2023<i>,</i> the Company
assigned the intangible assets originally acquired in connection with the Company’s acquisition of Bannerfy in fiscal year 2021, to the original sellers. The assets were disposed of in connection with management’s review of operations and
decision to allocate resources elsewhere. As a result, the Company recorded a write-off of net developed technology related intangible assets acquired in connection with the acquisition of Bannerfy totaling $2,284,000, which is included
in “Loss on intangible asset disposal” in the accompanying condensed consolidated statement of operations for the three and six months ended June 30, 2023. Developed technology related intangibles asset acquisition costs were reduced
$3,069,000, and related accumulated depreciation was reduced $785,000, in connection with the disposal of the intangible asset.</p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-
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rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">September 30,</p> <p style="font-family: "Times New Roman", Times,
serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">2024</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family:
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0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">December 31,</p> <p style="font-family: "Times New Roman", Times, serif;
font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">2023</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family:
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0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Weighted </p> <p style="font-family: "Times New Roman", Times, serif; font-
size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Average</p> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">
Amortization</p> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Period (Years)</p> </td> <td style="font-family: "Times New
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style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 55%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Partner
and customer relationships</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;
margin-left: 0pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">7,645,000</td> <td style="width: 1%; font-family: "Times New Roman",
Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif;

font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">7,645,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">6.5</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Capitalized software development costs</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">4,755,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">5,912,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; 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font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">2,559,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">2,559,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; 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font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">745,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">825,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; 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font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Less: accumulated amortization</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(15,714,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;">)</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; 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font-size: 10pt; font-variant: normal; margin: 0pt;">Intangible assets, net</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">4,698,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; 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76450007645000P6Y6M47550005912000P3Y500000500000P5Y39310003931000P5Y25590002559000P4Y6M209000209000P5Y6800068000P10Y745000825000P5Y6M2041200021649000P5Y1571400015013000469800066360006100001896000122800038320000031000 <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 85%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">For the years ending December 31,</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; 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font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1,246,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">2027</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; 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font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Thereafter</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">13,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">4,698,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> </tr> </tbody></table>
5530002129000124600052000023700013000469800010000004750001671000119600061900022400039500014400061900010000004600020900010000002284000-3069000785000 <table border="0" cellpadding="0" cellspacing="0" style="font-family:Times New Roman;font-size:10pt;width:100%;margin-left:auto;margin-right:auto;"> <tbody><tr> <td style="vertical-align:top;width:3.3%;"> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;">4.</p> </td> <td style="vertical-align:top;width:auto;"> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;">ACQUISITIONS</p> </td> </tr> </tbody></table> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;"><i>Acquisition of Melon, Inc.</i></p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">On May 4, 2023 (“Melon Acquisition Date”), Super League entered into an Asset Purchase Agreement (the “Melon Purchase Agreement”) with Melon, Inc., a Delaware corporation (“Melon”), pursuant to which the Company acquired substantially all of the assets of Melon (the “Melon Assets”) (the “Melon Acquisition”). The consummation of the Acquisition (the “Melon Closing”) occurred simultaneously with the execution of the Purchase Agreement. Melon is a development studio building innovative virtual worlds in partnership with powerful consumer brands across music, film, TV, sports, fashion and youth culture. The acquisition of Melon further strengthens the Company’s position as a one-stop solutions provider and strategic operating partner for brands and businesses seeking to expand and activate communities throughout the gaming metaverse.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">At the Melon Closing, the Company paid an aggregate total of $900,000 to Melon (the “Melon Closing Consideration”), of which $150,000 was paid in cash, and the remaining $750,000 was paid in the form of shares of the Company’s common stock (with a closing date fair value of $722,000), valued at $9.64 (the “Closing Share Price”), the VWAP, as quoted on the Nasdaq Capital Market, for the five (5) trading days immediately preceding May 4, 2023. Refer to the table below for calculation of the fair value of consideration paid.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family: 'Times New Roman', Times, serif; font-size: 10pt; margin: 0pt; text-align: left"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Pursuant to the terms and subject to the conditions of the Purchase Agreement, up to an aggregate of $2,350,000 (the “Melon Contingent Consideration”) will be payable to Melon in connection with the achievement of certain revenue milestones for the period from the Melon Closing until December 31, 2023 (the “Melon First Earnout Period”) in the amount of $1,000,000, and for the year ending December 31, 2024 (the “Melon Second Earnout Period”) in the amount of $1,350,000 (the “Melon Second Earnout Period” and the “Melon First Earnout Period” are collectively referred to as the “Melon Earnout Periods”). The Melon Contingent Consideration is payable in the form of cash and common stock, with $600,000 of the aggregate Melon Contingent Consideration being payable in the form of cash, and $1,750,000 payable in the form of common stock, valued at the greater of (a) the Closing Share Price, and (b) the VWAP for the five trading days immediately preceding the end of each respective Melon Earnout Period.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Additionally, pursuant to the Melon Purchase Agreement, the Company entered into employment agreements with two former key Melon employees (“Key Melon Employees”), pursuant to which the Key Melon Employees were granted inducement awards consisting of restricted stock unit awards (“RSUs”) to acquire an aggregate of 103,780 shares of the Company’s common stock. The awards were granted pursuant to terms and conditions fixed by the Compensation Committee of the Board and as an inducement material to each new employee entering employment with Super League in accordance with Nasdaq Listing Rule 5635I(4). Of the 103,780 RSUs: (A) 41,512 of the RSUs will vest in 25 equal monthly installments beginning on May 4, 2023, and on the first of each calendar month, subject to the applicable employee’s continued service with Super League on each such vesting date; and (B) 62,268 of the RSUs will vest as follows: (i) 25% will vest upon the achievement of certain net revenue targets for the fiscal year ending December 31, 2024, to be determined by the Board in its discretion; (ii) 25% upon the achievement of certain net revenue targets for the fiscal year ending December 31, 2025, to be determined by the Board in its sole discretion; (iii) 25% upon Super League’s common stock maintaining a minimum closing price of at least $30.00 over a rolling 30 consecutive trading day period, as quoted on the Nasdaq Capital Market; and (iv) 25% upon Super League’s common stock maintaining a minimum closing price of at least $50.00 over a rolling 30 consecutive trading day period, as quoted on the Nasdaq Capital Market. The vesting of the RSUs will accelerate upon a change of control of the Company. In addition, upon (Y) the Company’s termination of the employment of the respective employee without cause, or (Z) the respective employees resignation for good reason, the RSUs will continue to vest as if (Y) or (Z) had not occurred. The RSUs are subject to the terms and conditions of the RSU agreement covering each grant.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">The Acquisition was approved by the board of directors of each of the Company and Melon and was approved by the sole stockholder of Melon.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">In accordance with the acquisition method of accounting, the financial results of Super League presented herein include the financial results of Melon subsequent to the Melon Closing Date. Disclosure of revenue and net loss for Melon on a stand-alone basis for the applicable periods presented is not practical due to the integration of Melon activities, including sales, products, advertising inventory, resource allocation and related operating expense, with those of the consolidated Company upon acquisition, consistent with Super League operating in one reporting segment.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">The Company determined that the Melon Acquisition constitutes a business acquisition as defined by ASC 805. Accordingly, the assets acquired, and liabilities assumed in the transaction were recorded at their estimated acquisition date fair values, while transaction costs associated with the acquisition, totaling approximately $47,000, were expensed as incurred pursuant to the acquisition method of accounting in accordance with ASC 805. Super League’s preliminary purchase price allocation was based on an evaluation of the appropriate fair values of the assets acquired and liabilities assumed and represents management’s best estimate based on available data. Fair values are determined based on the requirements of ASC 820.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">The following table summarizes the determination of the fair value of the purchase price consideration paid in connection with the Melon Acquisition, as of the Melon Closing Date:</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 70%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Cash consideration</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;">$</p> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">150,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Equity consideration– shares of common stock</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times

New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">77,833</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Super League closing stock price per share on the Melon Closing Date </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">9.28</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Fair value of equity consideration issued</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">722,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);">722,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; 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background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Fair value of total consideration paid </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">2,222,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> </tr> </tbody></table> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">The purchase price allocation was based upon an estimate of the fair value of the assets acquired and the liabilities assumed by the Company in connection with the Melon Acquisition, as of the Melon Closing Date, as follows:</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Amount</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 85%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Assets Acquired and Liabilities Assumed:</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Accounts receivable and other assets</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">36,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Liabilities assumed </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">(108,000)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Identifiable intangible assets </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">510,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Identifiable net assets acquired </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">350,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Goodwill </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">1,864,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Total purchase price </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">2,222,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> </tbody></table> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">The following table presents the fair values of the acquired intangible assets as of the Melon Closing Date:</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Estimated </p> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Useful Life (in</p> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">years)</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td colspan="2" style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Amount</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 70%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Developed technology</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">5</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">250,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Developer relationships </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">2</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">50,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Customer relationships</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">6</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">196,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Trade names / trademarks </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">0.5</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">20,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Total intangible assets acquired</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">510,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> </tr> </tbody></table>   Contingent consideration is recorded as a liability in the accompanying consolidated balance sheets in accordance with ASC 480, which requires freestanding financial instruments where the Company must or could settle the obligation by issuing a variable number of its shares, and the obligation's monetary value is based solely or predominantly on variations in something other than the fair value of the Company's shares, to be recorded as a liability at fair value and re-valued at each reporting date, with changes in the fair value reported in the consolidated statements of operations. The estimated fair value of the Melon Contingent Consideration was $538,000 at December 31, 2023. The fair value of the Melon Contingent Consideration on the respective valuation dates was determined utilizing a Monte Carlo simulation model and measured using level 3 inputs, as described at Note 2. Assumptions utilized in connection with utilization of the Monte Carlo simulation model for the periods presented included risk free interest rates ranging from 4.04 % to 5.35%, volatility rates ranging from 70% to 85%, and discount rate of 30%.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">The change in fair value, which is included in contingent consideration expense in the condensed consolidated statement of operations for the applicable periods present was comprised of the following: </p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Three Months</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Nine Months</p> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Ended September 30,</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Ended September 30,</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">2024</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">2023</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">2024</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">2023</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 52%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Beginning balance</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">336,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1,432,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">538,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">Contingent Consideration – Initial accrual – May 2023 </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; 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text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">(60,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">(750,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">(148,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">(668,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255,

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255);"> <td style="font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; font-variant: normal; margin:
0pt;">Contingent consideration payments <sup style="vertical-align:top;line-height:120%;">(2)</sup></p> </td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;"> </td> <td style="width: 1%;
font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;
margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">-</td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-
family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width:
9%; text-align: right; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">-</td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif;
font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times,
serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0,
0);">(122,000</td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">)</td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif;
font-size: 10pt;"> </td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: &quot;Times New
Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">-</td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left:
0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: &quot;Times New Roman&quot;, Times, serif;
font-size: 10pt; margin-left: 0pt;"> <p style="font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Accrued contingent consideration<sup style="vertical-align:top;line-height:120%;">
(1)</sup></p> </td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt;
border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%; text-align: right; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">268,000</td> <td
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color: #000000; width: 10%; border: none; margin: 3pt auto 3pt 0"/> <table border="0" cellpadding="0" cellspacing="0" style="width: 100%; text-indent: 0px;"> <tbody><tr style="vertical-align: top;"> <td style="width: 18pt;"> <p
style="font-family: 'Times New Roman', Times, serif;font-size: 10pt;font-variant:normal;margin:0pt;"><sup style="vertical-align:top;line-height:120%;">(1)</sup></p> </td> <td style="width: auto;"> <p style="font-family: 'Times New Roman',
Times, serif;font-size: 10pt;font-variant:normal;text-align:justify;margin:0pt;">As of September 30, 2024, the accrual for the Second Earn Out Period included 84,211 shares of common stock valued at $0.62, the closing price of our common
stock as of September 30, 2024,</p> </td> </tr> </tbody></table> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family: 'Times New Roman', Times, serif; font-size: 10pt;
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size: 10pt;font-variant:normal;text-align:justify;margin:0pt;">In May 2024, the Company paid Melon Accrued Contingent consideration related to the Melon First Earn Out Period, comprised of $32,000 of cash payments and payment of 72,118
shares of our common stock valued at $90,000.</p> </td> </tr> </tbody></table> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <table border="0" cellpadding="0" cellspacing="0" style="width:
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statement of operations for the applicable period.</p> </td> </tr> </tbody></table> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-
variant:normal;text-align:justify;margin:0pt;">Aggregated amortization expense related to intangible assets acquired in connection with the Melon Acquisition for the three and nine months ended September 30, 2024 totaled $27,000 and
$80,000, respectively. Aggregated amortization expense related to intangible assets acquired in connection with the Melon Acquisition for the three and nine months ended September 30, 2023 totaled $37,000 and $60,000, respectively.</p> <p
style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Goodwill represents the excess of the
purchase price of the acquired business over the acquisition date fair value of the net assets acquired. Goodwill recorded in connection with the Melon Acquisition is primarily attributable to expected synergies from combining the
operations and assets of Super League and Melon, and also includes residual value attributable to the assembled and trained workforce acquired in the acquisition.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-
variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Management is primarily responsible for determining the fair value of the tangible and identifiable
intangible assets acquired and liabilities assumed as of the Melon Closing Date. Management considered a number of factors, including reference to a preliminary independent analysis of estimated fair values solely for the purpose of
allocating the purchase price to the assets acquired and liabilities assumed. The analysis included a preliminary discounted cash flow analysis which estimated the future net cash flows expected to result from the respective assets
acquired as of the Melon Closing Date. A discount rate consistent with the risks associated with achieving the estimated net cash flows was used to estimate the present value of future estimated net cash flows. The Company is in the
process of finalizing the estimates and assumptions developed in connection with the independent analysis of estimated fair values of intangible assets acquired solely for the purpose of allocating the purchase price to the assets
acquired and liabilities assumed. Any adjustments to the fair values of intangible assets acquired, or estimates of economic useful lives of the intangible assets acquired, could impact the carrying value of those assets and related
goodwill, as well as the estimates of periodic amortization of intangible assets acquired to be reflected in the statement of operations.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p
style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">The fair values of the acquired intangible assets, as described above, was determined using the following methods:</p> <p style="font-
family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <table border="0" cellpadding="0" cellspacing="0" style="font-family:Times New Roman;font-size:10pt;width:100%;margin-left:auto;margin-right:auto;"> <tbody>
<tr> <td style="border-bottom:solid 1px #000000;vertical-align:bottom;width:6.9%;"> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;"><b>Description</b></p> </td> <td style="border-bottom:solid 1px
#000000;vertical-align:bottom;width:0.9%;"> </td> <td colspan="2" style="border-bottom:solid 1px #000000;vertical-align:bottom;width:9.3%;"> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;">
<b>Valuation Method </b></p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;"><b>Applied</b></p> </td> <td style="border-bottom:solid 1px #000000;vertical-align:bottom;width:18.5%;"> <p style="font-
family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;"><b>Valuation Method Description</b></p> </td> <td style="border-bottom:solid 1px #000000;vertical-align:bottom;width:0.9%;"> </td> <td style="border-bottom:solid 1px
#000000;vertical-align:bottom;width:8.8%;"> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;"><b>Assumptions</b></p> </td> </tr> <tr> <td style="vertical-align:top;width:6.9%;"> </td> <td
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size:10pt;font-variant:normal;margin:0pt;">Customer relationships</p> </td> <td style="vertical-align:top;width:0.9%;"> </td> <td style="vertical-align:top;width:9.3%;"> <p style="font-family:Times New Roman;font-size:10pt;font-
variant:normal;margin:0pt;">Multi-Period Excess Earnings Method “MPEE”) under the Income Approach</p> </td> <td style="vertical-align:top;width:0.9%;"> </td> <td style="vertical-align:top;width:18.5%;"> <p style="font-family:Times New
Roman;font-size:10pt;font-variant:normal;margin:0pt;">MPEEM is an application of the DCF Method, whereby revenue derived from the intangible asset is estimated using the overall business revenue, adjusted for attrition, obsolescence, cost
of goods sold, operating expense, and taxes. Required returns attributable to other assets employed in the business are subtracted. The “excess” earnings are attributable to the intangible asset and are discounted to present value at a
rate of return to estimate the fair value of the intangible asset.</p> </td> <td style="vertical-align:top;width:0.9%;"> </td> <td style="vertical-align:top;width:8.8%;"> <p style="font-family:Times New Roman;font-size:10pt;font-
variant:normal;margin:0pt;">Discount rate: 30.0%;</p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;">Forecast period: 6.7 years;</p> <p style="font-family:Times New Roman;font-size:10pt;font-
variant:normal;margin:0pt;">Attrition Rate: 30.0%.</p> </td> </tr> <tr style="background-color: rgb(255, 255, 255);"> <td style="vertical-align:top;width:6.9%;"> </td> <td style="vertical-align:top;width:0.9%;"> </td> <td style="vertical-
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<tr style="background-color: rgb(204, 238, 255);"> <td style="vertical-align:top;width:6.9%;"> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;">Trade names / trademarks</p> </td> <td style="vertical-
align:top;width:0.9%;"> </td> <td style="vertical-align:top;width:9.3%;"> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;">Relief-from-Royalty Method under the Income Approach</p> </td> <td
style="vertical-align:top;width:0.9%;"> </td> <td style="vertical-align:top;width:18.5%;"> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;">Under the Relief-from-Royalty method, the royalty savings is
calculated by estimating a reasonable royalty rate that a third-party would negotiate in a licensing agreement. Such royalties are most commonly expressed as a percentage of total revenue involving the technology.</p> </td> <td
style="vertical-align:top;width:0.9%;"> </td> <td style="vertical-align:top;width:8.8%;"> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;">Forecast period: 8.0 months;</p> <p style="font-family:Times
New Roman;font-size:10pt;font-variant:normal;margin:0pt;">Royalty Rate: 1.0%;</p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;">Discount Rate: 30.0%.</p> </td> </tr> <tr style="background-color:
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<p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;">Differential Cash Flows</p> </td> <td style="vertical-align:top;width:0.9%;"> </td> <td style="vertical-align:top;width:18.5%;"> <p style="font-
family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;">The Differential Cash Flows Approach is a version of the income approach that values an intangible asset as the present value of the cash flows that a company would
lose if they did not have the asset in place. The differential cash flow is calculated as the difference between the cash flow assuming competition and the cash flow without competition.</p> </td> <td style="vertical-
align:top;width:0.9%;"> </td> <td style="vertical-align:top;width:8.8%;"> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;">Competition Probability: 30.0%;</p> <p style="font-family:Times New
Roman;font-size:10pt;font-variant:normal;margin:0pt;">Revenue impact: 20.0%;</p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;">Discount Rate: 30.0%;</p> <p style="font-family:Times New Roman;font-
size:10pt;font-variant:normal;margin:0pt;">Term 2.16 years.</p> </td> </tr> <tr style="background-color: rgb(255, 255, 255);"> <td style="vertical-align:top;width:6.9%;"> </td> <td style="vertical-align:top;width:0.9%;"> </td> <td
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technology</p> </td> <td style="vertical-align:top;width:0.9%;"> </td> <td style="vertical-align:top;width:9.3%;"> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;">Replacement Cost Method</p> </td> <td
style="vertical-align:top;width:0.9%;"> </td> <td style="vertical-align:top;width:18.5%;"> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;">In the Replacement Cost Method, value is estimated by
determining the current cost of replacing an asset with one of equivalent economic utility. The premise of the approach is that a prudent investor would pay no more for an asset than the amount for which the utility of the asset could be
replaced.</p> </td> <td style="vertical-align:top;width:0.9%;"> </td> <td style="vertical-align:top;width:8.8%;"> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;">Rate of Return: 30.0%;</p> <p
style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;">Discount rate: 30.0%;</p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;">Replacement period: 3.0 months.</p> </td>
</tr> </tbody></table> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family: 'Times New Roman', Times, serif; font-size: 10pt; margin: 0pt; text-align: left"> </p> <p
style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">For tax purposes, consistent with the accounting for book purposes, the Melon Closing Consideration was allocated to the assets acquired
and liabilities assumed based on their estimated fair values as of the acquisition date, with the excess purchase price allocated to goodwill. As a result, no deferred tax assets or liabilities were recorded with the acquisition and all
of the goodwill is expected to be deductible for tax purposes.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-
variant:normal;text-align:justify;margin:0pt;">The following unaudited pro forma combined results of operations for the periods presented are provided for illustrative purposes only. The unaudited pro forma combined statements of
operations for the three and nine months ended September 30, 2023 and 2022, assume the acquisition occurred as of January 1, 2022. The unaudited pro forma combined financial results do not purport to be indicative of the results of
operations for future periods or the results that actually would have been realized had the entities been a single entity during these periods.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-
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&quot;Times New Roman&quot;, Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"><b>Three Months Ended</b></p> </td> <td style="font-family: &quot;Times New Roman&quot;, Times, serif; font-size:
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Times, serif; font-size: 10pt;"> </td> <td style="font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;"> </td> <td style="font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;"> </td> <td
style="font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; background-color: rgb(204, 238,
255);"> <td style="font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt; width: 52%;"> <p style="font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; font-variant: normal; margin:
0pt;"><b>Revenue</b></p> </td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-
left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt;">7,195,000</td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times,
serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-
size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt;">5,234,000</td> <td style="width: 1%; font-family: &quot;Times New
Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;,
Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt;">16,284,000</td> <td style="width: 1%; font-
family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family:
&quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt;">14,592,000</td> <td
style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;
background-color: rgb(255, 255, 255);"> <td style="font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; font-
variant: normal; margin: 0pt;"><b>Net Loss</b></p> </td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif;
font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt;">(3,011,000</td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;,
Times, serif; font-size: 10pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif;
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Times, serif; font-size: 10pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif;
font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt;">(17,877,000</td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;,
Times, serif; font-size: 10pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;, Times, serif;
font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: &quot;Times New Roman&quot;, Times, serif; font-size: 10pt; margin-left: 0pt;">(71,516,000</td> <td style="width: 1%; font-family: &quot;Times New Roman&quot;,
Times, serif; font-size: 10pt; margin-left: 0pt;">)</td> </tr> </tbody></table> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-
variant:normal;text-align:justify;margin:0pt;">Pro forma adjustments primarily relate to the amortization of identifiable intangible assets acquired over the estimated economic useful life as described above, the exclusion of nonrecurring
transaction costs, the exclusion of depreciation related to tangible and intangible assets of Melon existing immediately prior to the Melon Acquisition Date, and adjustments related to administrative redundancies.</p> <p style="font-
family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;"><i>Acquisition of Super Biz </i>—<i> Contingent
Consideration</i></p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">On October 4,
2021 (“Super Biz Closing Date”), the Company entered into an Asset Purchase Agreement (the “Super Biz Purchase Agreement”) with Super Biz Co. and the founders of Super Biz (the “Founders”), pursuant to which the Company acquired (i)
substantially all of the assets of Super Biz (the “Super Biz Assets”), and (ii) the personal goodwill of the Founders regarding Super Biz’s business, (the “Super Biz Acquisition”). The consummation of the Super Biz Acquisition (the “Super
Biz Closing”) occurred simultaneously with the execution of the Super Biz Purchase Agreement on the Super Biz Closing Date.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-
family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Pursuant to the terms and subject to the conditions of the Super Biz Purchase Agreement, up to an aggregate amount $11.5 million will be payable to
Super Biz and the Founders in connection with the achievement of certain revenue milestones for the period from the Super Biz Closing Date until December 31, 2022 (“Initial Earn Out Period”) and for the fiscal year ending December 31,
2023 (the “Super Biz Second Earn Out Period”) (“Super Biz Earn Out Periods”). The Super Biz Contingent Consideration is payable in the form of both cash and shares of the Company’s common stock, in equal amounts, as more specifically set
forth in the Super Biz Purchase Agreement.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-
align:justify;margin:0pt;">The Company hired the Founders of Super Biz in connection with the Super Biz Acquisition. Pursuant to the provisions of the Super Biz Purchase Agreement, in the event that a Founder ceases to be an employee
during any of the Super Biz Earn Out Periods, as a consequence of his resignation without good cause, or termination for cause, the Super Biz Contingent Consideration will be reduced by one-half (50%) for the respective Super Biz Earn Out
Periods, if and when earned. Under ASC 805, a contingent consideration arrangement in which the payments are automatically forfeited if employment terminates is considered to be compensation for post-combination services, and not
acquisition consideration. As such, the Super Biz Contingent Consideration, is accounted for as post-combination services and expensed in the period that payment of any amounts of contingent consideration is determined to be probable and
reasonably estimable. Contingent consideration is recorded as a liability in the accompanying condensed consolidated balance sheets in accordance with ASC 480, which requires freestanding financial instruments where the company must or
could settle the obligation by issuing a variable number of its shares, and the obligation's monetary value is based solely or predominantly on variations in something other than the fair value of the company's shares, to be recorded as a
liability at fair value and re-valued at each reporting date, with changes in the fair value reported in the condensed consolidated statements of operations.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-
variant:normal;margin:0pt;"> </p> <p style="font-family: 'Times New Roman', Times, serif; font-size: 10pt; margin: 0pt; text-align: left"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-
align:justify;margin:0pt;">The change in accrued Super Biz Contingent Consideration and the related income statement impact for the periods presented was comprised of the following:</p> <p style="font-family:'Times New Roman';font-
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size:10pt;font-variant:normal;margin:0pt;"> <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Three Months </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Nine Months </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Ended September 30, </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Ended September 30, </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; 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font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2022 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 52%;"> Beginning balance </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> $</p> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1,765,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;">$ </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">709,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1,670,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">3,206,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Accrued contingent consideration⁽³⁾ </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">351,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">142,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1,073,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Change in fair value⁽³⁾ </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">(63,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">(9,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">141,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Contingent consideration Payments⁽²⁾ </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">(3,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"></td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">(3,423,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">Fair value of Super Biz Note at the description of terms</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">1,765,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">1,765,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"></td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Accrued contingent consideration⁽¹⁾ </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);"> $</p> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);"> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;">$ </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">997,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">997,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"></td> </tr> </tbody></table> (1) Represents the "Maturity Date" (the "Maturity Date") of the Super Biz Second Earn Out Period related contingent consideration payable. As of September 30, 2024, the accrual included 16,636 shares of common stock valued at $1.74, the closing price of our common stock as of the applicable period end date. <hr style="text-align: left; height: 1px; color: #000000; background-color: #000000; width: 10%; border: none; margin-top: 3pt; margin-bottom: 3pt;" /> <table cellpadding="0" cellspacing="0" style="width: 100%; text-indent: 0px;"> <tbody> <tr style="vertical-align: top;"> <td style="width: 10pt;"> (2) </td> <td style="width: auto;"> As of September 30, 2024, reflects the cash portion of the Super Biz Second Earn Out Period related contingent consideration payable. As of September 30, 2023, the accrual included 16,636 shares of common stock valued at $1.74, the closing price of our common stock as of the applicable period end date. </td> </tr> </tbody></table> <table cellpadding="0" cellspacing="0" style="width: 100%; text-indent: 0px;"> <tbody><tr style="vertical-align: top;"> <td style="width: 10pt;"> (2) </td> <td style="width: auto;"> In May 2024, the Company paid accrued contingent consideration related to the Super Biz Second Earn Out Period, comprised of 30,330 shares of our common stock valued at $38,000. In April 2023, the Company paid accrued contingent consideration related to the Initial Earn Out Period, comprised of $2.9 million of cash payments and payment of 907,973 shares of our common stock valued at $540,000. </td> </tr> </tbody></table> <table border="0" cellpadding="0" cellspacing="0" style="width: 100%; text-indent: 0px;"> <tbody><tr style="vertical-align: top;"> <td style="width: 10pt;"> (3) </td> <td style="width: auto;"> Reflected in the condensed consolidated statement of operations for the applicable period </td> </tr> </tbody></table>   Issuance of Promissory Note. In August 2024, the Company issued an unsecured promissory note to the Founders in connection with the remaining Super Biz Second Earn Out Period accrued contingent consideration outstanding, with a principal amount totaling approximately $1.8 million, whereby the Company is obligated to pay the outstanding contingent consideration on the following repayment terms ("Super Biz Note"):   <table border="0" cellpadding="0" cellspacing="0" style="width: 100%; text-indent: 0px;"> <tbody><tr style="vertical-align: top;"> <td style="width: 36pt;"> (i) </td> <td style="width: auto;"> upon receipt of new equity funding in the aggregate amount of $3.0 million or more subsequent to the date of the Super Biz Note, in one transaction or series of transactions, the Super Biz Note shall be repaid with interest in four (4) equal monthly installments commencing on the initial closing date of such equity funding; </td> </tr> </tbody></table> <table border="0" cellpadding="0" cellspacing="0" style="width: 100%; text-indent: 0px;"> <tbody><tr style="vertical-align: top;"> <td style="width: 10pt; text-align: justify;"> </td> <td style="width: 36pt;"> (ii) </td> <td style="width: auto;"> upon receipt of new equity funding in the aggregate amount of $5.0 million or more subsequent to the date of the Super Biz Note, in one transaction or series of transactions, the Super Biz Note shall be repaid with interest in three (3) equal monthly installments commencing on the initial closing date of such equity funding; </td> </tr> </tbody></table> <table border="0" cellpadding="0" cellspacing="0" style="width: 100%; text-indent: 0px;"> <tbody><tr style="vertical-align: top;"> <td style="width: 10pt; text-align: justify;"> </td> <td style="width: 36pt;"> (iii) </td> <td style="width: auto;"> upon equity funding received by the Company in the aggregate amount of $7.0 million or more subsequent to the date of the Super Biz Note, in one transaction or series of transactions, the Super Biz Note shall be repaid with interest in two (2) equal monthly installments commencing on the initial closing date of such equity funding; or </td> </tr> </tbody></table> <table border="0" cellpadding="0" cellspacing="0" style="width: 100%; text-indent: 0px;"> <tbody><tr style="vertical-align: top;"> <td style="width: 10pt; text-align: justify;"> </td> <td style="width: 36pt;"> (iv) </td> <td style="width: auto;"> in the event none of subsections 2(i)-(iii) occur, then the Super Biz Note shall be repaid in full on June 1, 2025 (the "Maturity Date"). </td> </tr> </tbody></table>   Interest accrues on the outstanding principal at the rate of 8.5% per annum, and accrues until the earlier of (i) repayment of the Super Biz Note in full or (ii) the Maturity Date; provided, however, during the existence of an event of default, as defined in the Super Biz Note, interest shall accrue on all outstanding principal at the contractual default rate, as defined in the Super Biz Note. Super Biz Note related interest expense for the three and nine months ended September 30, 2024 totaled $25,000 and $25,000, respectively.   All outstanding principal and accrued interest may be prepaid by the Company prior to the Maturity Date at the election of the Company. Upon the occurrence of any event of default, as defined in the Super Biz Note, the Founders may at any time declare all unpaid obligations to be immediately due and payable.   Restricted Common Stock Issuance. In addition, in connection with the issuance of the Super Biz Note, during the period commencing January 2, 2025 and concluding on January 6, 2025, the Company will issue 98,438 shares of the Company's common stock to the Founders.   The issuance of the Super Biz Note in exchange for the related accrued contingent consideration balance was accounted for as an extinguishment of the original liability due to the fact that the present value of the cash flows under the terms of Super Biz Note was determined to be at least 10 percent different from the present value of the remaining cash flows under the terms of the original obligation. As a result, a gain on extinguishment totaling $336,000 was recorded in the statement of operations, and credited to additional paid in capital (included in "Other" in the consolidated statement of stockholder's equity), for the three and nine months ended September 30, 2024, primarily comprised of the fair value of the 98,438 shares of restricted stock (based on closing price of our common stock on the date of issuance of the Super Biz Note) to be issued, as described above.   The default interest provision included in the Super Biz Note represents an embedded derivative with a fair value of $171,000 as of August 1, 2024, the date of issuance of the Super Biz Note. The fair value of the derivative liability is included in the September 30, 2024 balance sheet under the caption "Promissory note – contingent consideration," and is required to be marked to market at each balance sheet. The change in fair value of the derivative liability was not material for the three and nine months ended September 30, 2024.</p> <p style="font-family: Times New Roman; font-size: 10pt; font-variant: normal; text-align: justify; margin: 0pt;"> </p> <p>900000150000750000720000.642350000235000100000013500006000001750000103780103780041512622680.250.250.25300.255047000 <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 70%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Cash consideration</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;">$ </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">150,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Equity consideration (shares of common stock) </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">77,833</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Super League closing stock price per share on the Melon Closing Date </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">9.28</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Fair value of equity consideration issued </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">722,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; 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Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Fair value of total consideration paid</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-
family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New
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size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double
rgb(0, 0, 0);">2,222,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> </tr> </tbody></table> 150000778339.2872200072200013500002222000
<table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align:
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serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family:
"Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Amount</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-
bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times,
serif; font-size: 10pt; margin-left: 0pt; width: 85%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Assets Acquired and Liabilities Assumed:</p> </td> <td
style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New
Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New
Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New
Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Accounts receivable and other assets</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td
style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;
margin-left: 0pt;">36,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman",
Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times,
serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Liabilities assumed</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family:
"Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">(188,000</td> <td style="width: 1%;
font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;">)</p> </td> </tr> <tr style="vertical-align: bottom; font-
family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family:
"Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Identifiable intangible assets</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size:
10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New
Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">510,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-
left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times,
serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Identifiable net assets acquired</p> </td> <td style="width: 1%; font-
family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family:
"Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">358,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr
style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-
left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Goodwill</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-
size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New
Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">1,864,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;
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Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Total purchase price</p> </td> <td style="width: 1%; font-family:
"Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td
style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">2,222,000</td> <td style="width: 1%; font-family: "Times New
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"Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align:
center; margin: 0pt;">Estimated </p> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Useful Life (in</p> <p style="font-family:
"Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">years)</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-
bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-
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"Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238,
255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 70%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin:
0pt;">Developed technology</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size:
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size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;
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Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family:
"Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Developer relationships</p> </td> <td
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right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">50,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr>
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serif; font-size: 10pt; margin-left: 0pt;">6</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman",
Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times,
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style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left:
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September 30,</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td
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"Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">268,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-
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margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0,
0);">682,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif;
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center; margin: 0pt;">Three Months</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td>
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text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1,765,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;">$</p> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">709,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1,670,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">3,206,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Accrued contingent consideration⁽³⁾</p> </td> <td style="width: 1%; 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font-size: 10pt; margin-left: 0pt; width: 52%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Revenue</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">7,195,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">5,234,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">16,284,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">14,592,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Net Loss</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">(3,011,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; 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Pursuant to the SLR Agreement, Lender may, from time to time and in its sole discretion, make certain cash advances to the Company (each an “Advance”, and collectively, “Advances”), against the face amounts of certain uncollected accounts receivable of the Borrowers on an account-by-account basis (each, a “Financed Account”, and collectively, the “Accounts”), at a rate of 85% multiplied by the face value of such Account (the “Advance Rate”), less any reserved funds and any other amounts due to Lender from Borrowers, up to a maximum aggregate Advance amount of $4,000,000 (the “Maximum Amount”)(collectively, the “AR Facility”). Upon receipt of any Advance, Borrowers will have assigned all of its rights in such receivables and all proceeds thereof. The proceeds received from the Facility will be used to fund general working capital needs.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family: 'Times New Roman', Times, serif; font-size: 10pt; margin: 0pt; text-align: left"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">The SLR Agreement is effective for 24 months from the Facility Effective Date (the “Term”), automatically extends for successive Terms (each, a “Renewal Term”), and the Borrowers’ are obligated to pay the Lender an early termination fee in the event the SLR Agreement is terminated under certain circumstances prior to the end of any Term or Renewal Term, as more specifically set forth in the SLR Agreement.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">In connection with the AR Facility, the Company agreed to, among other things, (i) pay a finance fee equal to 2% of the Maximum Amount, payable in 24 equal monthly installments on the last day of each month of the Term until paid in full, (ii) pay a servicing fee equal to 0.30% multiplied by the actual average daily amount of Advances outstanding at the time of determination (the “Outstanding Amount”) for the applicable month, on the last day of each calendar month during the Term (or so long as any obligations arising under the SLR Agreement are outstanding); (iii) be charged a monthly financing fee (the “Financing Fee”), due upon receipt of full payment of a Financed Account by Lender, equal to 1/12 of (a) the prime rate plus 2% (the “Facility Rate”), multiplied by (b) the amount of the Outstanding Amount; and (iv) utilize the facility such that the monthly average aggregate Advances outstanding is at $400,000 (the “Minimum Utilization”). In the event that Borrower’s monthly utilization is less than the applicable Minimum Utilization for any month, the Financing Fee for such month shall be calculated as if the applicable Minimum Utilization has been satisfied.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">The SLR Agreement imposes various restrictions on the activities of the Borrowers, including a prohibition on fundamental changes to the Company or its subsidiaries (including certain consolidations, mergers and sales and transfers of assets, and limitations on the ability of the Borrowers to grant liens upon their property or assets). The SLR Agreement includes standard Events of Default (as defined in the SLR Agreement), and provide that, upon the occurrence of certain events of default, Lender may, among other things, immediately collect any obligation owing to Lender under the SLR Agreement, cease advancing money to the Borrowers, take possession of any collateral, and/or charge interest at a rate equal to the lesser of (i) 6% above the Facility Rate, and (ii) the highest default rate permitted by applicable law.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">As security for the full and prompt payment and performance of any obligations arising under the SLR Agreement, the Borrowers granted to Lender a continuing first priority security interest in all the assets of the Borrowers. The SLR Agreement also provides for customary provisions, including representations, warranties and covenants, indemnification, waiver of jury trial, arbitration, and the exercise of remedies upon a breach or default.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Transfers of financial assets that do not qualify for sale accounting are reported as collateralized borrowings. Financing and servicing fees calculated with reference to amounts advanced under the AR Facility are included in interest expense. The commitment fee, based on the maximum facility amount and payable irrespective of drawdowns, is expensed on a straight line basis over the term of the AR Facility and included in other income (expense) in the consolidated statement of operations.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Total amounts advanced under the AR Facility for the nine months ended September 30, 2024 totaled $1,033,000. Total repayments of advances under the AR Facility for the nine months ended September 30, 2024 totaled $1,833,000. Interest expense for the three and nine months ended September 30, 2024 totaled $19,000 and $52,000, respectively. Commitment fee expense for the three and nine months ended September 30, 2024 totaled $10,000 and $30,000, respectively.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;"><i>Convertible Notes Payable at Fair Value</i></p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">On May 16, 2022, the Company entered into a Securities Purchase Agreement (the “SPA”) with three institutional investors (collectively, the “Note Holders”) providing for the sale and issuance of a series of senior convertible notes in the aggregate original principal amount of $4,320,000, of which 8% is an original issue discount (“OID”) (each, a “Note,” and, collectively, the “Notes,” and such financing, the “Note Offering”). The Notes accrued interest at a guaranteed annual rate of 9% per annum, were set to mature 12 months from the date of issuance, and were convertible at the option of the Note Holders into that number of shares of the Company’s common

stock, equal to the sum of the outstanding principal balance, accrued and unpaid interest, and accrued and unpaid late charges (the "Conversion Amount"), divided by $80.00 (the "Conversion Price"), subject to adjustment upon the occurrence of certain events as more specifically set forth in the Note, as amended. In the event of the occurrence of an event of default, the Note Holders may, at the Note Holder's option, convert all, or any part of, the Conversion Amount into shares of common stock at 90% of the lowest volume weighted average price of the ten trading days preceding the date for which the price is being calculated.   In addition, the Company was required to redeem all or a portion of the Notes under certain circumstances, and, in the event the Company consummated a subsequent equity financing, then the Note Holders had the right, but not the obligation, to require the Company to use 50% of the gross proceeds raised from such sale to redeem all or any portion of the Conversion Amount then remaining under the Notes, in cash, at a price equal to the Conversion Amount being redeemed.   The Notes were issued with an original issue discount of $320,000, or 8%, which was recorded as an adjustment to the carrying amount of the Notes. The original issue discount was amortized using the interest method over the contractual term of the Notes and reflected as interest expense in the statement of operations. At December 31, 2022, the balance of the original issue discount was $40,000. Amortization of original issue discount for the three and nine months ended September 30, 2023 totaled $0 and $40,000, respectively.   Interest paid during the three months ended March 31, 2023 totaled $100,000. At December 31, 2022, the remaining principal balance of the Notes totaled $539,000, and accrued interest totaled $180,000, both of which were paid in full during the three months ended March 31, 2023. As March 31, 2023, all amounts of principal and interest under the Notes were fully paid, resulting in a Convertible note payable and accrued interest balance of $0.   <p 0.054000000P2MM0.020.0030.024000000.061033000103300001900052000100003000843200000.080.09212M000.903200000.084000004000010000539000100000 <table border="0" cellpadding="0" cellspacing="0" style="font-family:Times New Roman;font-size:10pt;width:100%;margin-right:auto;margin-right:auto;"> <tbody><tr> <td style="vertical-align:top;width:3.3%;"> 6. </td> <td style="vertical-align:top;width:auto;"> STOCKHOLDERS' EQUITY AND EQUITY-LINKED INSTRUMENTS </td> </tr> </tbody></table>   Reverse Stock Split   On September 7, 2023, the Company filed the 2023 Second Amendment to the Company's Charter, to effect a reverse stock split of the Company's issued and outstanding shares of common stock at a ratio of 1-for-20 (the "Reverse Split"). The Reverse Split was approved by the Company's Board of Directors on July 5, 2023, and approved by the stockholders of the Company on September 7, 2023. The 2023 Second Amendment became effective on September 11, 2023. The Company's shares began trading on a Reverse Split-adjusted basis on the Nasdaq Capital Market on September 11, 2023.   As a result of the Reverse Split, every 20 shares of the Company's issued and outstanding common stock was automatically combined and converted into one issued and outstanding share of common stock. No fractional shares of common stock were issued as a result of the Reverse Split. Instead, in lieu of any fractional shares to which a stockholder of record would otherwise be entitled as a result of the Reverse Split, the Company paid cash (without interest) equal to the value of such fractional share. The Reverse Split did not modify the rights or preferences of the common stock.   All references to common stock, warrants to purchase common stock, options to purchase common stock, restricted stock, share data, per share data and related information contained in the financial statements have been retroactively adjusted to reflect the effect of the Reverse Split for all periods presented.   Preferred Stock   The Company's initial certificate of incorporation authorized 5,000,000 shares of preferred stock, par value $0.001 per share. In October 2016, the Company's Board of Directors and a majority of the holders of the Company's common stock approved an amendment and restatement of the certificate of incorporation which, in part, eliminated the authorized preferred stock. In August 2018, the Board of Directors approved a second amendment and restatement of the Company's amended and restated certificate of incorporation (the "Amended and Restated Charter") to, in part, increase the Company's authorized capital to a total of 110.0 million shares, including 10.0 million shares of newly created preferred stock, par value $0.001 per share ("Preferred Stock"), authorize the Board of Directors to fix the designation and number of each series of Preferred Stock, and to determine or change the designation, relative rights, preferences, and limitations of any series of Preferred Stock. The Amended and Restated Charter was approved by a majority of the Company's stockholders in September 2018, and was filed with the State of Delaware in November 2018. All references in the accompanying consolidated financial statements to Preferred Stock have been restated to reflect the Amended and Restated Charter.   Common Stock   The Amended and Restated Charter also increased the Company's authorized capital to include 100.0 million shares of common stock, par value $0.001, and removed the deemed liquidation provision, as such term is defined in the Amended and Restated Charter. Each holder of common stock is entitled to one vote for each share of common stock held at all meetings of stockholders.   On May 30, 2023, the Company filed the 2023 First Amendment to its Charter, increasing the number of authorized shares of common stock from 100,000,000 to 400,000,000. The Company's Board of Directors approved the 2023 First Amendment on May 17, 2023, and the Company obtained the approval of the 2023 First Amendment by written consent of its stockholders holding greater than 50% of the voting securities of the Company on April 5, 2023.   Equity Financings   Convertible Preferred Stock   On the dates set forth in the table below, we entered into subscription agreements with accredited investors in connection with the sale of newly designated Series of Convertible Preferred Stock, each series having a $0.001 par value and a $1,000 purchase price ("Stated Value"), hereinafter collectively referred to as "Convertible Preferred Stock, and the individual offerings of preferred stock referred to by the combination of "Series" and the specific letter designation of each series (i.e. "Series A Preferred Stock Offering" refers to the Series A preferred stock offering, and "Series A Preferred Stock" refers to Series A convertible preferred stock), and each series of Convertible Preferred Stock issued, collectively referred to as "Preferred Stock Offerings," as follows (rounded to the nearest thousands, except preferred share and conversion price data):</p> <p style="text-align:justify;font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <table cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 7pt; font-family: "Times New Roman", Times, serif; text-indent: 0px; margin-left: 0pt; margin-right: 0pt;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 5%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 6%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 1%;"> </td> <td colspan="10" rowspan="1" style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 17%; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt; text-align: center;">Preferred Stock</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; padding-bottom: 1px; width: 1%; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 1%; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; border-bottom: 1px solid rgb(0, 0, 0); width: 1%;"> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 7pt; border-bottom: 1px solid rgb(0, 0, 0); width: 5%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; padding-bottom: 1px; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 1%;"> </td> <td colspan="10" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: center; margin: 0pt;">Proceeds</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; padding-bottom: 1px; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 1%;"> </td> <td colspan="10" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: center; margin: 0pt;">Conversion Shares - Common Stock</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; padding-bottom: 1px; width: 1%;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: center; margin: 0pt;">Other</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; padding-bottom: 1px; width: 1%;"> </td> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 5%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 1%; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: center; margin: 0pt;">Series</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt; text-align: center;">Designation</p> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 1%;"> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 6%; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: center; margin: 0pt;">Closing Date</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 1%;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 1%; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: center; margin: 0pt;">Conversion </p> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: center; margin: 0pt;">Prices⁽²⁾⁽³⁾⁽⁴⁾</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; padding-bottom: 1px; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 1%;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); width: 1%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: center; margin: 0pt;">Shares </p> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: center; margin: 0pt;">Purchased/ </p> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: center; margin: 0pt;">Issued in </p> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: center; margin: 0pt;">Exchange⁽⁶⁾</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; padding-bottom: 1px; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 1%;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); width: 1%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: center; margin: 0pt;">Conversions</p> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: center; margin: 0pt;">/ Exchanges</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; padding-bottom: 1px; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 1%;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); width: 1%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: center; margin: 0pt;">Outstanding - </p> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: center; margin: 0pt;">September 30, </p> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: center; margin: 0pt;">2024</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; padding-bottom: 1px; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 1%;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); width: 1%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: center; margin: 0pt;">Gross </p> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: center; margin: 0pt;">Proceeds</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; padding-bottom: 1px; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 1%;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); width: 1%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: center; margin: 0pt;">Fees</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; padding-bottom: 1px; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 1%;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); width: 1%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: center; margin: 0pt;">Net Proceeds</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; padding-bottom: 1px; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 1%;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); width: 1%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: center; margin: 0pt;">Original</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; padding-bottom: 1px; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 1%;"> </td> <td colspan="2" style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); width: 1%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: center; margin: 0pt;">Conversions </p> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: center; margin: 0pt;"> Exchanges⁽⁵⁾</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; padding-bottom: 1px; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 1%;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); width: 1%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: center; margin: 0pt;">September </p> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: center; margin: 0pt;">30, 2024</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; padding-bottom: 1px; width: 1%;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); width: 1%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: center; margin: 0pt;">Placement </p> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: center; margin: 0pt;">Agent </p> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: center; margin: 0pt;">Warrants⁽¹⁾</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; padding-bottom: 1px; width: 1%;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 7pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 5%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt;">A</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 6%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt;">November 22, 2022</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">$</td> <td style="width: 5%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">12.40</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">5,359</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">4,919</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">440</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">$</td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">5,359,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">697,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">$</td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">4,662,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">432,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">(397,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">35,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">62,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 7pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 5%;"> A-2 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 6%;"> November 28, 2022 </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">$</td> <td style="width: 5%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">13.29</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">1,297</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">834</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">463</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">1,297,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">169,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">1,128,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">90,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">63,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">35,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">14,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 7pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 5%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt;">A-3</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 6%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt;">November 30, 2022</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">$</td> <td style="width: 5%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">13.41</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">3,733</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">(1,410</td> <td style="width: 1%; font-

family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">315</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">1,733,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">225,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">1,508,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">129,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">(106,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">23,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">18,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> </tr>
<tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 7pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 5%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt;">A-4</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 6%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt;">December 22, 2022</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">$</td> <td style="width: 5%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">7.60</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">1,934</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">(1,554</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">380</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">1,934,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">251,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">1,683,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">254,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">(204,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">50,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">36,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> </tr>
<tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 7pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 5%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt;">A-5</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 6%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt;">January 31, 2023</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">$</td> <td style="width: 5%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">11.09</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">2,299</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">(1,519</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">780</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">2,299,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">299,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">2,000,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">207,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">(137,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">70,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">30,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> </tr>
<tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 7pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 5%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt;">AA</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 6%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt;">April 19, 2023</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 1%;"> </td> <td colspan="2" style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 1%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: right; margin: 0pt;">$9.43/$1.89</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 1%;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">7,680</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">(3,981</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">3,699</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">7,680,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">966,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">6,714,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">4,072,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">(2,111,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">1,961,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">114,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> </tr>
<tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 7pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 5%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt;">AA-2</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 6%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt;">April 20, 2023</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 1%;"> </td> <td colspan="2" style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 1%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: right; margin: 0pt;">$10.43/$2.09</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 1%;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">1,500</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">(1,500</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">-</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">1,500,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">130,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">1,370,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">719,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">(719,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">-</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">13,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> </tr>
<tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 7pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 5%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt;">AA-3</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 6%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt;">April 28, 2023</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 1%;"> </td> <td colspan="2" style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 1%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: right; margin: 0pt;">$9.50/$1.90</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 1%;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">1,025</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">(1,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">25</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">1,025,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">133,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">892,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">539,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">(526,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">13,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">15,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> </tr>
<tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 7pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 5%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt;">AA-4</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 6%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt;">May 5, 2023</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 1%;"> </td> <td colspan="2" style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 1%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: right; margin: 0pt;">$9.28/$1.86</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 1%;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">1,026</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">(526</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">500</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">1,026,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">133,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">893,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">553,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman",

Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">(283,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">270,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">16,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 7pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 5%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt;">AA-5</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 6%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt;">May 26, 2023</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 1%;"> </td> <td colspan="2" style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 1%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: right; margin: 0pt;">$10.60/$2.12</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 1%;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">550</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">(500</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">50</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">550,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">72,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">478,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">259,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">(236,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">23,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">7,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 7pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 5%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt;">AAA</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 6%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt;">November 30, 2023</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">$</td> <td style="width: 5%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">1.67</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">9,388</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">(1,513</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">7,875</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">9,388,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">645,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">8,743,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">5,608,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">(904,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">4,704,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">466,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 7pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 5%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt;">AAA-2</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 6%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt;">December 22, 2023</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">$</td> <td style="width: 5%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">1.71</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">5,334</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">(2,126</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">3,208</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">5,334,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">357,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">4,977,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">3,119,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">(1,243,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">1,876,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">452,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 7pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 5%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt;">AAA-Junior</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 6%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt;">June 26, 2024</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">$</td> <td style="width: 5%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">1.25</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">1,210</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">-</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">1,210</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">1,210,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">145,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">1,065,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">968,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">-</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">968,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">140,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 7pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 5%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt;">AAA-Junior - 2</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 6%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt;">July 10, 2024</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">$</td> <td style="width: 5%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">1.25</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">551</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">-</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">551</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">551,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">66,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">485,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">441,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">-</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; 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margin: 0pt;">AAA-Junior - 3</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 6%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt;">September 20, 2024</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">$</td> <td style="width: 5%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">1.25</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">697</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">-</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">697</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; 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font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">613,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">558,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; 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font-family: "Times New Roman", Times, serif; font-size: 7pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 5%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt;">AAA-Junior – 4⁽⁷⁾</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 6%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt;">September 30, 2024</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; padding-bottom: 1px;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">$</td> <td style="width: 5%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">1.25</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td

style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid rgb(0, 0, 0);">399</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid rgb(0, 0, 0);">399</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid rgb(0, 0, 0);">399,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid rgb(0, 0, 0);">46,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid rgb(0, 0, 0);">46,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid rgb(0, 0, 0);">351,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid rgb(0, 0, 0);">319,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid rgb(0, 0, 0);">(21,390</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">20,592</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">41,982,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">4,420,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">37,562,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">10,275,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">6,929,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; padding-bottom: 3px;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; border-bottom: 3px double rgb(0, 0, 0);">11,346,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; border-bottom: 3px double rgb(0, 0, 0);"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right; border-bottom: 3px double rgb(0, 0, 0);">1,574,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; padding-bottom: 3px;"> </td> </tr> </tbody></table>   <hr style="text-align: left; height: 1px; color: #000000; background-color: #000000; width: 10%; border: none; margin: 3pt auto 3pt 0"/> <table border="0" cellspacing="0" cellpadding="0" style="width: 100%; text-indent: 0px;"> <tbody><tr style="vertical-align: top;"> <td style="width: 18pt;"> ⁽¹⁾ </td> <td style="width: auto;"> Pursuant to the terms of the Placement Agent Agreements, we agreed to issue to the Placement Agent, following the final closing under the individual Preferred Stock Offerings (effective as of the respective individual series closing dates), five year warrants to purchase 14.5% of the shares of common stock issuable upon conversion of the respective series of Convertible Preferred Stock sold in the respective Preferred Stock Offering, at an exercise price equal to the applicable Preferred Stock Offering conversion price. </td> </tr> </tbody></table> <table border="0" cellpadding="0" cellspacing="0" style="width: 100%; text-indent: 0px;"> <tbody><tr style="vertical-align: top;"> <td style="width: 18pt;"> ⁽²⁾ </td> <td style="width: auto;"> The Conversion Price of the Series AA Preferred Stock, originally totaling $6.70 per share of Series AA Preferred Stock, was adjusted to $2.60 as a result of the Series AA Down Round Feature described below. </td> </tr> </tbody></table> <table border="0" cellpadding="0" cellspacing="0" style="width: 100%; text-indent: 0px;"> <tbody><tr style="vertical-align: top;"> <td style="width: 18pt;"> ⁽³⁾ </td> <td style="width: auto;"> The Conversion prices for the Series AA Preferred Stock outstanding as of November 30, 2023, totaling 7,322 shares of Series AA Preferred Stock, were adjusted to the conversion prices shown in the table above, as a result of the Series AA Down Round Feature described below. </td> </tr> </tbody></table> <table border="0" cellpadding="0" cellspacing="0" style="width: 100%; text-indent: 0px;"> <tbody><tr style="vertical-align: top;"> <td style="width: 18pt;"> ⁽⁴⁾ </td> <td style="width: auto;"> The triggering of the Down Round Feature for the Series AA Preferred Stock, occurring in August 2023, resulted in a deemed dividend totaling $6,446,000, which was charged to retained earnings in the September 30, 2023 consolidated balance sheet. </td> </tr> </tbody></table> <table border="0" cellpadding="0" cellspacing="0" style="width: 100%; text-indent: 0px;"> <tbody><tr style="vertical-align: top;"> <td style="width: 18pt;"> ⁽⁵⁾ </td> <td style="width: auto;"> As adjusted to reflect reduction in conversion prices as a result of the Series AA Down Round Feature, described below. </td> </tr> </tbody></table> <table border="0" cellpadding="0" cellspacing="0" style="width: 100%; text-indent: 0px;"> <tbody><tr style="vertical-align: top;"> <td style="width: 18pt;"> ⁽⁶⁾ </td> <td style="width: auto;"> Series AAA and Series AAA-2 totals include 4,011 and 2,356 preferred shares, respectively, issued in connection with the Exchange Agreements described below. </td> </tr> </tbody></table> <table border="0" cellpadding="0" cellspacing="0" style="width: 100%; text-indent: 0px;"> <tbody><tr> <td style="width: 18pt; vertical-align: top; font-size: 10pt;">⁽⁷⁾</td> <td style="width: auto; padding: 0pt; text-align: justify; font-size: 10pt;">A portion of the proceeds received subsequent to September 30, 2024. Receivable totaling $300,000 included in additional paid in capital as of September 30, 2024.</td> </tr> </tbody></table>   Convertible Preferred Stock Preferences, Rights and Limitations General   Certificates of Designation. In connection with each of the Preferred Stock Offerings, the Company filed Certificates of Designation of Preferences, Rights and Limitations of each series with the State of Delaware. Use of net proceeds included working capital, general corporate purposes, and certain indebtedness (Series A Preferred only), including sales and marketing activities and product development.   Conversion Feature. Each share of preferred stock is convertible into such number of shares of the Company's common stock equal to the number of preferred shares to be converted, multiplied by the Stated Value, divided by the conversion price in effect at the time of the conversion, subject to adjustment in the event of stock splits, stock dividends, certain fundamental transactions and future issuances of equity securities, as described herein. In addition, on the one-year anniversary of the respective filing date, the Company may, in its discretion, convert (y) 50% of the outstanding shares of Preferred into the Company's common stock if the VWAP of such common stock over the previous 10 days as reported on the NASDAQ Capital Market equals at least 250% of the conversion price, or (z) 100% of the outstanding shares of Series AAA Preferred if the VWAP equals at least 300% of the conversion price. The conversion price is equal to the "Minimum Price," as defined in NASDAQ Rule 5635(d), of the Preferred Stock Offering applicable to such series, determined as of the Conversion Price Determination Date upon the earlier of (a) the 24-month anniversary of the effective date or (b) the consent of conversion by holders of at least 51% of the outstanding shares of Series A Preferred.   Voting Rights. Each individual series of preferred stock shall vote together with the common stock on an as-converted basis, and not as a separate class, subject to the primary market limitations, except that holders of each individual series of preferred stock shall vote as a separate class with respect to (a) amending, altering, or repealing any provision of the respective series' Certificate of Designation in a manner that adversely affects the powers, preferences or rights of the series, (b) increasing the number of authorized shares of the series, (c) authorizing or issuing an additional class or series of capital stock that ranks senior to or pari passu with the existing series with respect to the distribution of assets on liquidation, or (d) entering into any agreement with respect to the foregoing. In addition, no holder of a series of preferred stock shall be entitled to vote on any matter presented to the Company's stockholders relating to approving the conversion of such holder's series of preferred stock into an amount in excess of the primary market limitations.   Dividends. Holders of preferred stock, excluding holders of the Series AAA, AAA-2, AAA-3 and AAA-4 Junior preferred stock (collectively, "Series AAA Junior Preferred Stock"), will be entitled to receive dividends, subject to the beneficial ownership and primary market limitations, payable in the form of that number of shares of common stock equal to 20% of the shares of common stock underlying the preferred stock then held by such holder on the 12 and 24 month anniversaries of the respective filing date. Holders of the Series AAA Junior Preferred Stock will be entitled to receive dividends, subject to the beneficial ownership and primary market limitations, payable in the form of that number of shares of Common Stock equal to 20% of the shares of Common Stock underlying the Series AAA Junior Preferred Stock then held by such holder on the 30-day, 60-day, and 90-day anniversaries of the filing Date.   In addition, subject to the beneficial ownership and primary market limitations, holders of preferred stock will be entitled to receive dividends equal, on an as-if-converted to shares of common stock basis, and in the same form as dividends actually paid on shares of the common stock when, as, and if such dividends are paid on shares of the common stock. Notwithstanding the foregoing, to the extent that a holder's right to participate in any dividend in shares of common stock to which such holder is entitled would result in such holder exceeding the beneficial ownership and primary market limitations, then such holder shall not be entitled to participate in any such dividend to such extent and the portion of such shares that would cause such holder to exceed the beneficial ownership and primary market limitations shall be held in abeyance for the benefit of such holder until such time, if ever, as such holder's beneficial ownership thereof would not result in such holder exceeding the beneficial ownership and primary market limitations.   Liquidation Preferences. Upon any dissolution, liquidation or winding up, whether voluntary or involuntary, holders of preferred stock (together with any Parity Securities (as defined in the respective Certificates of Designations) will be entitled to first receive distributions out of the Company's assets in an amount per share equal to the preferred stock Stated Value plus all accrued and unpaid dividends, whether capital or surplus before any distributions shall be made on any shares of common stock (after the payment to any senior security, if any).   Registration Rights. The Company and the investors in the Preferred Stock Offerings (including the Exchange) also executed separate registration agreements, pursuant to which the Company filed registration statements on Form S-3 as follows: 1) File No. 333-281936 with respect to Series AAA Junior Preferred and Series AAA-2 Junior Preferred, effective September 18, 2024;2) File No. 333-277974 with respect to Series AAA Preferred, effective May 8, 2024; 3) File No. 333-273202 with respect to Series AA Preferred, effective August 1, 2023; and 4) File No. 333-271424 with respect to Series A Preferred effective, June 5, 2023.   Placement Agent Fees. The Company sold and/or exchanged the shares of preferred stock pursuant to placement agency agreements with Aegis Capital Corporation, or their designated broker-dealer which acted as the sole placement agent (the "Placement Agent") for each series of the Preferred Stock Offerings and the Exchange (as described below). Pursuant to the terms of the Placement Agency Agreements, in connection with the Preferred Stock Offerings and the Exchange, the Company paid the Placement Agent an aggregate cash fee and non-accountable expense allowance as described in the table above by series, and have or will issue to the Placement Agent or its designees warrants (the "Placement Agent Warrants") to purchase common stock at the amounts and conversion prices disclosed in the table above. With respect to shares of Series AAA Preferred Stock issued in connection with the Exchange, the Placement Agent exchanged previously issued placement agent warrants to purchase 80,403 shares of common stock of the Company that were issued in connection with the Series A and Series AA Preferred Stock offerings, at exercise prices ranging from $7.60 to $13.41 per share, for new placement agent warrants to purchase a total of 347,428 shares of common stock at an exercise price of $1.674 per share and 199,778 shares of common stock at an exercise price of $1.71 per share.   The Company also granted the Placement Agent the right of first refusal, in connection with the Series AA and Series AAA offerings, to serve as the Company's lead or co-placement agent for any private placement of the Company's securities (equity or debt) that is proposed to be consummated with the assistance of a registered broker dealer, which expired in July 2024.   The Placement Agent shall also earn fees and be issued additional Placement Agent Warrants with respect to any securities issued pursuant to the Additional Investment Rights described herein. No further additional investment rights shall be granted to investors that exercise the Additional Investment Rights.   The following additional terms vary across the applicable series of Convertible Preferred Stock as follows: <table border="0" cellpadding="0" cellspacing="0" style="font-family:Times New Roman;font-size:10pt;width:100%;margin-left:auto;margin-right:auto;"> <tbody><tr> <td style="border-width: 1px; border-style: solid; border-color: black black rgb(0, 0, 0); vertical-align: top; width: 8%;"> Term </td> <td style="border-bottom: 1px solid rgb(0, 0, 0); vertical-align: top; width: 36%; border-top: 1px solid black; border-right: 1px solid black;"> Series AAA and AAA Junior Preferred </td> <td style="border-bottom: 1px solid rgb(0, 0, 0); vertical-align: top; width: 38%; border-top: 1px solid black; border-right: 1px solid black;"> Series AA Preferred </td> <td style="border-bottom: 1px solid rgb(0, 0, 0); vertical-align: top; width: 18%; border-top: 1px solid black; border-right: 1px solid black;"> Series A Preferred </td> </tr> <tr> <td style="border-bottom: 1px solid rgb(0, 0, 0); vertical-align: top; width: 8%; border-left: 1px solid black; border-right: 1px solid black;"> Voting Rights – Certain Indebtedness </td> <td style="border-bottom: 1px solid rgb(0, 0, 0); vertical-align: top; width: 36%; border-right: 1px solid black;"> Holders shall vote as a separate class with respect to authorizing, creating, incurring, assuming, guaranteeing or suffering to exist any indebtedness for borrowed money of any kind outside of certain loans not to exceed $5,000,000 and accounts payable in the ordinary course of business, or entering into any agreement with respect to the foregoing. </td> <td style="border-bottom: 1px solid rgb(0, 0, 0); vertical-align: top; width: 38%; border-right: 1px solid black;"> Holders shall vote as a separate class with respect to authorizing, creating, incurring, assuming, guaranteeing or suffering to exist any indebtedness for borrowed money of any kind outside of accounts payable in the ordinary course of business, or entering into any agreement with respect to the foregoing. </td> <td style="border-bottom: 1px solid rgb(0, 0, 0); vertical-align: top; width: 18%; border-right: 1px solid black;"> Holders shall vote as a separate class with respect to authorizing, creating, incurring, assuming, guaranteeing or suffering to exist any indebtedness for borrowed money of any kind in excess of $5 million, or entering into any agreement with respect to the foregoing. </td> </tr> <tr> <td style="border-bottom: 1px solid rgb(0, 0, 0); vertical-align: top; width: 8%; border-left: 1px solid black; border-right: 1px solid black;"> Additional Investment Rights ("AIRs") </td> <td style="border-bottom: 1px solid rgb(0, 0, 0); vertical-align: top; width: 36%; border-right: 1px solid black;"> Subject to the approval by a majority of the voting securities of the Company (the "Stockholder Approval"), pursuant to the Subscription Agreements, Series AAA and AAA Junior Preferred Stock holders shall have the right to purchase shares of a newly designated series of preferred stock of the Company containing comparable terms (except for adjustments to the Conversion Price based on future equity issuances) as the applicable series of preferred stock (the "Series AAA Additional Investment Right") from the date the SEC declares the related registration statement to be filed with the SEC pursuant to the applicable Registration Rights Agreement (as defined below) effective, to the date that is 18 months thereafter, for an additional dollar amount equal to the applicable initial investment amount at $1,000 per share (the "Original Issue Price"), with a conversion price equal to the original conversion price of the applicable series of preferred stock. No further additional investment rights shall be granted to investors that exercise the Series AAA Additional Investment Rights. </td> <td style="border-bottom: 1px solid rgb(0, 0, 0); vertical-align: top; width: 38%; border-right: 1px solid black;"> Pursuant to the Subscription Agreements, purchasers that (a) previously held shares of the Company's Series A Preferred Stock, par value $0.001 per share, or (b) purchased at least $2.5 million in shares of Series AA Preferred Stock (subject to the acceptance of such lesser amounts in the Company's sole discretion), shall have the right to purchase shares of a newly designated series of preferred stock of the Company containing comparable terms as the Series AA Preferred Stock (the "Series AA Additional Investment Right") from the date of each respective closing through the date that is 18 months thereafter as follows: (i) such investor may purchase an additional dollar amount equal to its initial investment amount at $1,000 per share (the "AA Original Issue Price"), with a conversion price equal to the conversion price in effect on the date of original purchase; and (ii) such investor may purchase an additional dollar amount equal to its initial investment amount at the AA Original Issue Price, with a conversion price equal to 125% of the respective conversion price in effect on the date of original purchase. </td> <td style="border-bottom: 1px solid rgb(0, 0, 0); vertical-align: top; width: 18%; border-right: 1px solid black;"> Not applicable </td> </tr> <tr> <td style="border-bottom: 1px solid rgb(0, 0, 0); vertical-align: top; width: 8%; border-left: 1px solid black;"> Down Round Feature </td> <td style="border-bottom: 1px solid rgb(0, 0, 0); vertical-align: top; width: 36%; border-right: 1px solid black;"> Subject to the effectiveness of the Stockholder Approval, for twenty four (24) months after the Filing Date, and subject to certain carveouts as described in the Series AAA Certificates of Designation, if the Company conducts an offering at a price per share less than the then effective conversion price (the "Future Offering Price") consisting of common stock, convertible or derivative instruments, then in such event the conversion price of the Series AAA Preferred Stock shall be adjusted to the Future Offering Price, but not less than the Conversion Price Floor (as defined in the Series AAA Certificate of Designations). </td> <td style="border-bottom: 1px solid rgb(0, 0, 0); vertical-align: top; width: 38%; border-right: 1px solid black;"> For as long as Series AA Preferred Stock remains outstanding and subject to certain carveouts as described in the Series AA Certificates of Designations, if the Company conducts an offering at a price per share less than the then current conversion price (the "Future Offering Price") consisting of common stock, convertible or derivative instruments, and undertaken in an arms-length third party transaction, then in such event the conversion price of the Series AA Preferred Stock shall be adjusted to the greater of: (a) the Future Offering Price and (b) the Conversion Price Floor (" Series AA Down Round Feature"); and (ii) if as of the 24-month anniversary date of April 19, 2023, the VWAP for the five trading days immediately prior to such 24-month anniversary date is below the

then current conversion price, the holder will receive a corresponding adjustment to the then conversion price, such adjustment not to exceed the Conversion Price Floor.</p> </td> <td style="border-bottom: 1px solid rgb(0, 0, 0);
vertical-align: top; width: 18%; border-right: 1px solid black;"> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt 0pt 0pt 9pt;">Not applicable</p> </td> </tr> </tbody></table> <p style="font-
family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;"><i>Exchange Agreements</i></p> <p style="font-
family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">In connection with the closing of the Series AAA
Preferred rounds described above, the Company entered into certain Series A Exchange Agreements (the “Series A Agreements”) and Series AA Exchange Agreements (the “Series AA Agreements”, and collectively with the Series A Agreements, the
“Series Exchange Agreements”), with certain holders (the “Holders”) of the Company’s Series A Preferred Stock, and Series AA Preferred Stock, pursuant to which the Holders exchanged an aggregate of 6,367 shares of Series A Preferred
and/or Series AA Preferred, for an aggregate of 6,367 shares of Series AAA Preferred (the “Exchange”). The Exchange closed concurrently with the closing of the Series AAA Preferred Stock Offerings.</p> <p style="font-family:'Times New
Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;"><i>Common Stock Purchase Warrants</i></p> <p style="font-family:'Times New Roman';font-
size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family: Times New Roman; font-size: 10pt; font-variant: normal; margin: 0pt; text-align: justify;"><i>Series AAA Junior-3 and Series AAA Junior-4 Warrants. </i>The Series AAA
Junior-3 and Series AAA Junior-4 subscription agreements entered into in September 2024, included the sale of an aggregate of 1,096 units (the “Units”), each Unit consisting of (i) one share of newly designated Series AAA-3 Junior
Convertible Preferred Stock or Series AAA-4 Junior Convertible Preferred Stock, as reflected in the table above, and (ii) a warrant to purchase 1,000 shares of the Company’s common stock (the “September 2024 Series AAA Junior
Investor Warrants”), at a purchase price of $1,000 per Unit, for aggregate gross proceeds to the Company of approximately $1,096,000.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p
style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">The Investor Warrants are exercisable at $1.00 per share at the option of the holder, subject to adjustment, are exercisable immediately
upon issuance and expire three years from the respective issue dates of the Units, subject to certain beneficial ownership limitations. The Investor Warrants contain customary adjustments in the event of stock splits, stock dividends and
other corporate events, and contain price-based anti-dilution protections. Any price-based anti-dilution adjustments are conditioned on, and subject to, stockholder approval.</p> <p style="font-family:'Times New Roman';font-
size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family: 'Times New Roman', Times, serif; font-size: 10pt; margin: 0pt; text-align: left"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-
align:justify;margin:0pt;">The September 2024 Series AAA Junior Investor Warrant agreements also contain a provision that states that, upon exercise of the warrant by an investor, if for any reason the company fails to deliver the shares
by the settlement date, the investor can require the company to make a cash payment (“Buy-In Provision”). The cash payment would be based on the amount (if any) that the investor lost by having to purchase shares in the open market
because of the company’s failure to deliver the shares.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-
align:justify;margin:0pt;">As a result of the Buy-In Provision, the ability to deliver shares upon exercise of the Investor Warrants in every circumstance is generally not within the control of the Company as contemplated by the
accounting standards, and thus, a partial cash settlement may be required outside of the Company’s control. As such, the September 2024 Series AAA Junior Investor Warrants do not meet the requirements for equity classification, and
therefore, the fair value of the September 2024 Series AAA Junior Investor Warrants are recorded as a liability on the consolidated balance sheet and re-valued at each reporting date, with changes in the fair value reported in the
consolidated statements of operations. Refer to the table below.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family: Times New Roman; font-size: 10pt; font-variant:
normal; margin: 0pt; text-align: justify;"><i>Placement Agent Warrants. </i>The Placement Agent Warrants issued in connection with the Series A Preferred Stock, Series AA Preferred Stock and Series AAA Preferred Stock (including the
Exchange), described above, include provisions that are triggered in the event of the occurrence of a Fundamental Transaction, as defined in the underlying warrant agreement, which contemplates the potential for certain transactions that
result in a third-party acquiring more than 50% of the outstanding shares of common stock of the Company for cash or other assets. Given the existence of multiple classes of voting stock for the Company, as described above, the
Fundamental Transaction provisions in the warrant agreements could result in a 50% or more change in ownership of outstanding common stock, without a 50% change in voting interests. As such, the Placement Agent Warrants are not eligible
for the scope exception under ASC 815, and therefore, the fair value of the Placement Agent Warrants are recorded as a liability on the consolidated balance sheet and re-valued at each reporting date, with changes in the fair value
reported in the consolidated statements of operations. Refer to the table below.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-
variant:normal;text-align:justify;margin:0pt;">The fair value and change in the fair value of the warrant liability, measured using Level 3 inputs, and the related income statement impact was comprised of the following for the applicable
periods presented:</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="margin-right: 5%; width: 95%; font-size: 10pt;
font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family:
"Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New
Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Three Months</p> </td> <td
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"Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Nine Months
</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;">
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family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-
align: center; margin: 0pt;">Ended September 30,</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times,
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style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 48%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;"><i>Series AAA Junior-3
and Series AAA Junior-</i><i>4 Warrants:</i></p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;">
<i> </i></td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"><i> </i></td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"><i> </i></td> <td style="font-family:
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"Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Beginning balance</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td
style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 10%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;
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Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Initial fair value of warrant liability – grant date⁽¹⁾</p> </td> <td style="width: 1%; font-family:
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Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Change in fair value</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%;
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0pt; border-bottom: 1px solid rgb(0, 0, 0);">14,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family:
"Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 10%; text-
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Junior -3 and Series AAA Junior – 4 Warrants</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif;
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"Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"><i> </i></td> <td style="font-family: "Times New Roman", Times, serif;
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<i> </i></td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"><i> </i></td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"><i> </i></td> <td style="font-family:
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margin: 0pt;">Beginning balance</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size:
10pt; margin-left: 0pt;">$</td> <td style="width: 10%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">665,000</td> <td style="width: 1%; font-family: "Times New
Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman",
Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 10%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1,764,000</td> <td style="width: 1%; font-
family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family:
"Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 10%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1,571,000</td> <td
style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width:
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</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size:
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margin: 0pt;">Initial fair value of warrant liability – grant date⁽¹⁾</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td>
<td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 10%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left:
0pt;">134,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td
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Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family:
"Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Change in fair value</p> </td> <td style="width: 1%;
font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td
style="width: 10%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(212,000</td> <td style="width: 1%; font-family: "Times New
Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family:
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0pt; border-bottom: 1px solid rgb(0, 0, 0);">(1,512,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">)</td> <td style="width: 1%; font-family:
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align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(1,118,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif;
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0);">(2,552,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">)</td> </tr> <tr style="vertical-align: bottom; font-family: "Times New
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font-size: 10pt; font-variant: normal; margin: 0pt;">Subtotal - Fair value of warrant liability – Placement Agent Warrants</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td>
<td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 10%; text-align: right; font-family: "Times New Roman", Times,
serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">587,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td>
<td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0,
0);"> </td> <td style="width: 10%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">252,000</td> <td style="width: 1%; font-family:
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style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Total fair value of warrant liability</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 10%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">947,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 10%; 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font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">May 26,</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">December </p> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">22,</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">December </p> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;"> 31,</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">September </p> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">30,</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">2023</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">2023</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">2023</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; 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font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">95</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">%</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">98</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">%</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; 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text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">3.84</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">%</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">3.58</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">%</td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Dividend yield</p> </td> <td style="width: 1%; 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font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">5.0-5.19</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">5.0</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; 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width: 80%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 33%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Series Designation</p> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 1%;"> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 28%; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Date</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); width: 1%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Dividend Shares</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); width: 1%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Fair Value Shares </p> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Issued ⁽¹⁾</p> </td> <td style="font-family: "Times New Roman", Times, serif; 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text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">2,166</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">4,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 33%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Series AA</p> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 1%;"> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 28%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">April 19, 2024</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">476,271</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; 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font-size: 10pt; font-variant: normal; margin: 0pt;">Series AA-3</p> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 1%;"> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 28%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">April 29, 2024</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">41,159</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; 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font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">38,527</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">52,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 33%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Series AA-4</p> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 1%;"> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 28%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">May 6, 2024</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">55,497</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">77,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 33%;"> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 1%;"> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 28%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">July 23, 2024</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1,616</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">2,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 33%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Series AA-5</p> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 1%;"> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 28%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">May 30, 2024</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">51,887</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">65,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 33%;"> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 1%;"> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 28%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">July 23, 2024</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">47,170</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">64,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; 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text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">432,025</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New

Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman",
Times, serif; font-size: 10pt; margin-left: 0pt;">587,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family:
"Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 33%;"> <p style="font-family: "Times New
Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Series AAA-2</p> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width:
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variant: normal; text-align: center; margin: 0pt;">July 23, 2024</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New
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New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">666,000</td> <td style="width: 1%; font-family:
"Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255,
255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 33%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Series AAA-
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serif; font-size: 10pt; margin-left: 0pt; width: 28%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">July 26, 2024</p> </td> <td style="width:
1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-
family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">193,600</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width:
1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-
family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">273,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr
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family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">193,600</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width:
1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-
family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">240,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr
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33%;"> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 1%;"> </td> <td style="text-align: center; font-family: "Times New Roman", Times,
serif; font-size: 10pt; margin-left: 0pt; width: 28%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">September 24, 2024</p> </td> <td
style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align:
right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">193,600</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td
style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align:
right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">126,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr>
<tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width:
33%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Series AAA-Junior - 2</p> </td> <td style="text-align: center; font-family: "Times New Roman", Times,
serif; font-size: 10pt; margin-left: 0pt; width: 1%;"> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 28%;"> <p style="font-family: "Times New
Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">August 9, 2024</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td
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0pt;">88,160</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size:
10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;
margin-left: 0pt;">97,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman",
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family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">September 9, 2024</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-
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"Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">88,160</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left:
0pt; padding-bottom: 1px;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif;
font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0,
0);">100,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New
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serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 3px double rgb(0, 0, 0);"> </td> <td style="width: 16%; text-align: right; font-family:
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margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0,
0);">3,290,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> </tr> </tbody></table> <p style="font-family:'Times New Roman';font-
size:10pt;font-variant:normal;margin:0pt;"> </p> <hr style="text-align: left; height: 1px; color: #000000; background-color: #000000; width: 10%; border: none; margin: 3pt auto 3pt 0"/> <table border="0" cellpadding="0" cellspacing="0"
style="width: 100%; text-indent: 0px;"> <tbody><tr style="vertical-align: top;"> <td style="width: 18pt;"> </td> <td style="width: 18pt;"> <p style="font-family: 'Times New Roman', Times, serif;font-size: 10pt;font-
variant:normal;margin:0pt;">⁽¹⁾</p> </td> <td style="width: auto;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin:
0pt; text-align: justify;">Fair valued based on the closing price of the Company’s common stock on the respective common stock dividend payment date.</p> </td> </tr> </tbody></table> <p style="font-family:'Times New Roman';font-
size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family: Times New Roman; font-size: 10pt; font-variant: normal; margin: 0pt; text-align: justify;"><i>Dividend Acceleration. </i>In June and July 2024, certain existing
holders of Series A, AA and AAA Preferred Stock executed Series AAA Junior Preferred Stock Offering related dividend acceleration agreements (“2024 Dividend Acceleration Agreements”) pursuant to which, in exchange for participation in the
Series AAA Junior Preferred Stock Offering at or above a predefined threshold, all applicable remaining common stock dividends related to their existing Series A, AA and / or AAA Preferred Stock holdings were accelerated. A total
of 1,168,493 shares of common stock dividends (included in the table above) were paid in July 2024 pursuant to the 2024 Dividend Acceleration Agreements, with a fair value of $1,589,000, based on the closing price of the Company’s common
stock on the date of issuance, which is reflected as a charge to accumulated deficit for the nine months ended September 30, 2024.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p
style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;"><i>Modifications to Series AA Additional Investment Rights</i></p> <p style="font-family:'Times New Roman';font-size:10pt;font-
variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">In June 2024, certain holders of Series AA Preferred Stock with outstanding Additional Investment
Rights arising from the Series AA Preferred Stock Offering (“Series AA AIRs”), in exchange for certain Series AAA Junior Preferred Stock Offering related approvals, received (i) a six (6) month extension of the exercise period of such
Series AA AIRs; and (ii) an adjustment to the conversion prices for such Series AA AIRs, to the existing conversion price floors for each respective subseries of Series AA Preferred Stock, as described in the table above. In addition, a
three-month extension to the term of the Additional Investment Rights issued to holders of Series AAA Preferred Stock (“Series AAA AIRs”)(the issuance of such Series AAA AIRs being subject to approval of stockholders), such that the
Series AAA AIRs shall expire 21-months from the final closing of Series AAA Preferred Stock Offering.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New
Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">In connection with the modifications to the Series AA AIRs described above, Series AA AIRs with initial underlying common shares totaling 642,962, were modified as
described above, resulting in an incremental increase in fair value totaling $294,000 which was charged to additional paid in capital as a Series AAA Junior Preferred Stock Offering financing costs in June 2024. As a result of the
reduction of the Series AA AIRs conversion price, total common shares underlying the modified Series AA AIRs increased to 3,215,232 shares.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p>
<p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">In September 2024, remaining holders of Series AA Preferred Stock with outstanding Additional Investment Rights arising from the
Series AA Preferred Stock Offering (“Remaining Series AA AIRs”), received (i) a six (6) month extension of the exercise period of such Remaining Series AA AIRs; and (ii) an adjustment to the conversion prices for such Series AA AIRs, to
the existing conversion price floors for each respective subseries of Series AA Preferred Stock, as described in the table above. In addition, a three-month extension to the term of the Additional Investment Rights issued to holders of
Series AAA Preferred Stock (“Remaining Series AAA AIRs”)(the issuance of such Series AAA AIRs being subject to approval of stockholders), such that the Remaining Series AAA AIRs shall expire 21-months from the final closing of Series AAA
Preferred Stock Offering.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family: 'Times New Roman', Times, serif; font-size: 10pt; margin: 0pt; text-align: left"> </p> <p
style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">In connection with the modifications to the Remaining Series AA AIRs described above, Remaining Series AA AIRs with initial underlying
common shares totaling 667,289, were modified as described above, resulting in an incremental increase in fair value totaling $70,000 which was charged to other expense in the statement of operations for the three and nine months ended
September 30, 2024. As a result of the reduction of the Remaining Series AA AIRs conversion price, total common shares underlying the modified Remaining Series AA AIRs increased to 3,336,293 shares.</p> <p style="font-family:'Times New
Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">As of each of the applicable AIR modification dates the Company utilized
an option pricing model, employing the back solve method for purposes of determining the implied common stock value of the Company for input into a Black Scholes option pricing model to determine the fair value of the AIRs immediately
before and after the modifications described above, using Level 3 inputs. Weighted average assumptions utilized in the Black Scholes option pricing model included implied (derived) common stock prices from $0.72 to $0.86, conversion
prices ranging from $1.856 to $13.25 (based on the applicable original and modified preferred stock conversion prices), risk free interest rates ranging from 4.64% to 5.36%, terms ranging from .24
years to .92 years and volatility assumptions ranging from 68% to 91%.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p>
202050000000.0011100000000100000000.0011000000000.00110000000004000000000.0011000 <table cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 7pt; font-family: "Times New Roman", Times, serif; text-
indent: 0px; margin-left: 0pt; margin-right: 0pt;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> <td style="font-family: "Times New
Roman", Times, serif; font-size: 7pt; width: 5%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-
size: 7pt; width: 6%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 1%;"> </td> <td colspan="10" rowspan="1" style="font-family: "Times New Roman", Times, serif; font-size:
7pt; width: 17%; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt; text-align: center;">Preferred Stock</p> </td> <td
style="font-family: "Times New Roman", Times, serif; font-size: 7pt; padding-bottom: 1px; width: 1%; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="font-family: "Times New Roman", Times, serif; font-
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0pt;">Proceeds</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; padding-bottom: 1px; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt;
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"Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: center; margin: 0pt;">Conversion Shares - Common Stock</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-
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Times, serif; font-size: 7pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); width: 1%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: center; margin: 0pt;">
Other</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; padding-bottom: 1px; width: 1%;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New
Roman", Times, serif; font-size: 7pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 5%; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times,
serif; font-size: 7pt; font-variant: normal; margin: 0pt; text-align: center;">Series</p> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt; text-align: center;">
Designation</p> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 1%;"> </td> <td style="text-align: center; font-family: "Times New
Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 6%; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: center;
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serif; font-size: 7pt; margin-left: 0pt; width: 1%; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: center; margin: 0pt;">
Conversion </p> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: center; margin: 0pt;">Prices⁽²⁾⁽³⁾⁽⁴⁾
</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; padding-bottom: 1px; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width:
1%;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); width: 1%;"> <p style="font-family: "Times New
Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: center; margin: 0pt;">Shares </p> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align:
center; margin: 0pt;">Purchased/ </p> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: center; margin: 0pt;">Issued in </p> <p style="font-family:
"Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: center; margin: 0pt;">Exchange⁽⁶⁾</p> </td> <td style="font-family: "Times
New Roman", Times, serif; font-size: 7pt; padding-bottom: 1px; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 1%;"> </td> <td colspan="2" style="text-align: center; font-
family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); width: 1%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant:
normal; text-align: center; margin: 0pt;">Conversions</p> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: center; margin: 0pt;">/ Exchanges</p> </td> <td
style="font-family: "Times New Roman", Times, serif; font-size: 7pt; padding-bottom: 1px; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 1%;"> </td> <td colspan="2"
style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); width: 1%;"> <p style="font-family: "Times New Roman", Times, serif;
font-size: 7pt; font-variant: normal; text-align: center; margin: 0pt;">Outstanding - </p> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: center; margin: 0pt;">
September 30, </p> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: center; margin: 0pt;">2024</p> </td> <td style="font-family: "Times New Roman",
Times, serif; font-size: 7pt; padding-bottom: 1px; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 1%;"> </td> <td colspan="2" style="text-align: center; font-family:
"Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); width: 1%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-
align: center; margin: 0pt;">Gross </p> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: center; margin: 0pt;">Proceeds</p> </td> <td style="font-family:
"Times New Roman", Times, serif; font-size: 7pt; padding-bottom: 1px; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 1%;"> </td> <td colspan="2" style="text-align:
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variant: normal; text-align: center; margin: 0pt;">Fees</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; padding-bottom: 1px; width: 1%;"> </td> <td style="font-family: "Times New
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align: center; margin: 0pt;">Original</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; padding-bottom: 1px; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times,
serif; font-size: 7pt; width: 1%;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); width: 1%;"> <p
style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: center; margin: 0pt;">Conversions </p> <p style="font-family: "Times New Roman", Times, serif; font-size:
7pt; font-variant: normal; text-align: center; margin: 0pt;">/ Exchanges⁽⁵⁾</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt;
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September </p> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: center; margin: 0pt;">30, 2024</p> </td> <td style="font-family: "Times New Roman",
Times, serif; font-size: 7pt; padding-bottom: 1px; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 1%;"> </td> <td colspan="2" style="text-align: center; font-family:
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align: center; margin: 0pt;">Placement </p> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: center; margin: 0pt;">Agent </p> <p style="font-family:
"Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: center; margin: 0pt;">Warrants⁽¹⁾</p> </td> <td style="font-family: "Times
New Roman", Times, serif; font-size: 7pt; padding-bottom: 1px; width: 1%;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 7pt; background-color: rgb(204, 238,
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style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 6%;"> <p
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7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">$</td> <td style="width: 5%; text-align: right; font-family: "Times New Roman", Times, serif; font-
size: 7pt; margin-left: 0pt;">12.40</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif;
font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;
text-align: right;">5,359</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-
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<td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">$</td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-
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Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-
size: 7pt; margin-left: 0pt; text-align: right;">432,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New
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Times, serif; font-size: 7pt; margin-left: 0pt;">62,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family:
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Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt;">A-2</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 1%;"> </td> <td style="font-family:
"Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 6%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt;">November 28, 2022</p> </td>
<td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">$</td> <td
style="width: 5%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">13.29</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;
margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td
style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">1,297</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;
margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td
style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">(834</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;
margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td
style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">463</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-
left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td
style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">1,297,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;
margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td
style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">169,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;
margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td
style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">1,128,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;
margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td
style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">98,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;
margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td
style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">(63,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;
margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td
style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">35,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;
margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td
style="width: 5%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">14,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;
margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 7pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times,
serif; font-size: 7pt; width: 5%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt;">A-3</p> </td> <td style="font-family: "Times New Roman", Times, serif;
font-size: 7pt; margin-left: 0pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 6%;"> <p style="font-family: "Times New Roman", Times, serif; font-
size: 7pt; font-variant: normal; margin: 0pt;">November 30, 2022</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New
Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">$</td> <td style="width: 5%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">13.41</td> <td style="width: 1%;
font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family:
"Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">1,733</td> <td style="width: 1%; font-
family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family:
"Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">(1,418</td> <td style="width: 1%; font-
family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family:
"Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">315</td> <td style="width: 1%; font-
family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family:
"Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">1,733,000</td> <td style="width: 1%;
font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family:
"Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">225,000</td> <td style="width: 1%;
font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family:
"Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">1,508,000</td> <td style="width: 1%;
font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family:
"Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">129,000</td> <td style="width: 1%;
font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family:
"Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">(106,000</td> <td style="width: 1%;
font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family:
"Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">23,000</td> <td style="width: 1%; font-
family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family:
"Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">18,000</td> <td style="width: 1%; font-
family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 7pt; background-color: rgb(255, 255,
255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 5%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt;">A-4</p> </td>
<td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 6%;"> <p
style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt;">December 22, 2022</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size:
7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">$</td> <td style="width: 5%; text-align: right; font-family: "Times New Roman", Times, serif; font-
size: 7pt; margin-left: 0pt;">7.60</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif;
font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;
text-align: right;">1,934</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-
size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-
align: right;">(1,554</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size:
7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align:
right;">380</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td>
<td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align:
right;">1,934,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size:
7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align:
right;">251,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size:
7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align:
right;">1,683,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size:
7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align:
right;">254,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size:
7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align:
right;">(204,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size:
7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align:
right;">50,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size:
7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-
left: 0pt;">36,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times,
serif; font-size: 7pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 5%;"> <p style="font-family: "Times New Roman", Times, serif; font-size:
7pt; font-variant: normal; margin: 0pt;">A-5</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times,
serif; font-size: 7pt; margin-left: 0pt; width: 6%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt;">January 31, 2023</p> </td> <td style="width: 1%; font-family:
"Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">$</td> <td style="width: 5%; text-align: right; font-
family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">11.09</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%;
font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New
Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">2,299</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%;
font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New
Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">(1,519</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">)</td> <td style="width: 1%;
font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New
Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">780</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-
family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New
Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">2,299,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%;
font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New
Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">299,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%;
font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New
Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">2,000,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%;
font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New
Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">207,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%;
font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New
Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">(137,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">)</td> <td style="width: 1%;
font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New
Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">70,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%;
font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; text-align: right; font-family:
"Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">30,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-
align: bottom; font-family: "Times New Roman", Times, serif; font-size: 7pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 5%;"> <p style="font-
family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt;">AA</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 1%;"> </td>
<td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 6%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt;">April
19, 2023</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 1%;"> </td> <td colspan="2" style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt;
margin-left: 0pt; width: 1%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: right; margin: 0pt;">$9.43/$1.89</p> </td> <td style="font-family: "Times New
Roman", Times, serif; font-size: 7pt; width: 1%;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times,
serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">7,680</td> <td style="width: 1%; font-family: "Times New Roman",
Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif;
font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">(3,981</td> <td style="width: 1%; font-family: "Times New Roman", Times,
serif; font-size: 7pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-
size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">3,699</td> <td style="width: 1%; font-family: "Times New Roman", Times,
serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-
size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">7,680,000</td> <td style="width: 1%; font-family: "Times New Roman", Times,
serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-
size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">966,000</td> <td style="width: 1%; font-family: "Times New Roman", Times,
serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-
size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">6,714,000</td> <td style="width: 1%; font-family: "Times New Roman", Times,
serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-
size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">4,072,000</td> <td style="width: 1%; font-family: "Times New Roman", Times,
serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-
size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">(2,111,000</td> <td style="width: 1%; font-family: "Times New Roman", Times,
serif; font-size: 7pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-
size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">1,961,000</td> <td style="width: 1%; font-family: "Times New Roman", Times,
serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-
size: 7pt;"> </td> <td style="width: 5%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">114,000</td> <td style="width: 1%; font-family: "Times New Roman", Times,
serif; font-size: 7pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 7pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times
New Roman", Times, serif; font-size: 7pt; width: 5%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt;">AA-2</p> </td> <td style="font-family: "Times New
Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 6%;"> <p style="font-family: "Times New
Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt;">April 20, 2023</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 1%;"> </td> <td colspan="2" style="text-
align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 1%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align:
right; margin: 0pt;">$10.43/$2.09</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 1%;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size:
7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align:
right;">1,500</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size:
7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align:
right;">(1,500</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size:
7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align:
right;">-</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td>
<td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align:
right;">1,500,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size:
7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align:
right;">130,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size:
7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align:
right;">1,370,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size:
7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align:
right;">719,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size:
7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align:
right;">(719,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size:
7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align:
right;">-</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td>
<td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left:
0pt;">13,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif;
font-size: 7pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 5%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt;
font-variant: normal; margin: 0pt;">AA-3</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif;
font-size: 7pt; margin-left: 0pt; width: 6%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt;">April 28, 2023</p> </td> <td style="font-family: "Times New
Roman", Times, serif; font-size: 7pt; width: 1%;"> </td> <td colspan="2" style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 1%;"> <p style="font-family:
"Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; text-align: right; margin: 0pt;">$9.50/$1.90</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 1%;"> </td>
<td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family:
"Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">1,025</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td

style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">(1,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">25</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">1,025,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">133,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">892,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">539,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">526,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"></td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">13,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">15,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 7pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 5%;"> AA-4 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 6%;"> May 5, 2023 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 1%;"> </td> <td colspan="2" style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 1%;"> $9.20/$1.86 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 1%;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">1,026</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">526</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"></td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">500</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">1,026,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">133,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">893,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">553,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">283,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"></td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">270,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">16,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 7pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 5%;"> AA-5 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 6%;"> May 26, 2023 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 1%;"> </td> <td colspan="2" style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 1%;"> $10.60/$2.12</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 1%;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">550</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">(500</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"></td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">50</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">550,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">72,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">478,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">250,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"></td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">(236,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"></td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">23,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">7,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 7pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 5%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt;">AAA</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 6%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt;">November 30, 2023</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">$</td> <td style="width: 5%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">1.67</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">9,380</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">(1,513</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"></td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">7,875</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">9,380,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">645,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">8,743,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">5,608,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"></td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">(904,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"></td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">4,704,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">466,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 7pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 5%;"> AAA-2 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 6%;"> December 22, 2023 </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">$</td> <td style="width: 5%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">1.71</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">5,334</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">(2,126</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"></td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">3,200</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">5,334,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">357,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">4,977,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">3,119,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">1,243,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"></td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">1,876,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">452,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 7pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 5%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt;">AAA-Junior</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 6%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt;">June 26, 2024</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">$</td> <td style="width: 5%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">1.25</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">1,210</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">1,210</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">1,210,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">145,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">1,065,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">968,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">968,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">140,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 7pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 5%;"> AAA-Junior - 2 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 6%;"> July 10, 2024 </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">$</td> <td style="width: 5%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">1.25</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">551</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;"></td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">551</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">551,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">66,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">485,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New

Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">441,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%;
font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New
Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">-</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-
family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; font-family: "Times New
Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">441,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%;
font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 5%; text-align: right; font-family:
"Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">64,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-
align: bottom; font-family: "Times New Roman", Times, serif; font-size: 7pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 5%;"> <p style="font-
family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt;">AAA-Junior - 3</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width:
1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 6%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin:
0pt;">September 20, 2024</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-
left: 0pt;">$</td> <td style="width: 5%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">1.25</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif;
font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size:
7pt;"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right;">697</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-
size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size:
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7pt;"> </td> <td style="width: 5%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">81,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif;
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Roman", Times, serif; font-size: 7pt; width: 5%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt;">AAA-Junior – 4<sup style="vertical-
align:top;line-height:120%;">(7)</sup></p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times,
serif; font-size: 7pt; margin-left: 0pt; width: 6%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 7pt; font-variant: normal; margin: 0pt;">September 30, 2024</p> </td> <td style="width: 1%; font-family:
"Times New Roman", Times, serif; font-size: 7pt; padding-bottom: 1px;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;">$</td> <td style="width: 5%; text-
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<td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid rgb(0, 0, 0);">399</td> <td style="width: 1%; font-family: "Times New
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size: 7pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid rgb(0, 0, 0);">-</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; border-bottom: 1px solid rgb(0,
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Times, serif; font-size: 7pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid
rgb(0, 0, 0);">-</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size:
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size: 7pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid rgb(0, 0, 0);">319,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt;"> </td> <td style="width:
1%; font-family: "Times New Roman", Times, serif; font-size: 7pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td
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Roman", Times, serif; font-size: 7pt; margin-left: 0pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 7pt; background-color: rgb(204, 238,
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"Times New Roman", Times, serif; font-size: 7pt; width: 6%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 1%; padding-bottom: 3px;"> </td> <td style="font-family: "Times
New Roman", Times, serif; font-size: 7pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 7pt; width: 5%;"> </td> <td style="font-family: "Times New Roman",
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font-size: 7pt; border-bottom: 3px double rgb(0, 0, 0);"> </td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right; border-bottom: 3px double rgb(0, 0,
0);">41,982</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);"> </td> <td style="width: 1%; font-family: "Times New
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</td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right; border-bottom: 3px double rgb(0, 0, 0);">(21,390</td> <td style="width: 1%; font-family: "Times
New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; border-bottom: 3px
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"Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 5%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left:
0pt; text-align: right; border-bottom: 3px double rgb(0, 0, 0);">41,982,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0,
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font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; text-align: right; border-bottom: 3px double rgb(0, 0, 0);">18,275,000</td> <td style="width: 1%; font-family: "Times New Roman", Times,
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(6,929,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 7pt; margin-left: 0pt; padding-bottom: 3px;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times,
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text-align: center; margin: 0pt;">Three Months</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size:
10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-
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family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-
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Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Ended September 30,</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom:
1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;
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family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td
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10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New
Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">2023</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td
style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom:
1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">2024</p> </td> <td style="font-family: "Times New
Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New
Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin:
0pt;">2023</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif;
font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 48%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt;
font-variant: normal; margin: 0pt;"><i>Series AAA Junior-3 and Series AAA Junior-</i><i>4 Warrants:</i></p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family:
"Times New Roman", Times, serif; font-size: 10pt;"><i> </i></td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"><i> </i></td> <td style="font-family: "Times New Roman", Times,
serif; font-size: 10pt;"><i> </i></td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"><i> </i></td> <td
style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"><i> </i></td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"><i> </i></td> <td style="font-family: "Times New
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<i> </i></td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"><i> </i></td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family:
"Times New Roman", Times, serif; font-size: 10pt;"><i> </i></td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"><i> </i></td> <td style="font-family: "Times New Roman", Times,
serif; font-size: 10pt;"><i> </i></td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New
Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Beginning balance</p> </td> <td style="width: 1%; font-family:
"Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 10%; text-align: right; font-
family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">-</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%;
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10%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">-</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left:
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<td style="width: 10%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">-</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;
margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman",
Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Initial fair value of warrant liability – grant date<sup style="vertical-
align:top;line-height:120%;">(1)</sup></p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-
size: 10pt;"> </td> <td style="width: 10%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">346,000</td> <td style="width: 1%; font-family: "Times New Roman", Times,
serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-
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Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Change in fair value</p> </td> <td style="width: 1%; font-family:
"Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 10%; text-
align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">14,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif;
font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times,
serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 10%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0,
0);">-</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-
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solid rgb(0, 0, 0);"> </td> <td style="width: 10%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">-</td> <td style="width: 1%; font-
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background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin:
0pt;">Subtotal - Fair value of warrant liability - Series AAA Junior -3 and Series AAA Junior – 4 Warrants</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width:

1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 10%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;
margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">360,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%;
font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td
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0pt; border-bottom: 1px solid rgb(0, 0, 0);">360,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family:
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align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">-</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-
size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family:
"Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size:
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<td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman",
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10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal;
margin: 0pt;"><i>Placement Agent Warrants:</i></p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;">
<i> </i></td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"><i> </i></td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"><i> </i></td> <td style="font-family:
"Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"><i> </i></td> <td style="font-family: "Times New Roman", Times, serif;
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style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"><i> </i></td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"><i> </i></td> <td style="font-family: "Times New
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<i> </i></td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"><i> </i></td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"><i> </i></td> </tr> <tr style="vertical-
align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family:
"Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Beginning balance</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td
style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 10%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;
margin-left: 0pt;">665,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-
size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 10%; text-align: right; font-family: "Times New Roman", Times, serif;
font-size: 10pt; margin-left: 0pt;">1,764,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman",
Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 10%; text-align: right; font-family: "Times New
Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1,571,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family:
"Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 10%; text-align: right; font-
family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">-</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr
style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p
style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Initial fair value of warrant liability – grant date⁽¹⁾</p> </td>
<td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 10%; text-
align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">134,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left:
0pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: right; font-
family: "Times New Roman", Times, serif; font-size: 10pt;">-</td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times,
serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 10%; text-align: right; font-family: "Times New Roman", Times, serif; font-
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serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 10%; text-align: right; font-family: "Times New Roman", Times, serif; font-
size: 10pt; margin-left: 0pt;">2,804,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New
Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif;
font-size: 10pt; font-variant: normal; margin: 0pt;">Change in fair value</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New
Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 10%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom:
1px solid rgb(0, 0, 0);">(212,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">)</td> <td style="width: 1%; font-family: "Times New
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font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(1,512,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size:
10pt; margin-left: 0pt; padding-bottom: 1px;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif;
font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 10%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">
(1,118,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif;
font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 10%; text-align: right; font-family: "Times New
Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(2,552,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;
padding-bottom: 1px;">)</td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman",
Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Subtotal - Fair value of warrant liability – Placement Agent Warrants</p> </td> <td
style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0,
0);"> </td> <td style="width: 10%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">587,000</td> <td style="width: 1%; font-family:
"Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-
family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 10%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-
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family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width:
10%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">587,000</td> <td style="width: 1%; font-family: "Times New Roman", Times,
serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman",
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serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Total fair value of warrant liability</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-
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size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">947,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td
style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double
rgb(0, 0, 0);">$</td> <td style="width: 10%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">252,000</td> <td style="width: 1%; font-
family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width:
1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 10%; text-align: right; font-family: "Times New Roman", Times,
serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">947,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td>
<td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px
double rgb(0, 0, 0);">$</td> <td style="width: 10%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">252,000</td> <td style="width: 1%;
font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> </tr> </tbody></table> 0000346000034600001400001400003600000360000066500017640001571000013400001340002804000-212000-
1512000-1118000-2552000587000252000587000252000947000252000947000252000 <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-
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10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left:
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font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt;
margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">December </p> <p style="font-family: "Times New Roman", Times,
serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">22,</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New
Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New
Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">December </p> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align:
center; margin: 0pt;">31,</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td
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text-align: center; margin: 0pt;">September </p> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">30,</p> </td> <td style="font-
family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family:
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Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin:
0pt;">2023</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td
colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif;
font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">2023</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family:
"Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0,
0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">2023</p> </td> <td style="font-family: "Times New Roman", Times, serif;
font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif;
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<td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-
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margin: 0pt;">Expected Volatility</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size:
10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">95</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-
size: 10pt; margin-left: 0pt;">%</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size:
10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">98</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-
size: 10pt; margin-left: 0pt;">%</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size:
10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">98</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-
size: 10pt; margin-left: 0pt;">%</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size:
10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">98</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-
size: 10pt; margin-left: 0pt;">%</td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New
Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Risk–free interest rate</p> </td> <td style="width: 1%; font-family:
"Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times
New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">3.88</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">%</td> <td style="width: 1%; font-family:
"Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times
New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">3.87</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">%</td> <td style="width: 1%; font-family:
"Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times
New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">3.84</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">%</td> <td style="width: 1%; font-family:
"Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times
New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">3.58</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">%</td> </tr> <tr style="vertical-align: bottom;
font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New
Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Dividend yield</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-
family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">-</td> <td style="width: 1%;
font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">%</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family:
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family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">%</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family:
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family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">%</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family:
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255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Expected life of
options (in years)</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td
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margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td
style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">4.5-5.0</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;
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style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">3.0-5.0</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;
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"Times New Roman", Times, serif; font-size: 10pt; width: 33%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">
Series Designation</p> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 1%;"> </td> <td style="text-align: center; font-family:
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text-align: center; margin: 0pt;">Date</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New
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margin: 0pt;">Dividend Shares</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif;
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font-variant: normal; text-align: center; margin: 0pt;">Issued ⁽¹⁾</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-
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"Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 1%;"> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 28%;"> <p
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serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 16%; text-align: right; font-family: "Times New Roman",
Times, serif; font-size: 10pt; margin-left: 0pt;">4,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family:
"Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 33%;"> <p style="font-family: "Times New
Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Series AA</p> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width:
1%;"> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 28%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-

variant: normal; text-align: center; margin: 0pt;">April 19, 2024 </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">476,271</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">661,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 33%;"> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 1%;"> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 28%;"> July 23, 2024 </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">158,660</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">216,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 33%;"> Series AA-3 </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 1%;"> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 28%;"> April 29, 2024 </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">41,159</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">60,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 33%;"> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 1%;"> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 28%;"> July 23, 2024 </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">38,527</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">52,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 33%;"> Series AA-4 </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 1%;"> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 28%;"> May 6, 2024 </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">55,497</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">77,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 33%;"> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 1%;"> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 28%;"> July 23, 2024 </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1,616</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">2,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 33%;"> Series AA-5 </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 1%;"> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 28%;"> May 30, 2024 </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">51,887</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">65,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; 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font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 33%;"> Series AAA </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 1%;"> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 28%;"> July 23, 2024 </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">432,025</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">587,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 33%;"> Series AAA-2 </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 1%;"> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 28%;"> July 23, 2024 </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">490,295</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">666,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 33%;"> Series AAA-Junior </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 1%;"> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 28%;"> July 26, 2024 </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">193,600</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">273,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 33%;"> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 1%;"> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 28%;"> August 26, 2024 </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">193,600</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">240.000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 33%;"> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 1%;"> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 28%;"> September 24, 2024 </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">193,600</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">126,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 33%;"> Series AAA-Junior - 2 </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 1%;"> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 28%;"> August 9, 2024 </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">88,160</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">97,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 33%;"> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 1%;"> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 28%;"> September 9, 2024 </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">88,160</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">100,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; 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font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">3,290,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> </tr></tbody></table>

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<table border="0" cellpadding="0" cellspacing="0" style="width: 100%; text-indent: 0px;"><tbody><tr style="vertical-align: top;"><td style="width: 18pt;"> 6b-7. </td> <td style="width: auto;"> COMMITMENTS AND CONTINGENCIES </td> </tr></tbody></table>   Settlement of Pending or Threatened Claims   Pioneer Capital Anstalt   In May 2024, the Company settled a dispute concerning the interpretation of certain financial terms contained within the Series AA and Series AA-2 Preferred Stock certificates of designation filed in connection with the Series AA and Series AA-2 Preferred Stock Offerings (“Pioneer Settlement”). Pioneer Capital Anstalt (“Pioneer”) filed a complaint in the United States District Court for the Southern District of New York seeking monetary damages and specific performance concerning the interpretation and calculation of certain financial terms applicable to Pioneer’s additional investment rights agreements acquired in connection with Pioneer’s participation in the Series AA and Series AA-2 Preferred Stock Offerings (“Pioneer AA AIRs”)(“Pioneer Action”). In order to avoid further expense, costs, and time to litigate the action, the Parties resolved the dispute, resulting in the modification of the conversion price and conversion floor price applicable to the Pioneer AA AIRs from prices ranging from $9.43 to $13.04, down to prices ranging from $1.886 to $2.608, and the extension of the exercise term for the Pioneer AA AIRs for a period of six (6) months. The modifications to the Pioneer AIRs resulted in an incremental increase in fair value totaling $213,000 which was included as a noncash legal settlement charge in general and administrative expense in the statement of operations for the nine months ended September 30, 2024. As a result of the reduction of the Pioneer AA AIRs conversion price, total common shares underlying the modified Pioneer AA AIRs increased from 372,610 to 1,863,049 shares.   In addition, the Company issued to Pioneer 275,000 shares of restricted common stock valued at $346,000 on the date of issuance, which was included as a noncash legal settlement charge in general and administrative expense in the statement of operations for the nine months ended September 30, 2024. In connection with the Pioneer Settlement, Pioneer filed a notice of dismissal regarding the Action.   The Company utilized an option pricing model, employing the back solve method for purposes of determining the implied common stock value of the Company for input into a Black Scholes option pricing model to determine the fair value of the Pioneer AA AIRs immediately before and after the modifications described above, using Level 3 inputs. Weighted average assumptions utilized in the Black Scholes option pricing model included a $0.86 implied common stock price, conversion prices ranging from $1.886 to $13.04 (based on the applicable original and modified preferred stock conversion prices), risk free interest rates ranging from 5.13% to 5.36%, terms ranging from .52 years to 1.02 years and volatility assumptions ranging from 80% to 93%.   Other   As described above, the Note Holders made a series of investments in the Company during the period commencing January 2023 and culminating in the issuance of the Notes, which were paid in full in the first quarter of 2023. During the fourth quarter of 2023, the Note Holders made certain claims arising from an interpretation of certain rights that the Note Holders had pursuant to the terms of SPA. On March 12, 2024, the Company and the Note Holders (the “Parties”) executed a Mutual General Release and Settlement Agreement (the “Note Holder Settlement Agreement”) settling all claims between the Parties with respect to the SPA. In consideration for the Note Holder Settlement Agreement, the Company agreed to issue the Parties an aggregate amount of 500,000 shares of common stock (the “Settlement Payment”). The Company accrued the fair value of the Settlement Payment as of December 31, 2023 (based on the closing price of the Company’s common stock on December 31, 2023), resulting in a settlement expense of $760,000 which was included in general and administrative expense in the consolidated statement of operations for the year ended December 31, 2023. The Company issued the 500,000 shares of common stock on March 19, 2024, which were valued at $1.85 per share (the closing price of the Company’s common stock on March 19, 2024), or $924,000, resulting in additional noncash settlement expense of $164,000, which was included in general and administrative expense in the condensed consolidated statement of operations for the nine months ended September 30, 2024.   9.4313.041.8862130003726100186304927500034600008.861.88613.040.05130.05361.020.800.935000076000050000001.05924000164000 <table border="0" cellpadding="0" cellspacing="0" style="width: 100%; text-indent: 0px;"> <tbody><tr style="vertical-align: top;"><td style="width: 18pt;"> 8. </td> <td style="width: auto;"> SUBSEQUENT EVENTS </td> </tr></tbody></table>   The Company evaluated subsequent events for their potential impact on the condensed consolidated financial statements and disclosures through the date the condensed consolidated financial statements were issued and determined that, except as set forth below, no subsequent events occurred that were reasonably expected to impact the condensed consolidated financial statements presented herein.   Equity Financing   On October 24, 2024, the Company entered into a Securities Purchase Agreement with an accredited investor for the registered direct offering of an aggregate of 1,136,364 shares of the Company’s common stock, par value $0.001 per share (the “Shares”), at a purchase price of $0.88 per Share. The Registered Direct Offering closed on October 25, 2024 and resulted in gross proceeds to the Company of approximately $1.0 million.   Entry into Amended and Restated Equity Exchange Agreement   On October 29, 2024, the Company entered into an Amended and Restated Equity Exchange Agreement (the “Amended Exchange Agreement”) with Infinite Reality, which amended and restated that certain Equity Exchange Agreement, dated September 30, 2024 (the “Exchange Agreement”). Pursuant to the Amended Exchange Agreement, the Company will be issuing an aggregate total of 2,499,090 shares of common stock, par value $0.001 per share (“Common Stock”), in exchange for 216,831 shares of Infinite Reality common stock (“Infinite Reality Common Stock” and collectively, the “Exchange”). The Exchange will be consummated across two closings: (i) an initial closing of 1,215,279 shares of Common Stock in exchange for 105,445 shares of Infinite Reality Common Stock (the “Initial Closing”); and (ii) a second closing, subject to the approval of the Company’s stockholders, of 1,283,811 shares of Common Stock for 111,386 shares of Infinite Reality Common Stock. All other terms of the Exchange Agreement were not modified.   The Exchange Shares, once exchanged pursuant to the Amended Exchange Agreement, will be exempt from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”), pursuant to Section 4(a)(2) of the Securities Act and/or Rule 506(b) of Regulation D promulgated thereunder.   <p style="font-family: "Times New

Roman"; font-size: 10pt; font-variant: normal; text-align: justify; margin: 0pt;">Debt Financing   On November 8, 2024 (the "Effective Date"), the Company and its subsidiary, InPVP, LLC ("Subsidiary"), entered into the Agile Loan Agreement, with Agile Capital Funding, LLC as collateral agent, and Agile, pursuant to which the Company issued to Agile a Confessed Judgment Secured Promissory Note for an aggregate value of $1.05 million (the "Agile Note"). Pursuant to the Agile Loan Agreement: (i) the Agile Note matures 28 weeks from the Effective Date; (ii) carries an aggregate total interest payment of approximately $0.78 million (the "Applicable Rate"), and (iii) immediately upon the occurrence and during the continuance of an Event of Default (as defined in the Agile Loan Agreement), interest shall accrue at a fixed per annum rate equal to the Applicable Rate plus five percent. The Company is required to repay all the obligations due under the Agile Loan Agreement and the Agile Note in 28 equal payments of $93,821.43, with the first payment being made to Agile on November 14, 2024, and every seven days thereafter until the Maturity Date. The proceeds received from the Agile Note will be used to fund general working capital needs.   Pursuant to the Agile Loan Agreement, upon the occurrence of certain events, including (a) a change in the Company's business other than the business engaged in by the Company on the Effective Date, (b) cause or permit, voluntarily or involuntarily, any Key Person to cease being actively engagement in the management of the Company without prior notice to Agile, (c) a change in control of the Company (expressly excluding the pending transactions with Infinite Reality, Inc.) or otherwise approve the liquidation or dissolution of the Company or its Subsidiary (collectively, a "Change in Business, Management, or Ownership"), or (d) the Term Loan is accelerated upon the occurrence of an Event of Default, the Company shall be required to immediately pay to Agile an amount equal to the sum of: (i) all outstanding principal of the Agile Note plus accrued and unpaid interest thereon through the prepayment date, (ii) a fee equal to the aggregate and actual amount of interest (at the contract rate of interest) that would be paid through the Maturity Date (the "Prepayment Fee"), plus (iii) all other obligations that are due and payable, including, without limitation, interest at the Default Rate with respect to any past due amounts. The Company is allowed to make a full prepayment or partial prepayment of any or all of the Obligations arising under the Agile Loan Agreement and the Agile Note; provided, the Company shall be obligated to pay the Prepayment Fee.   The Agile Loan Agreement imposes various restrictions on the activities of the Company, including, subject to certain exceptions set forth in the Agile Loan Agreement (including, without limitation, the pending transactions with Infinite Reality, Inc.), a prohibition on: (i) creating, incurring, assuming, or being liable for any indebtedness, or allow the Subsidiary to do so (expressly excluding up to $3,000,000 of unsecured loans through one or more third parties); (ii) any Change in Business, Management, or Ownership; (iii) fundamental changes to the Company or its subsidiaries (including certain consolidations, mergers and sales/transfers of assets outside the ordinary course of business, and limitations on the ability of the Company and its Subsidiary to grant liens upon their property or assets); (iv) pay any dividends (other than dividends payable solely in capital stock) or make any distribution or payment in respect of or redeem, retire or purchase any capital stock; (v) enter into certain transactions with the Company's affiliates; (vi) make or permit any payment on any debt that is subordinate to the obligations under the Agile Loan Agreement and the Agile Note (expressly excluding up to $3,000,000 of unsecured loans through one or more third parties); and (vi) other than in the ordinary course of business, entering into any material agreement, or terminating or materially amending a material agreement.   As security for the full and prompt payment and performance of any obligations arising under the Agile Loan Agreement and the Agile Note, the Company and its Subsidiary granted to Agile a continuing first priority security interest in all the assets of the Company and its Subsidiary; provided, however, the filing of a financing statement and/or the taking of any action required to perfect Agile's security interest in the collateral may only occur upon an event of default. The Agile Loan Agreement also provides for standard Events of Default, customary provisions, including representations, warranties and covenants, indemnification, waiver of jury trial, arbitration, and the exercise of remedies upon a breach or default.   In connection with entering into the Agile Loan Agreement, the Company was required to pay an administrative fee of $92,500 to the Collateral Agent, which was paid at the closing out of proceeds of the issuance of the Agile Note.   11363640.0010.8810000024990000.00121683112152791054451203811111306185000019GD7800003000003000000092500 <table border="0" cellpadding="0" cellspacing="0" style="width: 100%; text-indent: 0px;"> <tbody><tr style="vertical-align: top;"> <td style="width: 72pt;"> ITEM 5. </td> <td style="width: auto;"> OTHER INFORMATION </td> </tr> </tbody></table>   None.   Series AAA and Series AAA-2 totals include 4,011 and 2,356 preferred shares, respectively, issued in connection with the Exchange Agreements described below. The triggering of the Down Round Feature for the Series AA Preferred Stock, occurring in August 2023, resulted in a deemed dividend totaling $6,446,000, which was charged to retained earnings in the September 30, 2023 consolidated balance sheet. As of September 30, 2024, the accrual for the Second Earn Out Period included 84,211 shares of common stock valued at $0.62, the closing price of our common stock as of September 30, 2024, A portion of the proceeds received subsequent to September 30, 2024. Receivable totaling $300,000 included in additional paid in capital as of September 30, 2024. The Conversion prices for the Series AA Preferred Stock outstanding as of November 30, 2023, totaling 7,322 shares of Series AA Preferred Stock, were adjusted to the conversion prices shown in the table above, as a result of the Series AA Down Round Feature described below. Reflected in the condensed consolidated statement of operations for the applicable period. Reflected in the condensed consolidated statement of operations for the applicable period The Conversion price for Series AA Preferred Stock outstanding as of August 23, 2023, totaling 10,706 shares of Series AA Preferred Stock, was adjusted to $2.60 as a result of the Series AA Down Round Feature described below. As adjusted to reflect reduction in conversion prices as a result of the Series AA Down Round Feature, described below. Fair valued based on the closing price of the Company's common stock on the respective common stock dividend payment date. In May 2024, the Company paid accrued contingent consideration related to the Super Biz Second Earn Out Period, comprised of 30,330 shares of our common stock valued at $30,000. In April 2023, the Company paid accrued contingent consideration related to the Initial Earn Out Period, comprised of $2.9 million of cash payments and payment of 987,973 shares of our common stock valued at $548,000. Pursuant to the terms of the Placement Agent Agreements, we agreed to issue to the Placement Agent, following the final closing under the individual Preferred Stock Offerings (effective as of the respective individual series closing dates), 5-year warrants to purchase 14.5% of the shares of common stock issuable upon conversion of the respective series of Convertible Preferred Stock sold in the respective Preferred Stock Offering, at an exercise price equal to the applicable Preferred Stock Offering conversion price.five In May 2024, the Company paid Melon Accrued Contingent consideration related to the Melon First Earn Out Period, comprised of $32,000 of cash payments and payment of 72,110 shares of our common stock valued at $90,000. Estimated fair value on the date of issuance. As of September 30, 2024, reflects the cash portion of the Super Biz Second Earn Out Period related contingent consideration payable. As of September 30, 2023, the accrual included 16,636 shares of common stock valued at $1.74, the closing price of our common stock as of the applicable period end date. "